

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE )  
MR. JUSTICE MORAWETZ ) THE DAYFRIDAY

27TH DAY OF DECEMBER, 2013

**IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE AND  
ARRANGEMENT OF SINO-FOREST CORPORATION**

Court File No.: CV-11-431153-00CP

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

BETWEEN:

**THE TRUSTEES OF THE LABOURERS' PENSION FUND OF CENTRAL AND  
EASTERN CANADA, THE TRUSTEES OF THE INTERNATIONAL UNION OF  
OPERATING ENGINEERS LOCAL 793 PENSION PLAN FOR OPERATING  
ENGINEERS IN ONTARIO, SJUNDE AP-FONDEN, DAVID GRANT  
and ROBERT WONG**

Plaintiffs

- and -

**SINO-FOREST CORPORATION, ERNST & YOUNG LLP, BDO LIMITED (formerly  
known as BDO MCCABE LO LIMITED), ALLEN T.Y. CHAN, W. JUDSON  
MARTIN, KAI KIT POON, DAVID J. HORSLEY, WILLIAM E. ARDELL, JAMES  
P. BOWLAND, JAMES M.E. HYDE, EDMUND MAK, SIMON MURRAY, PETER  
WANG, GARRY J. WEST, PÖYRY (BEIJING) CONSULTING COMPANY  
LIMITED, CREDIT SUISSE SECURITIES (CANADA), INC., TD SECURITIES INC.,  
DUNDEE SECURITIES CORPORATION, RBC DOMINION SECURITIES INC.,  
SCOTIA CAPITAL INC., CIBC WORLD MARKETS INC., MERRILL LYNCH  
CANADA INC., CANACCORD FINANCIAL LTD., MAISON PLACEMENTS  
CANADA INC., CREDIT SUISSE SECURITIES (USA) LLC and MERRILL LYNCH,  
PIERCE, FENNER & SMITH INCORPORATED (successor by merger to Banc of  
America Securities LLC)**

Defendants

Proceeding under the *Class Proceedings Act, 1992*

**ORDER**

**THIS MOTION**, made by the plaintiffs for an order approving the process for the allocation and distribution the net proceeds of the settlement with Ernst & Young LLP, was heard ~~this day~~ on December 13, 2013 at the Court House, 330 University Avenue, Toronto, Ontario.

**WHEREAS** this Court issued an order dated December 10, 2012 approving the Plan of Compromise and Reorganization of the Applicant under the *Companies' Creditors Arrangement Act* ("CCAA") dated December 3, 2012 (the "Plan");

**AND WHEREAS** this Court issued an order on March 30, 2013 approving the Ernst & Young Settlement and such order (a) established a settlement trust for the Ernst & Young settlement proceeds (the "Settlement Trust"); (b) appointed the plaintiffs as representatives of persons that purchased Sino-Forest securities ("Securities Claimants") for the purposes of the settlement; (c) appointed Koskie Minsky LLP and Siskinds LLP (together "Canadian Class Counsel"), along with insolvency counsel Paliare Roland Rosenberg Rothstein LLP, as counsel for the Securities Claimants; and (d) directed that Canadian Class Counsel and insolvency counsel are to establish a process for the allocation and distribution of the net settlement proceeds among Securities Claimants and that such process shall be approved by this Court- (the "Claims and Distribution Protocol");

**AND WHEREAS** this Court issued an order on October 23, 2013 approving the form of notice of the hearing to approve the Claims and Distribution Protocol and the plan for distribution of the notice;

**AND ON READING** the plaintiffs' motion record and supplementary motion record, and on reading such other material, filed, and on hearing the submissions of counsel for the plaintiffs, and those other persons present,

1. **THIS COURT ORDERS** that the time for service and manner of service of the notice of motion and the plaintiffs' motion record and supplementary motion record on any person are,

respectively, hereby abridged and validated, and any further service thereof is hereby dispensed with so that this motion ~~is~~was properly returnable ~~today~~December 13, 2013 in both proceedings set out in the title of proceedings herein.

2. **THIS COURT ORDERS** that capitalized terms not otherwise defined in this order shall have the meanings attributed to those terms in the Plan or the Claims and Distribution Protocol attached as **Schedule "A"** to this order.

3. **THIS COURT ORDERS** that the Claims and Distribution Protocol attached as **Schedule "A"** to this order is hereby approved and that EY Compensation Fund shall be distributed in accordance with the Claims and Distribution Protocol and this order.

4. **THIS COURT ORDERS** that NPT RicePoint Class Action Services Inc. (the "Claims Administrator") is hereby authorized to pay out of the Settlement Trust (a) Class Counsel Fees that are approved by this Court (including amounts in respect of tax); (b) costs of administration of the Settlement Trust (including taxes); (c) payment to Claims Funding International pursuant to the order of Justice Perell dated May 17, 2012; and (d) any expenses and taxes relating to the notice of the settlement approval hearing, notice of the hearing to approve the Claims and Distribution Protocol and Class Counsel Fees and any notice of the Claims and Distribution Protocol.

5. **THIS COURT ORDERS** that nothing in this order, the materials filed in support thereof or the Claims and Distribution Protocol shall fetter the discretion of any court to determine the damages of Securities Claimants at a trial or other disposition of an action in respect of the claims for which compensation is available under the Claims and Distribution Protocol.

6. **THIS COURT ORDERS** that the issue of the admissibility, producibility and compellability of the materials filed for this motion, including any determination of inflation for Sino-Forest securities by Frank Torchio of Forensic Economics for the purposes of the Claims and Distribution Protocol, in the Ontario Class Action, Quebec Class Action or US Class Action is reserved to the motions and trial judges presiding over those proceedings if and/or when such admissibility, producibility and/or compellability is an issue for determination.

7. **THIS COURT ORDERS** that counsel to the Initial Consenting Noteholders, Goodmans LLP, is hereby authorized to direct the amounts provided in section 8 of the Claims and Distribution Protocol be paid from the EY Compensation Fund to the Noteholders through The Depository Trust Company in a manner consistent with the distributions made to the Noteholders under the Plan on the Initial Distribution Date (as defined in the Plan) as consented to by the Monitor and Goodmans LLP, and that the Claims Administrator, The Depository Trust Company, the Monitor and Goodmans LLP shall not incur any liability as a result of acting in accordance with the terms of this ~~Order~~order.

8. **THIS COURT ORDERS** that 30 days following the conclusion of the distribution of the EY Compensation Fund, Canadian Class Counsel shall report to the Court, on notice to the parties to the Ontario Class Action, (a) the total amount of the EY Compensation Fund distributed, and (b) the allocation of that distribution to the categories of Claimants listed in paragraph 9(e) of the Claims and Distribution Protocol.

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Morawetz, J.

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF SINO-FOREST  
CORPORATION

THE TRUSTEES OF THE LABOURERS' PENSION FUND OF SINO-FOREST CORPORATION, et al.  
CENTRAL AND EASTERN CANADA. et al.

Court File No: CV-12-9667-00CL

Plaintiffs

Defendants

Court File No. CV-11-431153-00CP

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto  
Proceeding under the *Class Proceedings Act, 1992*

**ORDER**

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Lawyers for the plaintiffs and CCAA  
Representative Counsel

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE )  
MR. JUSTICE MORAWETZ ) THE \_\_\_\_\_ DAY FRIDAY,

\_\_\_\_ 27TH DAY OF DECEMBER, 2013

**IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE AND  
ARRANGEMENT OF SINO-FOREST CORPORATION**

Court File No.: CV-11-431153-00CP

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

**BETWEEN:**

**THE TRUSTEES OF THE LABOURERS' PENSION FUND OF CENTRAL AND  
EASTERN CANADA, THE TRUSTEES OF THE INTERNATIONAL UNION OF  
OPERATING ENGINEERS LOCAL 793 PENSION PLAN FOR OPERATING  
ENGINEERS IN ONTARIO, SJUNDE AP-FONDEN, DAVID GRANT  
and ROBERT WONG**

Plaintiffs

- and -

**SINO-FOREST CORPORATION, ERNST & YOUNG LLP, BDO LIMITED (formerly  
known as BDO MCCABE LO LIMITED), ALLEN T.Y. CHAN, W. JUDSON  
MARTIN, KAI KIT POON, DAVID J. HORSLEY, WILLIAM E. ARDELL, JAMES  
P. BOWLAND, JAMES M.E. HYDE, EDMUND MAK, SIMON MURRAY, PETER  
WANG, GARRY J. WEST, PÖYRY (BEIJING) CONSULTING COMPANY  
LIMITED, CREDIT SUISSE SECURITIES (CANADA), INC., TD SECURITIES INC.,  
DUNDEE SECURITIES CORPORATION, RBC DOMINION SECURITIES INC.,  
SCOTIA CAPITAL INC., CIBC WORLD MARKETS INC., MERRILL LYNCH  
CANADA INC., CANACCORD FINANCIAL LTD., MAISON PLACEMENTS  
CANADA INC., CREDIT SUISSE SECURITIES (USA) LLC and MERRILL LYNCH,  
PIERCE, FENNER & SMITH INCORPORATED (successor by merger to Banc of  
America Securities LLC)**

Defendants

Proceeding under the *Class Proceedings Act, 1992*

**ORDER**

**THIS MOTION**, made by the plaintiffs for an order approving the fees, disbursements and taxes of Koskie Minsky LLP, Siskinds LLP and Paliare Roland Rothstein Rosenberg LLP in relation to and payable from the settlement with Ernst & Young LLP, was heard ~~this day~~ on December 13, 2013 at the Court House, 330 University Avenue, Toronto, Ontario.

**WHEREAS** this Court issued an order on March 30, 2013 approving the Ernst & Young Settlement and such order (a) established a settlement trust for the Ernst & Young settlement proceeds (the "Settlement Trust"); (b) appointed Koskie Minsky LLP and Siskinds LLP (together "Canadian Class Counsel"), along with insolvency counsel Paliare Roland Rosenberg Rothstein LLP, as counsel for persons that purchased Sino-Forest securities for the purposes of the settlement with Ernst & Young; and (d) established that the fees and disbursements of Canadian Class Counsel and Paliare Roland Rothstein Rosenberg LLP are to be paid from the Settlement Trust, subject to court approval of such fees and disbursements in accordance with the laws of Ontario governing the payment of counsel's fees and disbursements in class proceedings;

**AND WHEREAS** on December 13, 2012 the Honourable Justice Then assigned the Honourable Justice Morawetz to hear the motion to approve the Ernst & Young settlement and ancillary matters related to the Ernst & Young settlement under the *Class Proceedings Act, 1992* and the *Companies' Creditors Arrangement Act*;

**AND WHEREAS** this Court issued an order on October 23, 2013 approving the form of notice of the hearing to approve class counsel fees;

**AND ON READING** the plaintiffs' motion record, and all supplemental motion records, all objections filed, and on reading such other material filed, and on hearing the submissions of counsel for the plaintiffs, and those other persons present,

1. **THIS COURT ORDERS** that the time for service and manner of service of the notice of motion and the plaintiffs' motion materials on any person are, respectively, hereby abridged and validated, and any further service thereof is hereby dispensed with so that this motion ~~is~~ was

properly returnable ~~today~~December 13, 2013 in both proceedings set out in the title of proceedings herein.

2. **THIS COURT ORDERS** that the contingency fee retainer agreement entered into between the plaintiffs and Canadian Class Counsel is approved, and the amount payable to Canadian Class Counsel and Paliare Roland Rothstein Rosenberg LLP from the Settlement Trust in respect of the settlement with Ernst & Young is hereby set at \$17,846,250.00 in respect of legal fees, \$2,320,495.54 for HST and QST on fees and \$1,811,928.43 for disbursements (inclusive of all applicable taxes on the disbursements), such amounts to be paid by NPT RicePoint Class Action Services Inc. (the "Claims Administrator") from the Settlement Trust within 10 days of the ~~Settlement Fund~~Ernst & Young settlement proceeds being paid into the Settlement Trust.

3. **THIS COURT ORDERS** that \$1,046,573.08 of the amount payable in paragraph 2 of this order shall be paid by Canadian Class Counsel to Kessler, Topaz Meltzer & Check LLP as an agency fee within 10 days of receipt by Canadian Class Counsel of such amounts from the Settlement Trust.

4. **THIS COURT ORDERS** that Canadian Class Counsel shall be paid by the Claims Administrator from the Settlement Trust within 10 days of the ~~Settlement Fund~~Ernst & Young settlement proceeds being paid into the Settlement Trust for any disbursements paid by Canadian Class Counsel after ~~the date of this order~~December 13, 2013 for expenses and taxes relating to administration of the settlement with Ernst & Young and the notice of the settlement approval hearing, notice of the hearing to approve the Claims and Distribution Protocol and any notice of the Claims and Distribution Protocol.

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Morawetz, J.



IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF SINO-FOREST  
CORPORATION

Court File No: CV-12-9667-00CL

THE TRUSTEES OF THE LABOURERS' PENSION FUND OF SINO-FOREST CORPORATION, et al.  
CENTRAL AND EASTERN CANADA. et al.

Plaintiffs

Defendants

Court File No. CV-11-431153-00CP

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

Proceeding under the *Class Proceedings Act, 1992*

**ORDER**

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Lawyers for the plaintiffs and CCAA  
Representative Counsel



**ORDER**

**THIS MOTION**, made by the plaintiffs for an order approving a honorarium payment to the plaintiff Robert Wong from the settlement with Ernst & Young LLP, was heard on December 13, 2013 at the Court House, 330 University Avenue, Toronto, Ontario.

**WHEREAS** this Court issued an order on March 30, 2013 approving the Ernst & Young Settlement and such order (a) established a settlement trust for the Ernst & Young settlement proceeds (the "Settlement Trust"); and (b) appointed the plaintiffs as representatives of persons that purchased Sino-Forest securities ("Securities Claimants") for the purposes of the settlement,

**AND WHEREAS** on December 13, 2012 the Honourable Justice Then assigned the Honourable Justice Morawetz to hear the motion to approve the Ernst & Young settlement and ancillary matters related to the Ernst & Young settlement under the *Class Proceedings Act, 1992* and the *Companies' Creditors Arrangement Act*;

**AND ON READING** the plaintiffs' motion record, and all supplemental motion records, all objections filed, and on reading such other material filed, and on hearing the submissions of counsel for the plaintiffs, and those other persons present,

1. **THIS COURT ORDERS** that the plaintiff Robert Wong shall receive the sum of \$15,000.00 as an honorarium, such amount to be paid from the Settlement Trust within 10 days of the Ernst & Young settlement proceeds being paid into the Settlement Trust.

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Morawetz, J.

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF SINO-FOREST  
CORPORATION

Court File No: CV-12-9667-00CL

THE TRUSTEES OF THE LABOURERS' PENSION FUND OF SINO-FOREST CORPORATION, et al.  
CENTRAL AND EASTERN CANADA. et al.

Plaintiffs

Defendants

Court File No. CV-11-431153-00CP

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

Proceeding under the *Class Proceedings Act, 1992*

**ORDER**

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Lawyers for the plaintiffs and CCAA  
Representative Counsel

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c.  
C-36, AS AMENDED, AND IN THE MATTER OF A PLAN OF COMPRISE OR  
ARRANGEMENT OF SINO-FOREST CORPORATION

The Trustees of the Labourer's Pension Fund of Central and Eastern Canada, et al. and Sino-Forest corporation, et al.

Plaintiffs

Defendants

Commercial Court File No.: CV-12-9667-00CI

Court File No: CV-11-431153-00CP

Dec 13/13

December 27, 2013.

The motion is granted.  
The Claims and Distribution Protocol  
is approved.  
Reasons will follow.

*[Handwritten signature]*

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
Commercial List**

Proceeding under the *Class Proceedings Act, 199.*

Proceeding commenced at Toronto

**MOTION RECORD OF THE PLAINTIFFS  
(Claims and Distribution Protocol Approval,  
returnable December 13, 2013)**

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Dec 13/13 283

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED, AND IN THE MATTER OF A PLAN OF COMPRISE OR ARRANGEMENT OF SINO-FOREST CORPORATION

Commercial Court File No.: CV-12-9667-00CL

The Trustees of the Labourer's Pension Fund of Central and Eastern Canada, et al. and Sino-Forest Corporation, et al.

Superior Court File No: CV-10-414302

Plaintiffs

Defendants

The motion is granted. Dec 27, 2013  
The Fees + Disbursements of Koskie Minsky LLP, Siskinds LLP and Paliare Roland Rosenberg Rothstein LLP are approved in the requested amount. Reasons will follow.

ONTARIO  
SUPERIOR COURT OF JUSTICE  
Commercial List

Proceeding under the *Class Proceedings Act, 1992*  
Proceeding commenced at Toronto

MOTION RECORD OF THE PLAINTIFFS  
(Motion for Fee Approval,  
returnable December 13, 2013)

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Lawyers for the plaintiffs and CCAA Representative Counsel

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.  
1985, c.C-36, AS AMENDED AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF SINO-FOREST CORPORATION

Court File No: CV-12-9667-00-CL

Dec B-13

The motion is granted.

December 27, 2013

The fees and Disbursements of  
Cohen Milstein Sellers & Yoff PLLC  
are approved in the requested  
amounts.

Reasons will follow.



ONTARIO  
SUPERIOR COURT OF JUSTICE  
(Commercial List)

Proceedings Under the Class Proceedings Act, 19

Proceeding commenced at Toronto

MOTION RECORD  
OF THE PLAINTIFFS IN THE U.S. CLASS  
ACTION

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Action

DEC 27 2013

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