

**SUPERIOR COURT**

CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF SAINT-FRANÇOIS

No. 450-11-000167-134

DATE: April 4, 2014

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**PRESENT: THE HONOURABLE MR. JUSTICE GAETAN DUMAS, J.S.C.**

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**IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT OF:**

**MONTREAL, MAIN & ATLANTIC CANADA CO. (MONTREAL, MAINE &  
ATLANTIQUE CANADA CIE)**

**Debtor**

and

**RICHTER ADVISORY GROUP INC. (RICHTER GROUPE CONSEIL INC.)**

**Monitor**

and

**YANNICK GAGNÉ, GUY OUELLET, SERGE JACQUES and LOUIS-SERGES  
PARENT**

**Class Action Plaintiffs – PETITIONERS**

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**REPRESENTATION ORDER**

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**VU le jugement rendu ce jour sur la requête pour désigner les requérants  
du recours collectif à titre de représentants;**

**THE COURT:**

[1] **GRANTS** the Class Action Petitioners' motion appointing them and their counsel (Daniel Larochelle, Consumer Law Group inc., Rochon Genova LLP and Paliare Roland Rosenberg Rothstein LLP, together, the "Vass Counsel") as representatives in this CCAA Proceeding of the Class Members (as defined in paragraph 2 of this Order) on the terms and conditions set forth in this Order.

[2] **DIRECTS** that any member of the Class who does not wish to be represented by Class Counsel and the Class Action Petitioners may opt-out of such representation by delivering prior to May 30, 2014 written notice of its election to opt-out in the form attached as Appendix "B" hereto (an "**Opt-Out Notice**") to the Debtor, the Monitor and the Class Action Petitioners by mail, registered mail, courier, facsimile transmission or email to the addresses shown on Appendix "C" hereto. Any member of the Class who does not deliver an Opt-Out Notice in accordance with this Order will be considered one of the "Vass Members" for purposes of this Order.

[3] **DIRECTS** that nothing in this Order affects the obligation of each and every Person with a Claim (including each and every member of the Class, and each and every Class Member) to file a Proof of Claim on an individual basis pursuant to the requirements of the Claims Procedure Order.

[4] **DIRECTS** that, notwithstanding paragraph 3 of this Order and the requirement of each person with a Claim (including each and every member of the Class and each and every Class Member) to file a Proof of Claim on an individual basis pursuant to the requirements of the Claims Procedure Order, the Class Action Petitioners are authorized to file the Proof of Claim referred to, in paragraph 6 of the Claims Procedure Order.

[5] **DIRECTS** that the Class Action Petitioners, or their counsel on their behalf, are authorized to take all steps and to perform all acts necessary or desirable to carry out the terms of this Order on behalf of the Class Members, including, without limitation, by:

- (a) negotiating and approving, on behalf of the Class Members, and binding the Class Members to, any settlements, including the terms of any future court order or Plan, and providing advice to Class Members in respect of same, and for this purpose the Class Action Petitioners shall have access to all individual Proofs of Claims filed by Class Members in the CCAA proceedings;
- (b) dealing, on behalf of the Class Members, with stakeholders in these proceedings, the Monitor, any Court, regulatory body and other government ministry, department or agency,

- (c) assisting Class Members or their representatives with the completion of their individual Proof of Claim pursuant to the Claims Procedure Order; and
- (d) filing the Proof of Claim referred to in paragraph 6 of the Claims Procedure Order, or any other Proof of Claim that may be permitted by further order of the Court.

[6] **DIRECTS** that the reasonable professional fees incurred by Class Counsel on behalf of the Class Action Petitioners, including the costs associated with any legal, accounting or other experts, shall be determined, whether in these proceedings or in the Class Action, in accordance with further order of this Court and/or the Class Action Court, having regard to the usual principles and factors applied to the determination of Class Counsel's fees, including the recovery for Class Members, the risks undertaken, the contribution to the case and any settlements, and any retainer agreements between the Class Action Petitioners and their counsel, provided, however, that during the pendency of the CCAA Proceeding, no order of the Class Action Court shall deprive this Court of jurisdiction to review and consider any such professional costs.

[7] **DIRECTS** that notice of the granting of this Order shall be provided as part of the Newspaper Notice to be issued pursuant to the Claims Procedure Order, in form and substance reasonably satisfactory to the Debtor, the Monitor and the Class Action Petitioners.

[8] **DIRECTS** that nothing in this Order shall prejudice the rights of any party in respect of the Class Action Petitioners' application before the Class Action Court to authorize the bringing of a class action, and shall not have any evidentiary value on such an application or be considered to be either a binding or persuasive decision in respect of the class definition in the Proposed class action Proceedings. In addition, this Order is without Prejudice to the rights of any party to argue that the class definition should be defined differently in the Proposed class action or to argue that the Proposed class action should not be authorized.

[9] **DIRECTS** that the Class Action Petitioners, or their counsel on their behalf, and any other party may apply to this Court for advice and directions in the discharge of the Class Counsel and Class Action Petitioners' powers, responsibilities and duties pursuant to this Order, or for the variation of such powers, responsibilities and duties.

[10] **DECLARES** that service and notice of this motion was good and sufficient.

[11] **ORDERS** the provisional execution of this Order notwithstanding appeal.

[12] THE WHOLE without costs.

(S) Gaétan Dumas, j.c.s.  
**Gaétan Dumas, J.S.C.**

## **APPENDIX "A"**

### **DEFINITION OF CLASS MEMBERS**

"All persons and entities residing in, owning or leasing property in, operating a business in, or being employed by a person resident in or a business located in Lac-Mégantic, and/or were physically present in Lac-Mégantic, including their estate, successor, spouse or partner, child, grandchild, parent, grandparent and sibling, who have suffered a loss of any nature or kind relating to or arising directly or indirectly from the train derailment that took place on July 6, 2013 in Lac-Mégantic, or any other group to be determined by the Court, other than the Government of Québec and the City of Lac-Mégantic."

## APPENDIX "B"

### NOTICE TO OPT-OUT OF REPRESENTATION IN CCAA PROCEEDINGS

Richter Advisory Group Inc.  
1981 McGill College  
Montreal, Quebec  
H3A 0G6

Attention: Claims Department

Telephone: 1-866-845-8958  
Fax: 1-800-246-1125  
Email: [mmaclaims@richter.ca](mailto:mmaclaims@richter.ca)

**Re: Notice to Opt-Out of Representation by the Class Action Petitioners in the Matter of Montreal Maine & Atlantic Canada Co. ("MMA")—CCAA (the "CCAA Proceedings")**

I, \_\_\_\_\_, am a Class Member, as defined in the Representation Order of Mr. Justice Dumas J.S.C. dated March 28, 2014 (the "Order") as including:

"All persons and entities residing in, owning or leasing property in, operating a business in, or being employed by a person resident in or a business located in Lac-Mégantic, and/or were physically present in Lac-Mégantic, including their succession, spouse or partner, child, grandchild, parent, grandparent and sibling, who have suffered a loss of any nature or kind relating to or arising directly or indirectly from the train derailment that took place on July 6, 2013 in Lac-Mégantic, or any other group to be determined by the Court, other than the Government of Québec and the City of Lac-Mégantic."

I understand and acknowledge the following:

- 1) that the Representative Petitioners in the Québec Class Action proceeding have sought and obtained an Order from Justice Dumas in the Québec CCAA proceedings authorizing them to act on behalf of all Class Members, including me, in the CCAA proceedings;
- 2) the Representation Order directs that Class Members who do not wish to be represented in the bankruptcy proceedings of MMA in the Québec Superior Court in Sherbrooke, Québec ("CCAA Proceedings") by the Class Action Petitioners may opt out, or exclude themselves from that Order, by delivering this form in accordance with the terms of the Order.
- 3) I further understand that the Class Action Petitioners in the CCAA proceeding are represented by the counsel who are prosecuting the class proceeding on behalf of the Lac-Mégantic residents, and the Class Petitioners are seeking to obtain financial recovery for the Class Members described above through the CCAA proceeding. This financial recovery, if available in the CCAA proceeding, will be made available to the creditors (including Class Members) who will have filed a valid proof of claim before the Claims Bar Date (June 13, 2014).
- 4) in signing and delivering this letter on my own behalf I understand and expressly acknowledge that I am terminating the Class Action Petitioners' representation of me in the CCAA Proceedings;
- 5) further, if I do not deliver a claim in the CCAA Proceedings in accordance with the claims procedure approved by the Québec Court on or before June 13, 2014, then I also recognize that I will be barred from participating in the CCAA Proceedings and I will not receive any part of any monies distributed through the CCAA Proceedings, including, for example, the proceeds of the \$25 million insurance policy held by MMA, or the proceeds of any settlement in the CCAA proceeding with MMA's directors and officers, shareholders, and certain other third parties in connection with the Train Derailment.

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DATE

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SIGNATURE OF CLASS MEMBER

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PRINT NAME OF CLASS MEMBER

Please provide the following contact information for the Class Member:

Address: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

E-mail address: \_\_\_\_\_

If completing this form as an authorized or legal representative, please provide the following contact information:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

E-mail address: \_\_\_\_\_

Relationship to Class Member: \_\_\_\_\_



**AVIS DE RETRAIT AUX TERMES DE L'ORDONNANCE DE REPRÉSENTATION  
ÉMISE DANS LE CADRE DES PROCÉDURES DE MONTREAL, MAINE &  
ATLANTIQUE CANADA CIE (« MM&A ») EN VERTU DE LA LOI SUR LES  
ARRANGEMENTS AVEC LES CRÉANCIERS DES COMPAGNIES (« LACC »)**

Richter Groupe Conseil Inc.  
1981, McGill College  
Montréal (Québec)  
H3A 0G6

À l'attention de : Service des réclamations

Téléphone : 1-866-845-8958  
Télécopieur : 1-800-246-1125  
Courriel : mmaclaims@richter.ca

**Objet : Avis de retrait aux termes de l'Ordonnance de représentation émise dans le cadre des procédures de Montréal, Maine & Atlantique Canada Cie (« MM&A ») en vertu de la Loi sur les arrangements avec les créanciers des compagnies (« LACC »)**

Je, soussigné, \_\_\_\_\_, suis un membre du Groupe défini dans l'Ordonnance de représentation rendue par l'honorable Gaëtan Dumas, j.c.s., en date du 31 mars 2014 (l'« Ordonnance ») comme étant :

« Toutes les personnes et les entités qui résident à Lac-Mégantic, qui sont propriétaires ou locataires d'un bien immobilier à Lac-Mégantic, qui y exploitent une entreprise, qui sont employées par une personne qui réside à Lac-Mégantic ou une entreprise située à Lac-Mégantic ou qui se trouvaient à Lac-Mégantic, incluant, leur succession, leur conjoint ou leur conjoint de fait, leurs enfants, leurs petits-enfants, leurs parents, leurs grands-parents, leurs frères et soeurs, qui ont subi une perte de quelque nature que ce soit, directement ou indirectement liée ou attribuable au déraillement de train survenu le 6 juillet 2013 à Lac-Mégantic, ou tout autre groupe déterminé par la Cour, autre que le gouvernement du Québec et la Ville de Lac-Mégantic. » (le « **Groupe** »)

Je comprends et je reconnais expressément ce qui suit :

- 1) les Requérants dans le cadre des procédures de recours collectif au Québec (les « **Représentants** ») ont demandé et obtenu une Ordonnance rendue par le juge Gaétan Dumas, j.c.s. dans le cadre des procédures de MM&A en vertu de la LACC les autorisant à agir au nom de tous les membres du Groupe, y compris en mon nom, dans le cadre des procédures de MM&A en vertu de la LACC;
- 2) l'Ordonnance de représentation stipule que les membres du Groupe qui ne souhaitent pas être représentés par les Représentants dans le cadre des procédures de MM&A en vertu de la LACC ont le droit de refuser une telle représentation et de se soustraire aux effets de l'Ordonnance, en transmettant le présent formulaire dûment complété conformément aux modalités de l'Ordonnance;
- 3) les Représentants sont représentés par les conseillers juridiques qui ont intenté le recours collectif au nom des résidents de Lac-Mégantic, les Représentants cherchent à obtenir une compensation financière pour les membres du Groupe dans le cadre des procédures en vertu de la LACC. Cette compensation, si elle est disponible dans le cadre des procédures en vertu de la LACC, sera distribuée aux créanciers (y compris les membres du Groupe) qui auront déposé une preuve de réclamation valide avant la date limite pour le dépôt des réclamations, soit le 13 juin 2014;
- 4) en signant et en transmettant la présente lettre en mon nom propre, je reconnais expressément que je mets fin à ma représentation par les Représentants dans le cadre des procédures en vertu de la LACC;
- 5) si je ne dépose pas une preuve de réclamation conformément à la procédure de réclamation établie par la Cour au plus tard le 13 juin 2014, je ne serai pas autorisé à participer aux procédures en vertu de la LACC et je ne recevrai aucune somme d'argent distribuée aux termes des procédures en vertu de la LACC, y compris, par exemple, le produit de la police d'assurance de 25 M\$ détenue par MM&A ou le produit de tout règlement conclu dans le cadre des procédures en vertu de la LACC avec les administrateurs, les dirigeants, les actionnaires et certains autres tiers relativement au déraillement du train.

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DATE

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SIGNATURE DU MEMBRE DU  
GROUPE

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NOM DU MEMBRE DU GROUPE DE  
CRÉANCIERS EN CARACTÈRES  
D'IMPRIMERIE

Veillez indiquer les coordonnées du membre du Groupe:

Adresse : \_\_\_\_\_

Numéro de téléphone : \_\_\_\_\_

Adresse de courriel : \_\_\_\_\_

Si vous remplissez ce formulaire en tant que représentant autorisé ou légal, veuillez indiquer vos coordonnées :

Nom : \_\_\_\_\_

Adresse : \_\_\_\_\_

Numéro de téléphone : \_\_\_\_\_

Adresse de courriel : \_\_\_\_\_

Lien avec le membre du Groupe: \_\_\_\_\_

## **APPENDIX "C"**

### **ADDRESSES FOR OPT-OUT NOTICES**

#### **Monitor:**

##### **Richter Advisory Group**

Attention: Claims department

Address: 1981 McGill College, 12<sup>th</sup> Floor, Montréal, Québec, H3A 0G6, Canada

Fax: 1-800-246-1125

Email: [mmaclaims@richter.ca](mailto:mmaclaims@richter.ca)

#### **Debtor:**

##### **c/o Gowling Lafleur Henderson LLP**

Attention: Patrice Benoit

Address: 3700-1 Place Ville Marie, Montréal, Québec, H3B 3P4, Canada

Fax: 1-514-878-9641

Email: [patrice.benoit@gowlings.com](mailto:patrice.benoit@gowlings.com)

#### **Class Action Petitioners:**

##### **c/o Paliare Roland Rosenberg Rothstein LLP**

Attention : Massimo Starnino

Address: 55 Wellington St West, 35th Floor, Toronto, Ontario, M5V 3H1, Canada

Fax: 416-646-4301

Email: [max.starnino@paliareroland.com](mailto:max.starnino@paliareroland.com)