

SUPERIOR COURT

CANADA
PROVINCE OF QUEBEC
DISTRICT OF SAINT-FRANÇOIS

No. 450-11-000167-134

DATE: March 28, 2014

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

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

<p>REPRESENTATION ORDER</p>

CONSIDERING the Motion of the Class Action Petitioners dated November 1, 2013 for an Order of this Court appointing them as representatives in these proceedings (the "**CCAA Proceeding**") of the class described in Appendix A hereto (the "**Class**");

AND CONSIDERING the representations of the parties;

AND CONSIDERING the revised form of Claims Procedure Order presented and entered on this day by the Court (the "**Claims Procedure Order**");

AND WHEREAS any term used herein but not defined has the meaning ascribed in the Claims Procedure Order;

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 "**Class 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 "**Class 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 position of any party in respect of the Class Action Petitioners' application before the Class Action Court to authorize the bringing of a class action.

[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.

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"

FORM OF OPT-OUT NOTICE

[Form to be settled or determined by the CCAA Court]

AVIS DE REFUS DE REPRÉSENTATION DANS LE CADRE DES PROCÉDURES EN VERTU DE LA 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 refus de représentation par les Requérantes au recours collectif dans l'affaire des procédures en vertu de la LACC de la Montréal, Maine & Atlantique Canada Cie (« MM&A ») (les « procédures en vertu de la LACC »)

Je, soussigné _____, suis un Membre du groupe de créanciers, au sens donné dans l'Ordonnance de représentation rendue par l'honorable Gaëtan Dumas, j.c.s., datée du 28 mars 2014 (l'« Ordonnance ») :

« 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 qui est propriétaire d'une entreprise située à Lac-Mégantic ou qui se trouvaient sur les lieux, y compris leur actif, leur successeur, leur conjoint ou leur conjoint de fait, leur enfant, leur petit-enfant, leur parent, leur grand-parent et un membre de leur fratrie, 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. »

L'Ordonnance stipule que les Membres du groupe de créanciers qui ne souhaitent pas être représentés par les Requérantes au recours collectif dans le cadre des procédures en vertu de la LACC et d'être liés par les actions de ces dernières ont le droit de refuser une telle représentation en transmettant la présente lettre dûment remplie conformément aux modalités de l'Ordonnance.

Je comprends et je reconnais expressément, en signant et en transmettant la présente lettre en mon nom propre ou à titre de représentant légal d'un Membre du groupe de créanciers, que je renonce à ce que les Requérantes au recours collectif me représentent dans le cadre des procédures en vertu de la LACC. En outre, si je ne dépose pas de réclamation aux termes des procédures en vertu de la LACC conformément à la procédure de réclamation établie par la Cour le 13 juin 2014, je reconnais également que je ne serai pas autorisé(e) 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 toute police d'assurance détenue par MM&A ou le produit de tout règlement conclu avec les administrateurs, les dirigeants, les actionnaires ou d'autres tiers de MM&A relativement au Déraillement de train.

DATE

SIGNATURE DU MEMBRE DU
GROUPE DE CRÉANCIERS

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

Veillez indiquer les coordonnées du Membre du groupe de créanciers :

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 de créanciers : _____

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

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 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.”

The Order directs that Class Members who do not wish to be represented in the CCAA Proceedings by the Class Action Petitioners and bound by their actions may opt out of that representation by delivering this letter in accordance with the terms of the Order.

In signing and delivering this letter on my own behalf and/or as the legal representative of a Class Member, I understand and expressly acknowledge that by delivering this letter I am terminating the Class Action Petitioners' representation of me in the CCAA Proceedings. Further, if I do not file a claim in the CCAA Proceedings in accordance with the claims procedure approved by the Court by 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 any insurance held by MMA, or the proceed of any settlement with MMA's directors and officers, shareholders, and other third parties in connection with the Train Derailment.

DATE

SIGNATURE OF CLASS MEMBER

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: _____

APPENDIX "C"

ADDRESSES FOR OPT-OUT NOTICES

Monitor:

Richter Advisory Group

Attention: Claims department

Address: 1981 McGill College, 12th Floor, Montréal, Québec, H3A 0G6, Canada

Fax: 1-800-246-1125

Email: mmaclaims@richter.ca

Debtor:

c/o Gowlings 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

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