

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

IN THE MATTER OF MAPLE BANK GmbH

AND IN THE MATTER OF THE *WINDING-UP AND RESTRUCTURING ACT*,  
R.S.C. 1985, C.W-11, AS AMENDED

AND IN THE MATTER OF THE *BANK ACT*, S.C. 1991, C.46, AS AMENDED

BETWEEN:

**ATTORNEY GENERAL OF CANADA**

Applicant

- and -

**MAPLE BANK GmbH**

Respondent

**NOTICE OF MOTION**

KPMG Inc., in its capacity as the Court-appointed Liquidator (the “**Liquidator**”) in respect of the winding up of the business in Canada (the “**Business**”) of Maple Bank GmbH (“**Maple Bank**”) and its assets (the “**Assets**”) as defined in section 618 of the *Bank Act* (the “*Bank Act*”) will make a Motion to Regional Senior Justice Morawetz, on December 13, 2017 at 11:00 a.m. or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

**THE PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR:**

1. An Order substantially in the form attached as Schedule “A” to this Notice of Motion (the “**Third Interim Distribution Order**”):
  - (a) if required, abridging the time for service of the Notice of Motion and the Motion Record and validating service so that the Motion is properly returnable on the proposed date and dispensing with the requirement for any further service thereof;
  - (b) approving the Thirteenth Report of the Liquidator (the “**Thirteenth Report**”) and the activities of the Liquidator as set out in the Thirteenth Report and related Confidential Supplement;
  - (c) authorizing and directing the Liquidator to make a partial distribution in the amount of CAD \$ 5 million and € 3,550,812.18 to the GIA (as defined below) (the “**Third Interim Distribution**”) of a portion of the estimated surplus of funds, which have been realized by the Liquidator from the liquidation and/or sale of the Assets and the Business of the Toronto Branch, on, or after December 19, 2017 (the “**Distribution Date**”);
  - (d) approving *nunc pro tunc* the notice to creditors of the Toronto Branch published in the National Edition of *The Globe and Mail* and the International Edition of *The Financial Times* on December 8, 2017 giving notice of the Third Interim Distribution by the Distribution Date substantially in the form of the notice attached as Schedule “A” to the Third Interim Distribution Order; and,
  - (e) approving the receipts and disbursements of the Toronto Branch, as defined below, for the period from September 1, 2017 to October 31, 2017;
2. An Order substantially in the form attached as Schedule “B” to this Notice of Motion (the “**Data Sharing Order**”):

- (a) approving the production, transfer and release by the Liquidator to the German insolvency administrator (the “**GIA**”) of certain documents, records and data pertaining to the activities of the Toronto Branch which are in the power, possession or control of the Liquidator, including all data related to Maple Bank or to its affiliates stored at three Canadian storage and processing facilities, and as held on data tapes in the possession of KPMG or Ernst & Young;
- (b) approving the removal and transfer of the above documents, records and data by the GIA from Canada to Germany without further order of this Court, or the consent of the Liquidator or any other person, entity, individual or corporation; and,
- (c) such other relief as counsel may advise and this Court may permit.

## **THE GROUNDS FOR THE MOTION ARE**

### **Background**

- 3. Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Thirteenth Report.
- 4. Maple Bank is a Canadian-owned German bank, and an authorized foreign bank in Canada under section 2 and Part XII.1 of the *Bank Act*. As a German bank, Maple Bank is subject to regulation in Germany by the Federal Financial Supervisory Authority (“**BaFin**”). As an authorized foreign bank under the *Bank Act*, Maple Bank is regulated with respect to its business in Canada (the “**Toronto Branch**”) by the Office of the Superintendent of Financial Institutions (“**OSFI**”).
- 5. On February 6, 2016, BaFin issued a moratorium on Maple Bank’s business activities by reason of over-indebtedness, required Maple Bank to cease business and then instituted insolvency proceedings in Germany to appoint the GIA.
- 6. On February 16, 2016, upon application by the Attorney General of Canada, the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) issued a winding-up order (the

“**Winding-Up Order**”), winding-up the Business of Maple Bank and appointing KPMG as Liquidator of the Business and Assets pursuant to the *Winding Up and Restructuring Act* (“**WURA**”).

### **The Claims Procedure**

7. On June 8, 2016, this Court issued an order (the “**Claims Procedure Order**”) approving a claims procedure (the “**Claims Procedure**”) to be used as part of these WURA proceedings.

### **The Distribution Order**

8. On November 25, 2016, the Court issued an order authorizing the Liquidator to make a distribution to creditors of the Toronto Branch with proven claims under the Claims Procedure (the “**Distribution Order**”). In accordance with the Distribution Order, on December 9, 2016 the Liquidator paid proven claims in the total value of approximately \$686.8 million.

### **The Initial Interim Distribution Order**

9. Following the filing of the Liquidator’s Tenth Report, on January 27, 2017, the Court issued the Principal Officers Additional Claims Order setting February 28, 2017 as the claims bar date (the “**Principal Officers Claims Bar Date**”). The Principal Officers Claims Bar Date has expired.
10. On March 10, 2017, the Liquidator filed its Eleventh Report which provided information to the Court in respect of the statement of receipts and disbursements for the period ending February 28, 2017, an update on the Claims Procedure, the Estimated Surplus available to satisfy stakeholders and a request to make an interim distribution to the GIA, and approval of the notice of distribution as published on March 3, 2017.
11. On March 20, 2017, the Court granted an Order which authorized the Liquidator to make a partial distribution in the amount of up to \$660.6 million to the GIA from the estimated surplus as realized from the sale of the Assets and the Business of the Toronto Branch (the “**Initial Interim Distribution Order**”).

12. In accordance with the Initial Interim Distribution Order, on March 14, 2017 the Liquidator duly issued a payment of approximately \$658 million to the GIA.

#### **The Second Interim Distribution Order**

13. On September 19, 2017, the Liquidator filed its Twelfth Report which provided information to the Court in respect of the statement of receipt and disbursements for the period ending August 31, 2017, an update on the Claims Procedure and a request for an order approving an interim distribution to the GIA.
14. On September 26, 2017, the Court granted an Order which authorized the Liquidator to make a partial distribution in the amount of \$91.4 million to the GIA from the estimated surplus as realized from the sale of the Assets and the Business of the Toronto Branch (the “**Second Interim Distribution Order**”).
15. In accordance with the Second Interim Distribution Order, on September 26, 2017 the Liquidator duly issued a payment of approximately \$91.4 million to the GIA.

#### **The Thirteenth Report and Requested Third Interim Distribution**

16. To date, the Liquidator has disbursed approximately \$0.711 billion from the proceeds of the Toronto Branch liquidation to satisfy the proven Claims of all but one creditor.
17. The remaining unresolved Claim consists of that advanced by Canada Revenue Agency amounting to approximately \$11.9 million (the “**Unresolved Claim**”). In addition, the Liquidator is holding \$8 million related to potential corporate income tax owing to CRA associated with tax returns filed by the Liquidator covering the period October 1, 2015 to February 15, 2016 and post Winding-Up date (the “**Potential CRA Remittance and Liability**”).
18. The total Unresolved Claim and Potential CRA Remittance and Liability total approximately \$19.9 million. The Liquidator has established an appropriate reserve in the amount of \$44.8 million (the “**Estimated Reserve**”) to provide for, *inter alia*, the Unresolved Claims and possible future claims (the “**Future Potential Claims**”).
19. As at October 31, 2017 the Toronto Branch held approximately \$49.9 million in cash and cash equivalents, which total excludes a contract settlement with Credit Suisse. The net

funds owing to the Toronto Branch as a result of this contract settlement was € 3,550,812.18 (the “**Credit Suisse Settlement Amount**”), which funds were paid directly to Maple Bank and retained by the GIA.

20. The GIA is in possession of the Credit Suisse Settlement Amount, which can be distributed to the GIA without affecting the Estimated Reserve.
21. The realization process for all of the Assets of the Toronto Branch is complete, with the only remaining anticipated realization consisting of interest income on invested funds.
22. The Liquidator recommends that the Court approve the Third Interim Distribution on the basis, *inter alia*, that: (i) the Asset realization process is complete and the Liquidator is currently holding cash or equivalents in excess of \$49.9 million, (ii) the Estimated Reserve of \$44.8 million is adequate to cover all existing Unresolved Claims, any Future Potential Claims and interest as prescribed under *WURA* to July 31, 2018, and (iii) the Estimated Surplus is accordingly in the amount of approximately \$5 million.
23. On December 8 2017 a Notice of Distribution notifying creditors of the Third Interim Distribution will be published in the national editions of *The Globe and Mail* and international editions of *The Financial Times*.
24. The Third Interim Distribution will be, in essence, a transfer to another insolvency administrator for the benefit of the creditors of the German Estate.
25. As a consequence of the Estimated Reserve, the Third Interim Distribution will not prejudice the interests of creditors of the Toronto Branch.

### **The Data Sharing Order**

26. In conjunction with the German insolvency proceedings, the GIA has made an information request of the Toronto Branch to collect records, documents, emails and other information and data (the “**Information**”) related to, *inter alia*, transactions entered into by Maple Bank acting through the Toronto Branch.
27. Much of the Information is contained at a data processing centre located in Mississauga (the “**SunGard Facility**”), and physical documents facilities located in Scarborough (the “**RecordXpress Facility**”), the Greater Toronto Area (the “**Recall Facility**”) and

Brampton (the “**Iron Mountain Facility**”). All of the facilities other than the Recall Facility were contracted for by Maple Securities Canada Limited (“**MSCL**”).

28. Data subject to the requested Data Sharing Order is also held on tapes in the possession of the Liquidator and Ernst & Young;
29. The requested Data Sharing Order will accord with the Winding-Up Order, and the principles of international comity.
30. While in some cases the Information may relate to the activities of other Maple Bank Group entities, a case-by-case determination and segregation would be extremely expensive and not proportionate in the circumstances. The entities that have data stored in conjunction with the Toronto Branch have received notice of this motion.
31. The Information is critical to the ongoing activities of the GIA. To the extent personal information cannot be excluded it will comprise, in part, work product information of employees for which a limited expectation of privacy exists.
32. Once transferred, the Information will be made available to German government authorities under lawful orders and be subject to privacy protections under German law.
33. The German Federal Data Protection Act (the “**BDSG**”) imposes privacy obligations on the GIA which are at least, if not more, onerous as those arising under Canadian law; the German insolvency proceeding is otherwise non-public and German banking and tax secrecy laws apply.
34. All current and former employees of the Toronto Branch are being provided with notice of the within motion and relief requested with respect to the Information. Notice was not provided to former customers of the Toronto Branch.

**Miscellaneous**

35. The contents of the Confidential Supplement are commercially sensitive and confidential, and accordingly should be sealed in the Court record.
36. Sections 35, 74, 75, 76, 158.1 of the *WURA*.
37. Section 7(3)(c) of the *Personal Information Protection and Electric Documents Act (Canada)*.
38. Rules 1.04, 1.05, 2.03, 3.02(1), 16 and 37 of the *Rules of Civil Procedure*.
39. The Winding-Up Order.
40. The Initial Interim Distribution Order.
41. The Second Interim Distribution Order, and
42. Such further and other grounds as counsel may advise and the Court may permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the motion:

1. The Thirteenth Report;
2. The Affidavit of Charlotte Schildt; and
3. Such further and other documentary evidence as counsel may advise and the Court may accept.



December 6, 2017

**BORDEN LADNER GERVAIS LLP**  
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Lawyers for KPMG Inc., in its capacity as  
Liquidator of the business in Canada of  
Maple Bank GmbH and its assets

TO: SERVICE LIST

IN THE MATTER OF MAPLE BANK GmbH  
AND IN THE MATTER OF THE *WINDING-UP AND RESTRUCTURING ACT*, R.S.C. 1985, C.W-11, AS AMENDED  
AND IN THE MATTER OF THE *BANK ACT*, S.C. 1991, C.46, AS AMENDED

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

PROCEEDING COMMENCED AT TORONTO

**NOTICE OF MOTION  
(Returnable December 13, 2017)**

**BORDEN LADNER GERVAIS LLP**  
Bay Adelaide Centre, East Tower  
22 Adelaide Street West, Suite 3400  
Toronto ON M5H 4E3

**Alex MacFarlane - LSUC No. 28133Q**  
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Lawyers for KPMG Inc., in its capacity as Liquidator of the  
business in Canada of Maple Bank GmbH

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE REGIONAL ) WEDNESDAY, THE 13<sup>TH</sup> DAY  
 )  
SENIOR JUSTICE MORAWETZ ) OF DECEMBER, 2017

IN THE MATTER OF MAPLE BANK GmbH

AND IN THE MATTER OF THE *WINDING-UP AND RESTRUCTURING ACT*,  
R.S.C. 1985, C.W-11, AS AMENDED

AND IN THE MATTER OF THE *BANK ACT*, S.C. 1991, C.46, AS AMENDED

BETWEEN:

ATTORNEY GENERAL OF CANADA

Applicant

and

MAPLE BANK GmbH

Respondent

**THIRD INTERIM DISTRIBUTION ORDER**

**THIS MOTION**, made by KPMG Inc. (“**KPMG**”), in its capacity as the Court-appointed Liquidator (the “**Liquidator**”) pursuant to the *Winding-Up and Restructuring Act*, R.S.C. 1985, c. W-11. as amended (“**WURA**”) of the business in Canada (the “**Business**”) of Maple Bank GmbH (“**Maple Bank**”) and its assets as defined in section 618 of the *Bank Act*, S.C. 1991, C.46, as amended (the “**Bank Act**”) for an order:

- (a) abridging the time for service of the Notice of Motion and the Motion Record herein, if required, and validating service so that the Motion is properly returnable on the proposed date and dispensing with the requirement for any further service thereof;
- (b) approving the Thirteenth Report of the Liquidator (the “**Thirteenth Report**”) and the activities of the Liquidator as set out in the Thirteenth Report and related Confidential Supplement;
- (c) authorizing and directing the Liquidator to make a partial distribution in the amount of CAD \$ 5 million and € 3,550,812.18 to the GIA (as defined below) of a portion of the estimated surplus of funds, which have been realized by the Liquidator from the liquidation and/or sale of the Assets and the Business of the Toronto Branch (the “**Third Interim Distribution**”), on, or after December 19, 2017 (the “**Distribution Date**”);
- (d) approving the notice to creditors of the Toronto Branch published in the National Edition of the *Globe and Mail* and International Edition of *The Financial Times* on December 8, 2017 giving notice of the Third Interim Distribution by the Distribution Date substantially in the form of the notice attached as Schedule “A”, hereto (the “**Distribution Notice**”);
- (e) approving the Receipts and Disbursements (“**R&D**”) for the Toronto Branch for the period from September 1, 2017 to October 31, 2017;
- (f) sealing from the public record the Confidential Supplement to the Thirteenth Report, as containing certain commercially-sensitive and confidential information and documents;
- (g) such further relief as may be required in the circumstances and which this Court deems as just and equitable,

was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Thirteenth Report and Confidential Supplement, and on hearing the submissions of counsel for the Liquidator, counsel for the German Insolvency Administrator of Maple Bank, and such other parties who were in attendance and no one else appearing although served as evidenced by the Affidavit of Service of Marie Pacheco, filed,

1. **THIS COURT ORDERS** that all defined terms used herein, not otherwise defined shall have the meaning attributed to them in the Thirteenth Report.

2. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Motion Record is validated so that the Motion is properly returnable today and hereby dispenses with further service thereof, including without limitation, any prescribed notice requirements under the *WURA*.

3. **THIS COURT ORDERS** that the Thirteenth Report and the activities of the Liquidator as set out in the Thirteenth Report and related Confidential Supplement, be and are hereby approved.

4. **THIS COURT ORDERS** that the Liquidator is hereby authorized and directed to make the Third Interim Distribution, on, or after the Distribution Date.

5. **THIS COURT ORDERS** that the Distribution Notice be and is hereby approved, *nunc pro tunc*.

6. **THIS COURT ORDERS** that the R&D for the Toronto Branch for the period from September 1, 2017 to October 31, 2017 be and is hereby approved.

7. **THIS COURT ORDERS** that the Confidential Supplement to the Thirteenth Report shall be and is hereby sealed, kept confidential and shall not form part of the public record pending further Order of this Court.

### **General**

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, the Republic of Germany, including the assistance of the Amtsgericht Frankfurt am Main [Insolvency Court]

to give effect to this Order and to assist the Liquidator and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Liquidator, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Liquidator and its agents in carrying out the terms of this Order.

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**Schedule “A”**

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**NOTICE TO CREDITORS  
of MAPLE BANK GmbH, TORONTO BRANCH  
(also known as Maple Bank – Toronto Branch )  
(hereinafter referred to as “Maple Bank”)**

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**RE: NOTICE OF DISTRIBUTION FOR MAPLE BANK PURSUANT TO THE  
*WINDING-UP AND RESTRUCTURING ACT* (the “WURA”)**

**PLEASE TAKE NOTICE** that this notice is being published in order to give notice that on December 13, 2017, KPMG Inc., in its capacity as a court appointed liquidator (the “**Liquidator**”) of the business in Canada of Maple Bank and its related assets, will be requesting an order from the Ontario Superior Court of Justice (Commercial List) to approve a distribution by the Liquidator to the German Insolvency Administrator on or after December 19, 2017, in respect of a portion of the estimated surplus of funds, which have been realized from the liquidation and/or sale of the assets and the business in Canada of Maple Bank by the Liquidator.

**DATED** at Toronto this 8th day of December, 2017.

KPMG Inc., in its capacity as Court-appointed  
Liquidator of the business in Canada of  
Maple Bank GmbH, (Toronto Branch)  
and its related assets  
Bay Adelaide Centre  
333 Bay Street, Suite 4600  
Toronto, ON M5H 2S5, Canada

Attention: Nick Brearton  
email: nbrearton@kpmg.ca  
Fax: (416) 777-3364

IN THE MATTER OF MAPLE BANK GmbH  
AND IN THE MATTER OF THE *WINDING-UP AND RESTRUCTURING ACT*, R.S.C. 1985, C.W-11, AS AMENDED  
AND IN THE MATTER OF THE *BANK ACT*, S.C. 1991, C.46, AS AMENDED

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

PROCEEDING COMMENCED AT TORONTO

**THIRD INTERIM DISTRIBUTION ORDER**

**BORDEN LADNER GERVAIS LLP**  
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Lawyers for KPMG Inc., in its capacity as Liquidator of the  
business in Canada of Maple Bank GmbH





appointed pursuant to the German Insolvency Code (the “**German Insolvency Administrator**”) was heard this day at the court house, 330 University Avenue, Toronto, Ontario.

**ON READING** the Motion Record filed by the Liquidator (the “**Motion Record**”), the Thirteenth Report of the Liquidator, the affidavit of Dr. Charlotte Schildt (the “**Schildt Affidavit**”) and on hearing the submissions of counsel to the Liquidator, counsel to the German Insolvency Administrator, counsel to Deloitte Restructuring Inc., in its capacity as trustee in bankruptcy of Maple Financial Group Inc., counsel to Maple Securities Canada Limited (“**MSCL**”), no other parties appearing although duly served with the Motion Record as evidenced by the affidavit of Marie Pacheco sworn, and filed,

1. **THIS COURT ORDERS**, pursuant to paragraphs 8 and 9 of the Winding-Up Order of Justice Morawetz dated February 16, 2016 (the “**Winding-Up Order**”) and section 7(3)(c) of the *Personal Information Protection and Electronic Documents Act*, (Canada) that the Liquidator is hereby authorized and directed to (i) produce, transfer and release to the German Insolvency Administrator all books and records of Maple Bank, whether in physical or electronic form, and any and all information contained therein, and all rights to access such information, and which are in the power, possession or control of the Liquidator including, without limiting the foregoing, all data related to Maple Bank or to its affiliates listed in Schedule "A" (the "**Affiliates**") (a) stored in the storage facility located in Scarborough, Ontario and known as the “**RecordXpress Facility**”, the storage facility located in the Greater Toronto Area and known as the “**Recall Facility**”, or the storage facility located in Brampton, Ontario and known as the "**Iron Mountain Facility**", (b) maintained in the data storage facility located in Mississauga, Ontario known as the “**SunGard Facility**”, or (c) held on data tapes in the possession of KPMG or Ernst & Young ("**E&Y**"); (collectively the "**Data**") (ii) to authorize any other person

with Data in their possession, power or control (“**Applicable Person**”) to produce, transfer and release such Data to the German Insolvency Administrator, in all cases without prejudice to the Liquidator’s right to (a) make and maintain copies of the Data which is currently stored in the RecordXpress Facility, the Recall Facility or the Iron Mountain Facility; and (b) have continued access to the Data currently maintained at the RecordXpress Facility, the Recall Facility, the Iron Mountain Facility and the SunGard Facility, until the Liquidator has been finally discharged by order of this Court.

2. **THIS COURT ORDERS** that all Data, which is within the power, possession or control of the Liquidator, shall be produced, transferred or released by the Liquidator to the German Insolvency Administrator, or in the alternative, the Liquidator shall authorize any Applicable Person to complete the production, transfer or release to the German Insolvency Administrator by no later than • .

3. **THIS COURT ORDERS** that the German Insolvency Administrator shall be permitted to remove and transfer the Data from Canada to Germany in furtherance of the Information Request, as defined in the Schildt Affidavit, without further order of this Court, or the consent of the Liquidator, or the consent of any other person, entity, individual or corporation, provided that a duplicate of such Data is maintained in Canada and made available to the Investment Industry Regulatory Organization of Canada (“**IIROC**”) in accordance with the IIROC Undertaking, as defined in the Schildt Affidavit, or unless IIROC otherwise consents.

4. **THIS COURT ORDERS** that the German Insolvency Administrator shall maintain the Data in its current form, after the transfer thereof to Germany, until the Liquidator has been finally discharged by order of this Court.

5. **THIS COURT ORDERS** that the estate of Maple Bank shall be responsible to pay the reasonable costs incurred by the Liquidator to produce transfer and release the Data to the German Insolvency Administrator and such costs shall form part of the Administration Charge of the Liquidator.

6. **THIS COURT ORDERS** that the Liquidator is hereby authorized, in its sole discretion, upon its final discharge by this Court, to either (a) destroy all duplicates of the Data, remaining after the production, transfer or release of the Data to the German Insolvency Administrator, or (b) after consultation with the German Insolvency Administrator, leave any such remaining duplicate Data at the SunGard Facility and with E&Y.

7. **THIS COURT ORDERS** that MSCL is hereby authorized and directed to assign to the German Insolvency Administrator all contracts to which MSCL is a party related to the RecordXpress Facility, the Recall Facility, the Iron Mountain Facility, the SunGard Facility, and to the EY Record Retention Agreement, as defined in the Schildt Affidavit, and to transfer to the German Insolvency Administrator all owned software, software licences and services contracts required to access such Data.

8. **THIS COURT ORDERS** that any disclosure of Data by MSCL pursuant to the terms of this order will not constitute a waiver of any claims MSCL may have in respect of privilege in respect of such Data (the “**MSCL Privilege Claim**”). In the event that MSCL identifies any Data as subject to an MSCL Privilege Claim, regardless of whether MSCL has already produced such Data to the German Insolvency Administrator, the German Insolvency Administrator agrees to segregate any documents containing such Data as specifically identified by MSCL as subject to an MSCL Privilege Claim until such time as the MSCL Privilege Claim is adjudicated by this

Court. Once an MSCL Privilege Claim is identified by MSCL, MSCL will give notice of same to the German Insolvency Administrator forthwith, and make best efforts have any MSCL Privilege Claim adjudicated as soon as possible. Notwithstanding that MSCL has consented to or not opposed this order, MSCL and the German Insolvency Administrator reserve all their existing rights in respect of the determination of any MSCL Privilege Claim.

9. **THIS COURT ORDERS** that the Liquidator, KPMG Inc., the Maple Bank business in Canada (the “**Toronto Branch**”) and MSCL, and their respective directors, officers, employees agents, representatives and legal counsel, be and are hereby forever released and discharged from any and all liability in any way arising out of, or in connection with the production, transfer or release of the Data to the German Insolvency Administrator, including without limitation, by reason of any access, use, disclosure, or processing by the German Insolvency Administrator to any person, entity, state, corporation, tribunal, or court of any personal information, which may be included in the Data.

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## **SCHEDULE “A”**

Maple Financial Group Inc., Canada

Maple Futures Corp., Canada

Maple Financial Europe SE, Germany

Maple Securities (UK) Ltd., U.K.

Maple Securities Canada Limited, Canada

Maple Arbitrage Inc., U.S.A.

Maple Partners America Inc., U.S.A.

Maple Trade Finance Corp., U.S.A.

Maple Securities U.S.A. Inc., U.S.A.

Maple Financial US Holdings Inc., U.S.A.

Maple Commercial Finance Corp., U.S.A.

Maple Group Commercial Finance Master Fund II Ltd., Cayman Islands

IN THE MATTER OF THE MAPLE BANK GMBH  
AND IN THE MATTER OF THE *WINDING-UP AND RESTRUCTURING ACT*, R.S.C. 1985,  
C.W-11, AS AMENDED  
AND IN THE MATTER OF THE *BANK ACT*, S.C. 1991, C.46, AS AMENDED

Court File No: CV-16-11290-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER**

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