

COURT OF APPEAL FOR ONTARIO

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

Applicant

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

NOTICE OF MOTION FOR LEAVE TO APPEAL

THE APPELLANTS, Invesco Canada Ltd., Northwest & Ethical Investments L.P., and Comité Syndical National de Retraite Bâtirente Inc. (“Appellants”), seek leave to appeal to a Panel of three judge of the Court of Appeal from the order dated December 10, 2012 (“Sanction Order”) of the Honourable Mr. Justice Morawetz sanctioning Article 11 of the Plan of Compromise and Reorganization (the “Plan”).

THE APPELLANTS ASK that leave be granted to appeal from sections 40 and 41 of the Sanction Order which sanctioned Article 11 of the Plan.

PROPOSED METHOD OF HEARING:

The motion will be heard in writing, 36 days after service of the moving party’s motion record, factum and transcripts, if any, or on the filing of the moving party’s reply factum, if any, whichever is earlier, pursuant to Rule 61.03.1(1) of the *Rules of Civil Procedure*.

THE GROUNDS FOR THE MOTION ARE:

1. Justice Morawetz erred in sanctioning Article 11 of the Plan which would operate to eliminate statutory opt out rights of putative class members under section 9 of the *Class Proceedings Act, 1992*, S.O. 1992, c. 6 (“CPA”).
2. Justice Morawetz erred in sanctioning Article 11 of the Plan which provides for releases to Named Third Party Defendants as listed in Schedule A to the Plan (“Named Third Party Defendants”), from the claims of any person including claims arising from the class action styled *Trustees of the Labourers’ Pension Fund of Central and Eastern Canada v. Sino-Forest Corp.*, Court File No. CV-11-431153-00CP, without any showing that such releases are reasonably connected and necessary to the restructuring of the applicant, Sino-Forest, and the appeal is therefore meritorious;
3. Justice Morawetz erred in sanctioning Article 11 of the Plan, which provides for the release of the Named Third Party Defendants, as fair and reasonable without affording the Appellants adequate time and notice to object;
4. the proposed appeal will not unduly hinder the progress of the *CCAA* proceeding;
5. the *CCAA*, and, in particular, sections 6, 13, and 14 thereof;
6. section 6(1)(a) of the *Courts of Justice Act*;
7. rule 61 of the *Rules of Civil Procedure*; and,
8. such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTS WILL BE USED AT THE HEARING OF THE MOTION:

1. The motion materials filed below on the hearing before Justice Morawetz and orders made and the Monitor's reports filed in the *CCAA* proceedings; and,
2. such other documents as counsel may advise and this Honourable Court may permit.

December 27, 2012

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TO: THE SERVICE LIST

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

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

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

COURT OF APPEAL FOR ONTARIO

(Proceeding Commenced at Toronto)

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