

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES CREDITORS'*  
*ARRANGEMENT ACT*, R.S.c. 1985, C.c-36, AS AMENDED

AND IN THE MATTER OF PLAN OF COMPROMISE OR  
ARRANGEMENT OF SINO-FOREST CORPORATION

Applicant

APPLICATION UNDER THE *COMPANIES CREDITORS'*  
*ARRANGEMENT ACT*, R.S.C. 1985, c.C-36, AS AMENDED

**SUPPLEMENTARY MOTION RECORD**

October 5, 2012

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SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

**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**

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## INDEX

<b>TAB</b>		<b>PAGE</b>
1	Affidavit of Christina Shiels sworn October 5, 2012	1-2
A	Translation from French to English of the Motion to Amend served on October 2, 2012	3-12

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES CREDITORS'*  
*ARRANGEMENT ACT*, R.S.c. 1985, C.c-36, AS AMENDED

AND IN THE MATTER OF PLAN OF COMPROMISE OR  
ARRANGEMENT OF SINO-FOREST CORPORATION

Applicant

APPLICATION UNDER THE *COMPANIES CREDITORS'*  
*ARRANGEMENT ACT*, R.S.C. 1985, c.C-36, AS AMENDED

**AFFIDAVIT**

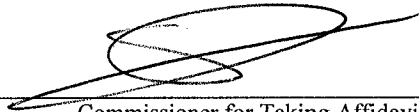
I, Christina Shiels, of the Town of Oakville, in the Region of Halton, MAKE OATH  
AND SAY:

1. I am a law clerk with the law firm of Lenczner Slaght Royce Smith Griffin LLP, the lawyers for Ernst & Young LLP ("E&Y") in *The Trustees of the Labourers' Pension Fund of Central and Eastern Canada et al. Sino-Forest Corporation et al.*, in Court File No. CV-11-431153-00CP. As such, I have knowledge of the matters contained in this affidavit.
2. I swore an Affidavit dated October 4, 2012 in support of E&Y's motion returnable October 9 and 10, 2012.
3. Attached to that Affidavit as Exhibit "D" was a Motion Record served by counsel for the Quebec Petitioner for a motion for permission to amend in the Quebec class action bearing Court

File No.: 200-06-000132-111. Attached hereto as **Exhibit "A"** is a true copy of an official translation from French to English of the Motion to Amend served on October 2, 2012.

4. I make this Affidavit in support of E&Y's motion returnable October 9 and 10, 2012, and for no improper purpose.

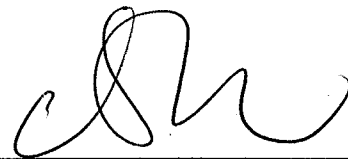
**SWORN BEFORE ME** at the City of Toronto, in the Province of Ontario on October 5, 2012



Commissioner for Taking Affidavits  
(or as may be)

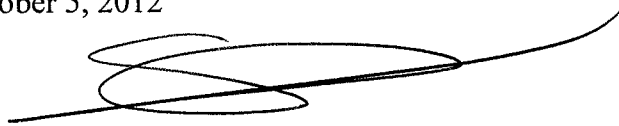
*Shar Ray*

}



**CHRISTINA SHIELS**

This is Exhibit "A" referred to in the Affidavit of Christina Shiels  
sworn October 5, 2012

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

---

*Commissioner for Taking Affidavits (or as may be)*

CANADA  
 PROVINCE OF QUEBEC  
 DISTRICT OF QUEBEC CITY  
 NO: 200-06-000132-111

SUPERIOR COURT  
 (class action)

GUINING LIU  
 PETITIONER

V.

SINO-FOREST CORPORATION AND  
 OTHERS  
 RESPONDENTS

<p><b>PETITION OF THE PETITIONER FOR PERMISSION TO AMEND</b>  <b>(Section 1016 C.p.c.)</b></p>
--

**TO THE HONOURABLE JUDGE JEAN-FRANÇOIS ÉMOND, OF THE SUPERIOR COURT OF QUEBEC, JUDGE DESIGNATED TO HEAR ANY PROCEEDINGS RELATED TO THIS MATTER, THE PETITIONER STATES THE FOLLOWING:**

1. On June 9, 2011, the petitioner filed a petition for authorization to institute a class action, under the title: "*Motion to authorize the bringing of a Class Action and to obtain the status of representative*";
2. On August 3, 2012, the petitioner filed a petition for permission to amend the petition for authorization to institute a class action;
3. By a ruling handed down on August 30, 2012, this honourable Court allowed the petition for permission to amend;
4. In view of the presentation of the petition for obtaining authorization to institute a class action for the purpose of settlement and for approval of the transaction that took place with the respondent, Pöyry (Beijing) Consulting Company Limited, the petitioner wishes to obtain permission to amend again in order to clarify the status of a petitioner, to limit the number of respondents and to identify the causes of action;
5. The purpose of this amendment application is to correct the amendment application dated August 3, 2012;
6. These amendments are necessary in order that the class action of Quebec may take its course, considering that the transaction with Pöyry was approved on September 25, 2012 in the class action of Ontario;

**Addition of a petitioner**



7. The ruling dated August 30, 2012 authorizes the addition of Mr. Ilan Toledano as a petitioner. The purpose of the amendment was instead to add Condex Wattco Inc. as a petitioner and Mr. Ilan Toledano as a designated person;
8. Condex Wattco Inc. purchased 835 shares in Sino during the period referred to in the class action;
9. Mr. Toledano is employed by Condex Wattco Inc.;
10. The proposed amendment is in the best interest of the members, since Mr. Toledano is a person who is well-informed in the field of securities and able to adequately represent the members;
11. The petitioner asks for permission to add Condex Wattco Inc. as a petitioner and Mr. Toledano as a designated person;

**Addition and withdrawal of respondents**

12. After analysis, the causes of action of the class action rest on the liability of the respondents on the secondary market set out in Section 225.4 of the *Securities Act* (hereafter "SA") as well as the fault under the tort liability set out in Section 1457 *C.c.Q.*;
13. As the allegations concerning the primary market are no longer required, the addition of the underwriters as respondents has no purpose and could provoke challenges from other respondents that could delay the progress of the hearing of the class action;
14. The members of the group do not sustain any prejudice from the withdrawal of the underwriters as respondents;
15. As for BDO, its addition as a respondent remains in the group's interest;
16. The petitioner asks for permission to add, as a respondent, the party below:
  - An auditing firm;
  - BDO Limited (known as BDO MCCABE LO LIMITED);
17. The petitioner asks for permission to withdraw, as respondents, the parties below:
  - Underwriters
  - 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.;
- BANC OF AMERICA SECURITIES LLC.

**Modification of the heading of the class action**

18. Section 225.4 *SA* sets out that an action for damages instituted under this section of the act must be authorized in advance by the court;

19. The amendment proposing the modification of the heading of the petition for authorization is in the best interest of the members;

20. The petitioner asks for permission to modify the heading of the petition for authorization which will henceforth read as follows: "*Amended Motion for leave to plead the cause of action contained in Title VIII, Chapter II, Division II of the QSA and to authorize the bringing of a class action and to obtain the status of representative*" as well as the addition of the allegations and conclusions related to the *Securities Act* and the *Civil Code of Quebec*;

21. This petition is founded in fact and in law;

**FOR THESE REASONS, MAY IT PLEASE THE COURT:**

**TO ALLOW** the petition;

**TO PERMIT** the petitioner to amend the petition for authorization to institute a class action in order to add to it Condex Wattco Inc. as petitioner as well as Mr. Toledano as designated person;

**TO PERMIT** the petitioner to amend the petition for authorization to institute a class action in order to add to it, as respondent, the party below:

- BDO Limited (known as BDO MCCABE LO LIMITED);

**TO PERMIT** the petitioner to amend the petition for authorization to institute a class action in order to withdraw, as respondents, the parties below:

- CREDIT SUISSE SECURITIES (CANADA) INC.;
- TD SECURITIES INC.;
- DUNDIE 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.;
- BANC OF AMERICA SECURITIES LLC.

**TO PERMIT** the petitioner amend the petition for authorization to institute a class action in order to modify the heading of the petition for authorization which will henceforth read as follows: "*Amended Motion for leave to plead the cause of action contained in Title VIII, Chapter II, Division II of the QSA and to authorize the bringing of a class action and to obtain the status of representative*" as well as the addition of the allegations and conclusions related to the *Securities Act* and the *Civil Code of Quebec*;

All of this according to the text of the document entitled: "*Amended Motion for leave to plead the cause of action contained in Title VIII, Chapter II, Division II of the QSA and to authorize the bringing of a class action and to obtain the status of representative*" attached to this petition for permission to amend;

**ALL** without costs, except in the event of challenges.

Quebec City, this 1st day of October, 2012

[signature]

SISKINDS, DESMEULES, S.E.N.C.R.L.  
Samy Elnemr, Lawyer for the Petitioner

## SOLEMN DECLARATION

I, the undersigned, BARBARA ANN CAIN, lawyer, practising my profession at 43, rue Buade, bureau 320, Quebec City, Quebec, solemnly declare the following:

1. I am one of the lawyers for the petitioner in this case;
2. All of the facts alleged in this petition are true;

IN WITNESS WHEREOF, I HAVE SIGNED  
in Quebec City, this 1st day of October, 2012

[signature]  
Barbara Ann Cain

Declared solemnly before me  
in Quebec City, this 1st day of October, 2012

[signature]  
Commission of Oaths for all judicial districts in Quebec

[stamp]

**NOTICE**

**TO: Mason Poplaw and Céline Legendre**  
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Lawyers for Sino-Forest Corporation

**Dominique Gibbens & Alain Riendeau**  
Fasken Martineau DuMoulin SENCRL  
C.P. 242, Tour de la Bourse  
800 Place Victoria, bureau 3700  
Montreal, Quebec H4Z 1E9  
Lawyer for the underwriters

**TAKE NOTE** that this petition to obtain permission to amend will be presented for adjudication before the Honourable Judge Jean-François Émond of the Superior Court of Quebec at a time and place to be determined during a case management conference.

Quebec City, October 1, 2012

[signature]  
SISKINDS, DESMEULES, S.E.N.C.R.L.  
Samy Elnemr, Lawyer for the Petitioner

**CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF QUEBEC CITY  
(class action)  
SUPERIOR COURT  
NO: 200-06-000132-111**

**GUINING LIU**

**Petitioner**

**V.**

**SINO-FOREST CORPORATION AND OTHERS**

**Respondents**

<p>Petition of the petitioner for permission to amend &amp; Amended Motion for leave to plead the cause of action contained in Title VIII, Division II of the Quebec Securities Act and to authorize the bringing of a class action and to obtain the status of representative</p>
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**BB-6852  
Samy Elnemr  
F/N: 67-101**

**Record 15**

**SISKINDS, DESMEULES, S.E.N.C.R.L.**

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# ABCO INTERNATIONAL

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T: 416-359-0873; F: 416-359-0874

### OFFICIAL TRANSLATION

PROVINCE OF ONTARIO

CITY OF TORONTO

I, Margaret Northcote, of the City of Toronto, in the Province of Ontario, Translator for ABCO INTERNATIONAL, Toronto, **DO SOLEMNLY DECLARE** as follows:

1. I am proficient with the French and English languages.
2. The annexed document(s) is (are) an accurate and authentic translation from the French language, a copy of which is attached hereto, and purporting to be:

#### COURT DOCUMENT

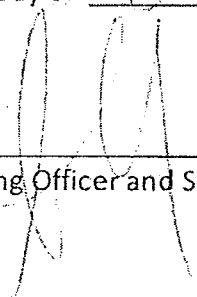
**GUINING LIU (PETITIONER) V.**

**SINO-FOREST CORPORATION AND OTHERS (RESPONDENTS)**

And I make this solemn Declaration conscientiously believing it to be true and knowing it is of the same force and effect as if made under oath, and by virtue of the "Canada Evidence Act".

DECLARED before me at the City of Toronto,  
In the Province of Ontario,

This 5th day of Oct. 2012

  
\_\_\_\_\_  
Company Signing Officer and Seal

  
\_\_\_\_\_  
Signature of Translator

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

PROCEEDING COMMENCED AT TORONTO

**AFFIDAVIT**

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Lawyers for the Respondent, Ernst & Young LLP



**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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

PROCEEDING COMMENCED AT TORONTO

**SUPPLEMENTARY MOTION RECORD**

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