

**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 A PLAN OF COMPROMISE OR ARRANGEMENT OF  
SINO-FOREST CORPORATION

Proceeding under the *Class Proceedings Act, 1992*

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**RESPONDING MOTION RECORD OF THE RESPONDING DEFENDANT, PÖYRY  
(BEIJING) CONSULTING COMPANY LIMITED (“PÖYRY BEIJING”)**

(Motion returnable October 9 and 10, 2012)

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Date: October 4, 2012

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Lawyers for Pöyry (Beijing) Consulting  
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**TO: CCAA SERVICE LIST**

**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 A PLAN OF COMPROMISE OR ARRANGEMENT  
OF SINO-FOREST CORPORATION**

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Indenture Trustee (The Bank of New York  
Mellon)

**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 A PLAN OF COMPROMISE OR ARRANGEMENT OF  
SINO-FOREST CORPORATION

Proceeding under the *Class Proceedings Act, 1992*

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**RESPONDING MOTION RECORD OF THE RESPONDING DEFENDANT, PÖYRY  
(BEIJING) CONSULTING COMPANY LIMITED (“PÖYRY BEIJING”)**

(Motion returnable October 9 and 10, 2012)

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<u>Tab No.</u>	<u>Description</u>	<u>Page No.</u>
1.	Affidavit of Bruno Floriani sworn October 4, 2012	1

**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 A PLAN OF COMPROMISE OR  
ARRANGEMENT OF SINO-FOREST CORPORATION**

**AFFIDAVIT OF BRUNO FLORIANI  
(sworn October 4, 2012)**

I, Bruno Floriani, of the City of Montreal, in the Province of Quebec, MAKE OATH AND SAY:

1. I am a lawyer at Lapointe Rosenstein Marchand Melançon, LLP, counsel for the defendant Pöyry (Beijing) Consulting Company Limited ("Pöyry (Beijing)") in the Quebec Superior Court proposed class proceeding bearing Court File No. 200-06-000132-111 (the "Quebec Proceeding").

***The Quebec Plaintiff's First Motion to Amend the Quebec Proceeding***

2. On August 30, 2012, the Honourable Justice Émond heard a Motion brought by the plaintiff in the Quebec Proceeding seeking authorization to amend the plaintiff's pleading to add certain parties to the Quebec Proceeding, including BDO Limited ("BDO") (the "First Motion to Amend"). The First Motion to Amend was held via teleconference. I attended the First Motion to Amend on behalf of Pöyry (Beijing).
3. Counsel for Ernst & Young LLP ("E&Y"), a defendant in the Quebec Proceeding, also attended the First Motion to Amend. At no time did counsel for E&Y, or counsel for any other party, object to the plaintiff bringing the First Motion to Amend, on the basis that doing so was in violation of the stay of proceedings imposed in the within CCAA proceeding or on any other basis. On the contrary, counsel for E&Y consented to having the First Motion to Amend proceed via teleconference and expressly advised

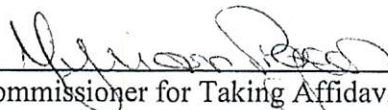
the Court that E&Y did not object to the relief sought by the plaintiff in the First Motion to Amend.

- 4. By Order dated August 30, 2012, Justice Émond granted the relief sought by the plaintiff in the First Motion to Amend. Attached hereto as **Exhibit "A"** is a copy of Justice Émond's Order dated August 30, 2012.

***The Quebec Plaintiff's Second Motion to Amend the Quebec Proceeding***

- 5. On October 2, 2012, counsel for the plaintiff in the Quebec Proceeding served all parties on the service list in the within proceeding with a Motion to make further amendments to the Quebec Proceeding (the "Second Motion to Amend").
- 6. On October 3 and 4, 2012, despite the fact that E&Y did not object to the First Motion to Amend, E&Y advised that it objected to the Second Motion to Amend being heard, on the basis that the Motion is not the type contemplated by paragraph 3 of the Order issued by the Honourable Justice Morawetz in the within proceeding dated May 8, 2012. Attached hereto as **Exhibits "B", "C" and "D"** respectively, are copies of an email from E&Y's Ontario counsel dated October 3, 2012, a letter from E&Y's Quebec counsel dated October 4, 2012, and a copy of Justice Morawetz' Order issued in the within proceeding dated May 8, 2012.

SWORN OR AFFIRMED BEFORE ME at the City of Montreal, in the Province of Quebec on October 4, 2012.

  
 Commissioner for Taking Affidavits

  
 BRUNO FLORIANI



**This is Exhibit "A" referred to in  
the Affidavit of Bruno Floriani  
sworn before me on October 4, 2012**



---

Commissioner for taking affidavits



# COUR SUPÉRIEURE

CANADA  
PROVINCE DE QUÉBEC  
DISTRICT DE QUÉBEC

N° : 200-06-000132-111

DATE : Le 30 août 2012

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**SOUS LA PRÉSIDENTE DE L'HONORABLE JEAN-FRANÇOIS ÉMOND, J.c.s.**

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**GUINING LIU**  
Requérant

vs.

**SINO-FOREST CORPORATION**

et

**ERNST & YOUNG LLP**

et

**ALLEN T.Y. CHAN**

et

**W. JUDSON MARTIN**

et

**KAI KIT POON**

et

**DAVID J. HORSLEY**

et

**WILLIAM E. ARDELL**

et

**JAMES P. BOWLAND**

et

**JAMES M.E. HYDE**

et

**EDMUND MAK**

et

**SIMON MURRY**

et

**PETER WANG**  
et  
**GARRY J. WEST**  
et  
**PÖYRY (BEIJING) CONSULTING COMPANY LIMITED**  
Intimés

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**JUGEMENT**

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- [1] VU la requête pour permission d'amender la requête en autorisation d'exercer un recours collectif;
- [2] CONSIDÉRANT l'absence de contestation;
- [3] CONSIDÉRANT que cette demande d'amendement ne retardera pas l'audition de la requête en autorisation d'exercer un recours collectif;

**PAR CES MOTIFS, LE TRIBUNAL:**

[4] PERMET au requérant d'amender sa requête pour obtenir l'autorisation d'exercer un recours collectif, pour y ajouter à titre de requérant M. Ilan Toledano et à titre d'intimées, les parties qui suivent:

- BDO LIMITED (connu sous BDO MCCABE LO 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.




200-06-000132-111

PAGE : 3

- CREDIT SUISSE SECURITIES (USA) LLC.

- BANC OF AMERICA SECURITIES LLC.

[5] SANS FRAIS.



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Date d'audience : Le 30 août 2012

**This is Exhibit "B" referred to in  
the Affidavit of Bruno Floriani  
sworn before me on October 4, 2012**



---

Commissioner for taking affidavits



**From:** Shara N. Roy <sroy@litigate.com>  
**Sent:** Wednesday, October 03, 2012 5:15 PM  
**To:** Nicole Young; staleyr@bennettjones.com; zychk@bennettjones.com; belld@bennettjones.com; sahnir@bennettjones.com; bellj@bennettjones.com; zweigs@bennettjones.com; derrick.tay@gowlings.com; clifton.prophet@gowlings.com; jennifer.stam@gowlings.com; ava.kim@gowlings.com; jason.mcmurtrie@gowlings.com; greg.watson@fticonsulting.com; Jodi.porepa@fticonsulting.com; Pirie, John J; Gadsden, David; pgreene@agmlawyers.com; kdekker@agmlawyers.com; mbooth@agmlawyers.com; jfabello@torys.com; dbish@torys.com; agray@torys.com; Peter Griffin; Peter J. Osborne; Linda Fuerst; tmerchant@merchantlaw.com; bzarnett@goodmans.ca; rchadwick@goodmans.ca; boneill@goodmans.ca; cdescours@goodmans.ca; hcraig@osc.gov.on.ca; llowenstein@osler.com; esellers@osler.com; ggrove@osler.com; stoll@cohenmilstein.com; mkaplan@cohenmilstein.com; rspeirs@cohenmilstein.com; sramirez@cohenmilstein.com; james.heaney@lawdeb.com; yesenia.batista@thompsonhine.com; irving.apar@thompsonhine.com; Curtis.tuggle@thompsonhine.com; david.m.kerr@bnymellon.com; George.bragg@bnymellon.com; pwardle@wdblwa.ca; sbieber@wdblwa.ca; marelize.coetzee@bnymellon.com; tin.chung@bnymellon.com; grace.lau@bnymellon.com; Melvin.Sng@linklaters.com; hyung.ahn@linklaters.com; Samantha.Kim@Linklaters.com; Jon.Gray@linklaters.com; Edward.Xu@hk.kwm.com; Helena.huang@kingandwood.com; tata.sun@kingandwood.com; esimpson@applebyglobal.com; awillins@applebyglobal.com; ajowett@applebyglobal.com; jgrout@tgf.ca; kplunkett@tgf.ca; atardif@mccarthy.ca; mpoplaw@mccarthy.ca; clegendre@mccarthy.ca; Harvey@chaitons.com; ecole@millerthomson.com; jmarin@millerthomson.com; ken.rosenberg@paliareroland.com; max.starnino@paliareroland.com; diane.winters@justice.gc.ca; sbrotman@fasken.com; coneill@fasken.com; mcolloff@emmetmarvin.com; neil.rabinovitch@fmc-law.com; jane.dietrich@fmc-law.com; marymargaret.fox@clydeco.ca; paul.emerson@clydeco.ca; bruno.floriani@lrmm.com; Mike.P.Dean@ca.ey.com  
**Cc:** A. Dimitri Lascaris; Charles M. Wright; kbaert@kmlaw.ca; jptak@kmlaw.ca; jbidia@kmlaw.ca; gmyers@kmlaw.ca; Daniel Bach; Samy Elnemr  
**Subject:** RE: Liu v Sino-Forest Corporation, et al.

We acknowledge that we have received the below email and attached motion record. It is EY's position that this motion is not of the type contemplated by paragraph 3 of Justice Morawetz on May 8, 2012 (Poyry Settlement Leave Motion). It is EY's position that bringing this motion violates Justice Morawetz's Initial Order, Scope of Stay Order dated May 8, 2012 and various Stay Extension Orders.

Please note that we will be bringing a motion returnable before Justice Morawetz on October 9 and 10 for directions in this regard. We intend to serve our client's motion record tomorrow.

---

**From:** Nicole Young [<mailto:nicole.young@siskinds.com>]  
**Sent:** Tuesday, October 02, 2012 3:47 PM  
**To:** [staleyr@bennettjones.com](mailto:staleyr@bennettjones.com); [zychk@bennettjones.com](mailto:zychk@bennettjones.com); [belld@bennettjones.com](mailto:belld@bennettjones.com); [saahnir@bennettjones.com](mailto:saahnir@bennettjones.com); [bellj@bennettjones.com](mailto:bellj@bennettjones.com); [zweigs@bennettjones.com](mailto:zweigs@bennettjones.com); [derrick.tay@gowlings.com](mailto:derrick.tay@gowlings.com); [clifton.prophet@gowlings.com](mailto:clifton.prophet@gowlings.com); [jennifer.stam@gowlings.com](mailto:jennifer.stam@gowlings.com); [ava.kim@gowlings.com](mailto:ava.kim@gowlings.com); [jason.mcmurtrie@gowlings.com](mailto:jason.mcmurtrie@gowlings.com); [greg.watson@fticonsulting.com](mailto:greg.watson@fticonsulting.com);

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**Cc:** A. Dimitri Lascaris; Charles M. Wright; kbaert@kmlaw.ca; jptak@kmlaw.ca; jbida@kmlaw.ca; gmyers@kmlaw.ca; Daniel Bach; Samy Elnemr

**Subject:** Liu v Sino-Forest Corporation, et al.

Counsel,

Further to the Order of May 8<sup>th</sup>, 2012 of the Honourable Mr Justice Morawetz and in accordance with paragraph 3 stating that motions must be brought on notice to the parties in the Ontario Class Action and the Service List, you will find attached a Motion for permission to amend («Requête pour permission d’amender») served in the Québec Class Action.

We ask that you please confirm that you have received and accepted the present notice in accordance with the Order mentioned here above.

Regards

Nicole Young  
 Law Clerk  
**Siskinds LLP**  
 680 Waterloo Street  
 London, ON N6A 3V8

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**This is Exhibit "C" referred to in  
the Affidavit of Bruno Floriani  
sworn before me on October 4, 2012**

  
\_\_\_\_\_

Commissioner for taking affidavits



Le 4 octobre 2012

**PAR COURRIEL**

Me Samy Elnemr  
Siskinds, Desmeules, Avocats  
Les Promenades du Vieux-Québec  
43, rue de Buade, Bureau 320  
Québec (Québec) G1R 4A2

Objet : Guining Liu  
c. Sino-Forest Corporation et als.  
C.S.Q. : 200-06-000132-111  
Notre dossier : 125264-435145

---

Cher confrère,

La présente fait suite à la réception de votre *Requête du requérant pour permission d'amender* (Art. 1016 C.p.c.) signifiée le 2 octobre dernier (« Requête »).

Avez-vous l'intention de présenter de la preuve au soutien de votre Requête? Ceci nous apparaîtrait nécessaire compte tenu des allégations qui y sont contenues.

Par ailleurs, nous sommes d'avis qu'une audition serait plus appropriée dans les circonstances.

Finalement, soyez avisé que notre cliente a l'intention de faire des représentations devant l'honorable juge Morawetz en Ontario, le 9 octobre prochain, à l'effet que la Requête n'est pas conforme avec l'ordonnance de suspension rendue par ce dernier le 8 mai dernier ainsi qu'avec les ordonnances subséquentes pour prolonger la suspension.

Veillez recevoir, cher confrère, nos salutations distinguées.

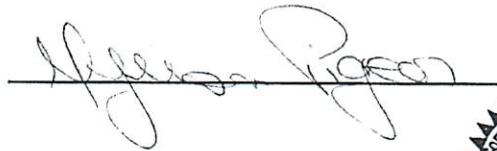
**McCarthy Tétrault S.E.N.C.R.L., s.r.l.**

  
Céline Legendre

CTL/jy

c.c. L'Honorable Jean-François Émond, j.c.s.  
Me Bernard Gravel et Me Bruno Floriani (LRMM)  
Me Michael A. Eizenga (Bennett Jones)  
Me Dominique Gibbens et Me Alain Riendeau (Fasken Martineau)  
Me Mason Poplaw (McCarthy Tétrault)

**This is Exhibit "D" referred to in  
the Affidavit of Bruno Floriani  
sworn before me on October 4, 2012**



Commissioner for taking affidavits



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

*ONTARIO*  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MR.	)	TUESDAY, THE 8 <sup>TH</sup>
	)	
JUSTICE MORAWETZ	)	DAY OF MAY, 2012



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

**ORDER**

(Pöyry Settlement Leave Motion)

THIS MOTION made by the Ad Hoc Committee of Purchasers of the Applicant's Securities (the "Moving Party"), for advice and direction regarding the impact of the stay of proceedings herein on certain proceedings in the action styled as Trustees of the Labourers' Pension Fund of Central and Eastern Canada et al. (the "Ontario Plaintiffs") v. Sino-Forest Corporation et al., bearing (Toronto) Court File No. CV-11-431153-00CP (the "Ontario Class Action") and in the action styled as Guining Liu (the "Quebec Plaintiff") v. Sino-Forest Corporation et al., bearing (Quebec) Court File No. 200-06-000132-111 (the "Quebec Class Action"), was heard this day, at the courthouse at 330 University Avenue, Toronto, Ontario,

ON READING the materials summarized in Schedule "A" to the factum dated May 7, 2012, filed on behalf of the Monitor, as amended, and on hearing the submissions of counsel for FTI Consulting Canada Inc. in its capacity as monitor (the "Monitor") and in the presence of counsel for the Moving Party, Pöyry (Beijing) Consulting Company Limited ("Pöyry"), Sino-Forest Corporation, the directors and officers named as defendants (the "Directors") in the Ontario Class Action, Ernst & Young LLP, BDO Limited, the Underwriters named as defendants



in the Ontario Class Action, and an ad hoc Committee of Bondholders and those other parties present, no one appearing for the other parties served with notice of this motion, although duly served as appears from the affidavit of service, filed:

1. **THIS COURT ORDERS** that further service of the Notice of Motion and Motion Record on any party not already served is hereby dispensed with, such that this motion is properly returnable today.
2. **THIS COURT ORDERS** that:
  - a. the Ontario Plaintiffs may proceed on May 17, 2012 in the Ontario Class Action only for the relief sought in paragraphs (f) and, to the extent required, paragraph (g) of the prayer for relief set out in the notice of motion dated April 2, 2012 in Court File No. CV-11-431153-00CP filed in the Ontario Class Action, which notice of motion is in respect of a settlement between the Ontario Plaintiffs, Quebec Plaintiff and Pöyry (the “**Ontario Pöyry Settlement Motion**”); and,
  - b. the Quebec Plaintiff may proceed with similar relief as described in paragraph 2(a) of this order on a similar schedule in a companion motion (the “**Quebec Pöyry Settlement Motion**”) brought in the Quebec Class Action.
3. **THIS COURT ORDERS** that the Ontario Plaintiffs and the Quebec Plaintiff may proceed after September 1, 2012 with (1) the balance of the relief sought in the Ontario Pöyry Settlement Motion and the Quebec Pöyry Settlement Motion, (2) a motion for approval of the settlement between the Ontario Plaintiffs, the Quebec Plaintiff and Pöyry and (3) any motions that are necessary to give effect to the motions mentioned in (1) and (2) above, on dates to be fixed by the Courts supervising the Ontario Class Action and the Quebec Class Action, such motions to be brought on notice to the parties in the Ontario Class Action and the Service List.
4. **THIS COURT ORDERS** that this order is without prejudice to the defendants’ rights to oppose in the Ontario Class Action and Quebec Class Action the relief

sought in the Ontario Pöyry Settlement Motion, Quebec Pöyry Settlement Motion or a motion for approval of the settlement between the Ontario Plaintiffs, Quebec Plaintiff and Pöyry.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO.  
LE / DANS LE REGISTRE NO..



MAY 11 2012



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

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT  
TORONTO

ORDER

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Lawyers for the Ad Hoc Committee of Purchasers of the Applicant's  
Securities, including the Representative Plaintiffs in the Ontario Class  
Action

820694\_1.DOC

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

**(Commercial List)**

Proceeding commenced at Toronto, Ontario

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(SWORN OCTOBER 4, 2012)**

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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-12-9667-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(Commercial List)**

Proceeding commenced at Toronto, Ontario

**RESPONDING MOTION RECORD OF PÖYRY (BEIJING)  
CONSULTING COMPANY LIMITED (MOTION  
RETURNABLE OCTOBER 9 AND 10, 2012)**

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