

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

THE HONOURABLE REGIONAL ) THURSDAY, THE 27<sup>TH</sup> DAY  
SENIOR JUSTICE MORAWETZ ) OF JANUARY, 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**

**REPRESENTATIVE COUNSEL ORDER**

**THIS MOTION**, made by KPMG Inc., 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 of Maple Bank GmbH 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) appointing Graham Dyke, Linda Lai, Mary-Ann Noronha and Sofia Petrossian as representatives of certain former Canadian employees identified in Schedule A (collectively, the “**Employees**”) of Maple Bank GmbH, Toronto Branch (“**Maple Bank**”), and appointing Paliare Roland Rosenberg Rothstein LLP as representative counsel; and
- (c) 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 Tenth Report of the Liquidator dated January 25, 2017 (the “**Tenth Report**”) and on hearing the submissions of counsel for the Liquidator, counsel for the German Insolvency Administrator on behalf of Maple Bank GmbH (the “**GIA**”), counsel for Paul Lishman and counsel for the Steering Committee (as defined below) and such other parties as may be in attendance,

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 was properly returnable.
2. **THIS COURT ORDERS AND DIRECTS** that Graham Dyke, Linda Lai, Mary-Ann Noronha and Sofia Petrossian (collectively, and as such members may be replaced from time to time, the “**Steering Committee**”) are hereby appointed to represent the Employees in respect of this proceeding under the WURA and the Bank Act, and in respect of any other incidental proceedings, with the power to do all things necessary to

carry out the terms of this order and to further and protect the interests of the Employees (collectively the “**Employee Interests**”), including, without limitation:

- a. bringing or responding to any motion in these proceedings that directly affects, or relates to the Employee Interests;
- b. pursuing any rights of appeal or responding to any appeal that arises from or directly affects, or relates to the Employee Interests;
- c. proving, amending, litigating, settling or releasing the claim of any Employee;
- d. appearing before or dealing with any court, claims officer, regulatory authority, or other government ministry, department or agency with regard to any proceedings, or issues that directly affects, or relates to the Employee Interests; and
- e. instructing Representative Counsel with respect to any proceedings, or issues that directly affects, or relates to the Employee Interests .

3. **THIS COURT ORDERS AND DIRECTS** that Paliare Roland Rosenberg Rothstein LLP is hereby appointed as counsel (“**Representative Counsel**”) to the Steering Committee on such terms as the Steering Committee and Representative Counsel may agree, with authority to take instructions from the Steering Committee to act on behalf of all or any of the Employees with respect to the Employee Interests in these proceedings or in any proceedings incidental hereto.

4. **THIS COURT ORDERS AND DIRECTS** the Liquidator to pay Representative Counsel’s reasonable accounts for fees and expenses, forthwith upon receipt of the

account, provided that, subject to further order of this court, such accounts shall not exceed \$150,000 in the aggregate.

5. **THIS COURT ORDERS AND DIRECTS** the Liquidator to provide to the Steering Committee, without charge, upon request of the Steering Committee, such documents and data as may be relevant to matters relating to its appointment, including, without limitation, documents and data pertaining to the Employees' terms of employment, wages, salaries, bonuses, benefits and other compensation of any kind, notice of termination of employment and entitlements to notice and severance pay.
6. **THIS COURT ORDERS** that the Steering Committee and Representative Counsel shall not have any liability in respect of actions taken pursuant to the appointments in this order, except in respect of acts of gross negligence or willful misconduct.
7. **THIS COURT ORDERS** that that the Steering Committee and Representative Counsel shall be given notice of all motions to which the Employees are entitled to receive notice in these proceedings and that it shall be entitled to represent those on whose behalf it is hereby appointed in all such motions.
8. **THIS COURT ORDERS** that the Steering Committee shall be at liberty and is authorized at any time to apply to this court for advice and directions in the discharge or variation of their powers and duties upon notice to the Liquidator and to other interested parties, unless otherwise ordered by this Court.
9. **THIS COURT ORDERS** that any member of the Steering Committee may resign and that, on notice to the Liquidator, the remaining members may appoint any other

individual Employee as a replacement, which replacement will have all the rights and obligations of the resigning member as though they had been named in this order, and if there is any disagreement concerning the appropriateness of a replacement member the matter may be remitted to this Court for determination.

10. **THIS COURT ORDERS** that in the event that this order is later amended by further order of this Court, the Liquidator may post such further order on the Liquidator's website and such posting shall constitute adequate notice to the Employees of such amended order.
11. **THIS COURT ORDERS** that no amendment to this order shall derogate from the rights and protections afforded to the Steering Committee and Representative Counsel by this order in respect of actions taken prior to the later of (a) the amendment, and (b) the final determination of any and all appeals from the order effecting the amendment.
12. **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, the Steering Committee, Representative Counsel and their respective 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.





## **SCHEDULE A**

Linda Lai  
Beatrice Tsang  
Sofia Petrossian  
Joanna Parina  
Janice Rickard  
Desmond Fallon  
Dan Torangeau  
Heidi Rose  
Vesna Manojlovic  
Lindsay Chase  
Jose Dela Cruz  
Graham Dyke  
Yao Fu  
Mary-Ann Noronha

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

**REPRESENTATIVE COUNSEL ORDER**

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

**Alex MacFarlane (LSUC No. 28133Q)**  
Tel: 416.367.6305  
amacfarlane@blg.com

**Douglas O. Smith (LSUC No. 36915R)**  
Tel: 416.367.6015  
dsmith@blg.com

**Rachael Belanger (LSUC No. 67674B)**  
Tel: 416.367.6485  
rbelanger@blg.com

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