

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE) **Tuesday, the 17th day**
)
JUSTICE B. GLUSTEIN) **of December, 2019**

BETWEEN:

LYNN WINTERCORN, PETER NEWMAN, EMILY FLAMMINI and ALEX KEPIC

Plaintiffs

- and -

GLOBAL LEARNING GROUP INC., GLOBAL LEARNING TRUST SERVICES INC.
AS THE TRUSTEE OF GLOBAL LEARNING TRUST (2004), ROBERT LEWIS, IDI
STRATEGIES INC., JDS CORPORATION, ESCROWAGENT INC., JAMES PENTURN,
RICHARD E. GLATT, DENIS JOBIN, ALLAN BEACH, MORRIS KEPES & WINTERS LLP,
FASKEN MARTINEAU DUMOULIN LLP, CASSELS BROCK & BLACKWELL LLP,
WISE, BLACKMAN LLP, and EVANS & EVANS INC.

Defendants

Proceeding under the *Class Proceedings Act, 1992*

ORDER

THIS MOTION made by the Plaintiffs for an order approving the form and content of the Notices of Certification, appointing a notice administrator, approving the method of dissemination of the Notices of Certification, and fixing the costs of disseminating the Notices of Certification, was heard this day at the courthouse at Osgoode Hall, 130 Queen Street West, Toronto, Ontario.

ON READING the Affidavit of Patti Shedden sworn November 26, 2019, and upon hearing the submissions of counsel for the parties;



AND ON BEING ADVISED that CA2 Class Action Claims Administration (“CA2”) has consented to its appointment as the Notice Administrator:

1. **THIS COURT ORDERS** that the Class Members shall be given notice of the certification of this action as against the defendants Global Learning Group Inc., Global Learning Trust Services Inc. as the Trustee of Global Learning Trust (2004), Robert Lewis, IDI Strategies Inc., JDS Corporation, Escrowagent Inc., James Penturn, Richard E. Glatt, Denis Jobin, Allan Beach, Fasken Martineau DuMoulin LLP, Cassels Brock & Blackwell LLP, Wise Blackman LLP and Evans & Evans Inc., and the court approval of the Settlement Agreement with Denis Jobin and JDS Corporation, substantially in the form of the Notices of Certification attached as Schedule “A” to this order.

2. **THIS COURT ORDERS** that the Notices of Certification shall be translated into French;

3. **THIS COURT ORDERS** that the Notices of Certification shall be disseminated to the Class Members in English and/or French in accordance with the Notice Plan attached as Schedule “B” to this order.

4. **THIS COURT ORDERS** that the costs associated with translating the Notices of Certification and disseminating the Notices of Certification in accordance with the Notice Plan shall be paid by the plaintiffs, and may be paid or reimbursed from the proceeds of any court approved settlement made in favour of the Class, and if paid from the proceeds of any settlement, then Class Counsel shall report to the court the amount and timing of any such payment(s).

5. **THIS COURT ORDERS AND DECLARES** that CA2 is hereby appointed as the Notice Administrator as defined in the Notice Plan, to perform the functions set out therein, to receive Opt-Out Forms and to report to the court and to the parties with respect to any Opt-Out Forms it receives on a timely basis.

6. **THIS COURT ORDERS** that Class Members who wish to opt out of this action must do so by sending a completed and signed Opt-Out Form, in a form acceptable to the Notice Administrator, to CA2 by regular or electronic mail, by no later than 5:00 p.m. PST on March 6, 2020 (the "Opt-Out Deadline").

7. **THIS COURT ORDERS** that any Opt-Out Forms sent by regular mail and postmarked after the Opt-Out Deadline, and or sent by electronic mail and received after the Opt-Out Deadline, shall be invalid, and shall not be accepted by the Notice Administrator.

8. **THIS COURT ORDERS** that any Class Member who has not validly opted out of this action in accordance with paragraph 6 of this order will be bound by any determinations made by the Court in this action.

9. **THIS COURT ORDERS** that, on or before April 6, 2020, CA2 shall serve and file an affidavit with this Court, confirming that the terms of the Notice Plan have been fulfilled and reporting on the number of and identity of the individuals who have validly opted out of this action.

10. **THIS COURT ORDERS AND DECLARES** that the plaintiffs may use the Class Members' personal information provided to Global Learning Group Inc., including the contact information and details of the funds paid to Global Learning Group Inc., Escrowagent Inc. and various charities for the purposes of providing notices to the Class, including the Notices, and a declaration that such use of the Class Members' personal information does not breach the Class Members' statutory or common law privacy rights.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

DEC 17 2019

PER / PAR:



JUSTICE B.T. GLUSTEIN

(Long Form)

SCHEDULE "A"

NOTICE OF CERTIFICATION AS A CLASS ACTION

TO ALL INDIVIDUALS WHO PARTICIPATED IN THE GLOBAL LEARNING GIFTING INITIATIVE CHARITABLE DONATION TAX SHELTER BETWEEN 2004 AND 2014

This Notice may affect your rights. Please read it carefully.

A class action lawsuit has been certified by the Ontario Superior Court of Justice. This Class Action is called: *Wintercorn et al. v. Global Learning Group Inc. et al.*, Court File No. CV-17-583573-00CP.

A settlement has also been reached with two of the defendants. Most of the defendants are still defending this Class Action.

Who is this notice for?

You are a "Class Member" if: you participated in the Global Learning Gifting Initiative Charitable Donation program ("the Gift Program"), and you are not one of the Defendants, their family members, employees, agents, assigns, parent or subsidiary or affiliated companies, or any person or entity who provided services to one or more of the Defendants in respect of the creation, promotion, marketing or sale of the Gift Program, including any sales agents or distributors, and exclusive of Juanita Mariano, Douglas Moshurchak, Sergiy Bilobrov, Melba Lapus, Lylyne Santos, the Estate of Penny Sharp, and Janice Moshurchak. (the "Class")

What is the purpose of this notice?

On June 26, 2019 the Ontario Superior Court of Justice certified *Wintercorn et al. v. Global Learning Group Inc.* as a class action. Lynn Wintercorn, Peter Newman, Emily Flammini, and Alex Kepic were appointed as the representative plaintiffs. Waddell Phillips Professional Corporation and Klein & Schonblum Associates are Class Counsel.

This Notice explains your rights arising from the certification order.

What is this class action lawsuit about?

This class action seeks reimbursement to the Class Members of the money that they paid to participate in the Gift Program and the interest and penalties that may have been assessed by Canada Revenue Agency.

The claims asserted against the Defendants include: breach of contract, conspiracy, fraud, fraudulent misrepresentation, negligence, negligent misrepresentation, breach of consumer protection legislation, and knowing receipt of trust funds.

For more information about the claim, the statement of claim and the certification order setting out the common issues for trial can be reviewed at: www.glgiclassaction.com.

The Defendants deny all of the allegations made against them, none of which have yet been proven in court.

What does it mean to be a Class Member? / What does it mean that this lawsuit is certified?

Every potential class action must be approved (“certified”) by the Court before it can go ahead as a class action. This lawsuit has now been certified. Everyone who falls within the Class definition is automatically included in the class action, and will be bound by the outcome of the class action, including any settlements or judgment, unless they exclude themselves from the class action by opting out.

Class Members may be entitled to share in the amount of any judgment or settlement reached in the class action.

If you are a Class Member who wishes to participate in the lawsuit, then you do not need to do anything more at this stage.

Certification is not a determination of the merits of the Plaintiffs’ claims or the Defendants’ defences, which have not yet been considered by the Court. It is simply confirmation that the action may proceed as a class action.

If you are a member of the Class, you are encouraged to notify Class Counsel or the claims administrator (see below) of your current contact information, so that we can ensure that you receive any further communications about the class action directly.

Do I have to pay anything?

There is NO PAYMENT required by Class Members to participate in the class action. If you are a Class Member, you will have no responsibility to pay any legal fees or costs, directly. Class Counsel will only be paid from the proceeds of any judgment or settlement.

Class Counsel have entered into a contingency fee agreement with the representative plaintiffs, which provides for a contingency fee of 30%, along with reimbursement of disbursements and taxes, however, the Court must approve any legal fees before they are paid to Class Counsel.

The representative plaintiffs have obtained funding from the Ontario Class Proceedings Fund. The Fund will cover the cost of some of the disbursements incurred in prosecuting the class action, and it is responsible to pay any adverse court costs awards that might be made against the plaintiffs as the matter progresses. In exchange, the Fund is entitled to be paid 10% of the net recovery from any settlement or judgment, and to be repaid the disbursements it has funded.

Class Counsel in this action have not collected, and will never collect, any funds from individual Class Members.

What about the other class action lawsuit?

Another law firm, Merchant Law Group, has commenced another lawsuit about the Gift Program, in Saskatchewan: *Piett v. Global Learning Group Inc.*, Court File No. 590/16. That lawsuit (the “*Piett* lawsuit”) has **not** been certified as a class action and is not related to this class action, although the claims overlap in large measure.

(Long Form)

All the defendants sued in the *Piett* lawsuit are opposing the certification of that action as a class action.

If the Saskatchewan court decides to certify all or any part of the *Piett* lawsuit, there will be a separate notice to the class about that proceeding.

If you fit the *Wintercorn* Class definition you are a Class Member in this class action, regardless of whether you paid money to Merchant Law Group, or if you signed a document called a “Contingency Fee Retainer Agreement” with Merchant Law Group, or if you fit the proposed class definition in that action. You do not have exclude yourself from the *Wintercorn* action.

If you do not wish to participate in this certified class action, and wish only to participate in the *Piett* lawsuit, if it is eventually certified as a class action, then you must exclude yourself from this class action by opting out, as explained below.

Be warned, however, that if you exclude yourself from this *Wintercorn* class action, and if the *Piett* lawsuit is not certified as a class action, or the certified class does not include you as a class member, you cannot later seek to rejoin the *Wintercorn* class action.

How do I opt out?

If you decide to opt out, you will not be bound by the terms of any judgment or settlement in this class action. You will also not be eligible for any of the benefits of any judgment or settlement if the action is successful.

If you do not want to participate in this class action, then you must say so in writing by delivering a completed Opt-Out Form to:

GLGI Class Action Administrator c/o CA2 Inc., 9 Prince Arthur Avenue,
Toronto, ON, M5R 1B2 glgi@classaction2.com

Emailed opt-out forms must be received by 5:00 p.m. EST on **March 6, 2020**, and mailed opt-out forms must be postmarked by 5:00 p.m. EST on **March 6, 2020**. Emailed opt-out forms received after that time and mailed opt-out forms postmarked after that time will not be accepted, and will be invalid.

If you opt out, you will not be eligible for any of the benefits of any judgment or settlement if the action is successful.

How do I participate in the class action?

As a Class Member, **you are not required to do anything at this stage, and you are not required to pay any money to Class Counsel**. You are not obliged to participate as a witness in the common issues trial. If the trial is successful or if a settlement is reached, you may be asked, at that time, to prove your personal claim for the losses that you have suffered.

If the common issues trial is successful, but no money judgment is awarded because each Class Member has to prove they suffered a loss, there will be a further notice

(Long Form)

explaining how that individual proof of loss process will take place, and what your risks and responsibilities are to participate in the proof of loss process.

Should this class action settle, a further notice will be provided to you outlining your rights to support or object to the settlement, and how to participate in obtaining a payment from the settlement.

What claims have been settled?

The court has approved a settlement with two defendants, Denis Jobin and JDS Corporation, in which these defendants have produced almost 1 million documents and will provide evidence that will assist in the prosecution of the claim against the other defendants, in exchange for a full and final release from the Class Members. This settlement will not result in any payments being distributed to the Class Members. The action will continue to be prosecuted against the remaining defendants.

Details of the settlement, including a copy of the Settlement Agreement and the Settlement Approval Order, can be found at www.glgiclassaction.com.

What if I have more questions?

Any questions about the matters in this notice should be addressed to Class Counsel at either:

Waddell Phillips Professional Corporation Barristers 36 Toronto Street, Suite 1120 Toronto ON M5C 2C5 reception@waddellphillips.ca 647-261-4486 or 1-888-684-5545 (toll-free)	Klein & Schonblum, Associates Barristers & Solicitors 2300 Yonge Street, Suite 2901 Toronto, Ontario M4P 1E4 glgi@ksalaw.com 416-480-0221
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This notice is a summary of the terms of the certification order. If there is a conflict between the provisions of this notice and the terms of the certification order, the certification order prevails. The certification order can be viewed at www.glgiclassaction.com or www.classaction2.com/glgi.html

This notice was approved by the Ontario Superior Court of Justice.

(short form)

Taxpayers: Did you participate in the GLGI* Tax Shelter?

Read this Notice about a Certified Class Action

*Global Learning Gifting Initiative, Tax Shelter Registration No. TS 070003

A class action lawsuit has been certified by the Ontario Superior Court of Justice. The Class Action is called: *Wintercorn et al. v. Global Learning Group Inc. et al.*, Court File No. CV-17-583573-00CP.

A settlement has also been reached with two of the defendants, Denis Jobin and JDS Corporation. Most of the defendants are still defending this Class Action.

You are a “Class Member” if: you participated in the Global Learning Gifting Initiative Charitable Donation program (the “Gift Program”) between 2004 - 2014, subject to the following exceptions.

You are excluded from the Class if: you are one of the defendants named in the Class Action, or if you are related to the defendants, or if you provided services to one or more of the defendants in respect of the creation, promotion, marketing or sale of the Gift Program, including if you were a sales agent, “fundraiser” or otherwise signed people up to participate in the Gift Program. The individuals who participated in the Tax Court trial in *Mariano v. The Queen* are also excluded from the Class.

If you fit the Class definition, then you are a Class Member and can participate in this Class Action even if you paid money to Merchant Law Group or signed a document called a “Contingent Fee Retainer Agreement” with that firm in relation to a different lawsuit regarding the Gift Program that has been started in Saskatchewan (the “*Piett* lawsuit”). The *Piett* lawsuit raises many of the same claims as this Class Action on behalf of the same proposed class, but has also named some other defendants such as the CRA. The *Piett* lawsuit is not certified as a class action at this time, and the defendants named in the *Piett* lawsuit are objecting to that action proceeding as a class action. If the Saskatchewan court certifies that action, there will be another notice explaining what your rights are in relation to that lawsuit. If the Saskatchewan court does not certify the *Piett* action, then the *Wintercorn* action will be the only class action seeking compensation for the Class.

What is this class action about? This class action seeks to recover the money that Class Members paid to participate in the Gift Program, plus any interest or penalties assessed by CRA. The claim alleges, among other things, that the Gift Program was a sham, that it was improperly structured, that that it served no genuine charitable purpose, and that its primary purpose was to enrich the promoter and its associates. The claim asserts that the professionals assisting and advising GLGI were negligent. The Defendants deny all of the allegations made against them.

For more information about the class action, please go to: www.glgiclassaction.com

What do you need to do now? Everyone who fits the Class definition is automatically included in the Class Action, and will be bound by its results.

If you are a Class Member and want to participate in the lawsuit, then you do not need to do anything more at this stage. If you do not wish to participate in the Class Action, then you must exclude yourself by opting out (explained below).

There is NO PAYMENT necessary to participate in the class action. Class Counsel will only be paid if this Class Action succeeds at trial or if there is a settlement. The representative plaintiffs have entered into a retainer agreement that provides for a contingency legal fee of 30% of the total amount recovered, but no legal fees are payable until they have been approved by the court.

(short form)

What claims have been settled? The court has approved a settlement with two defendants, Denis Jobin and JDS Corporation. This settlement will not result in any payments being distributed to the Class Members. These defendants have produced almost 1 million documents and will provide evidence that will assist in the prosecution of the claim against the other defendants, in exchange for a full and final release from the Class Members. Details of the settlements can be found at www.glgiclassaction.com.

The action will continue to be prosecuted against the remaining defendants.

How do I opt out? If you do not want to participate in this class action and do not wish to be bound by these settlements, or any future settlements or judgments, then you must deliver a completed opt out form by no later than 5:00 p.m. EST on **March 6, 2020** to:

GLGI Class Action Administrator c/o CA2 Inc., 9 Prince Arthur Avenue, Toronto,
ON, M5R 1B2 glgi@classaction2.com

Opt out forms are available at www.glgiclassaction.com or www.classaction2.com/glgi.html.

If you opt out, you will not be eligible for any of the benefits of any judgment or settlement if the action is successful.

What if I have more questions?

Contact Class Counsel at either:

Waddell Phillips Professional Corporation Barristers 36 Toronto Street, Suite 1120 Toronto ON M5C 2C5 reception@waddellphillips.ca 647-261-4486 or 1-888-684-5545 (toll-free)	Klein & Schonblum, Associates Barristers & Solicitors 2300 Yonge Street, Suite 2901 Toronto, Ontario M4P 1E4 glgi@ksalaw.com 416-480-0221
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This notice was approved by the Ontario Superior Court of Justice. It is a summary of the terms of the certification order. If there is a conflict between the provisions of this notice and the terms of the certification order, the certification order prevails.

Taxpayers: Did you participate in the GLGI* Tax Shelter?

Read this Notice about a Certified Class Action

*Global Learning Gifting Initiative, Tax Shelter Registration No. TS 070003

A Class Action has been certified against Global Learning Group Inc., its associated and affiliated companies, as well as professionals who provided advice or services to GLGI. The Class Action is for everyone who participated in the Global Learning Gifting Initiative charitable gifting arrangement between 2004 – 2014, except the defendants, related entities, employees and agents.

You will automatically be included in the Class Action if you meet the Class Definition, unless you take steps to exclude yourself.

The Class Action has also been settled against Denis Jobin and JDS Corporation in which they are producing documents and evidence. The action will continue to be prosecuted against all the remaining defendants.

To find out more about this Class Action or to speak to Class Counsel:

Waddell Phillips Professional Corporation
Barristers
36 Toronto Street, Suite 1120
Toronto ON M5C 2C5
reception@waddellphillips.ca
647-261-4486 or 1-888-684-5545 (toll-free)

Klein & Schonblum, Associates
Barristers & Solicitors
2300 Yonge Street, Suite 2901
Toronto, Ontario M4P 1E4
glgi@ksalaw.com
416-480-0221

To find out how to opt out, if you do not wish to participate in this Class Action, go to: www.classaction2.com/glgi.html or www.glgiclassaction.com, or email: glgi@classaction2.com.

SCHEDULE "B"

Court File No.: CV-17-583573-00CP

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

LYNN WINTERCORN, PETER NEWMAN, EMILY FLAMMINI and ALEX KEPIC

Plaintiffs

- and -

GLOBAL LEARNING GROUP INC.,
GLOBAL LEARNING TRUST SERVICES INC. as TRUSTEE OF GLOBAL LEARNING
TRUST (2004), ROBERT LEWIS, IDI STRATEGIES INC., JDS CORPORATION.,
ESCROWAGENT INC., JAMES PENTURN, RICHARD E. GLATT, DENIS JOBIN, ALLAN
BEACH, MORRIS KEPES & WINTERS LLP, FASKEN MARTINEAU DUMOULIN LLP,
CASSELS BROCK & BLACKWELL LLP, WISE, BLACKMAN LLP, EVANS & EVANS
INC., and MNP LLP

Defendants

Proceeding under the *Class Proceedings Act, 1992*

PLAINTIFFS' CERTIFICATION NOTICE PLAN

The plaintiffs' certification notice plan pursuant to s. 17 of the *Class Proceedings Act, 1992* is set out below.

1. There are 68,846 individuals who participated in the Gift Program. An estimated 200 Gift Program participants are excluded from the Class definition, leaving approximately 68,646 Class Members.
2. As part of their settlement with the Class, Denis Jobin and JDS Corporation have produced databases containing the names and last known contact information, including mailing addresses and in some cases, email addresses, for participants in the Gift Program from 2004 – 2010. These databases have been de-duplicated, and the names of any known individuals who are excluded from the Class have been deleted. In addition, the database will be purged of any emails associated with persons who are excluded from the Class. The identities and last known contact information of

approximately 37,000 Class Members has been obtained from the databases produced by Denis Jobin and JDS Corporation.

3. The identities of the other Class Members may be obtained from GLGI business records, including its database of participants in the Gift Program, a copy of which is in the possession of a former GLGI employee, Ryan Mitchell. An email address database of many class members may also be under the control of former GLGI employee Linda Scopazzi or of Tax Solutions Canada.

4. Class Counsel intend to obtain court orders to obtain production of the GLGI databases in the possession power or control of Ryan Mitchell, Linda Scopazzi and Tax Solutions Canada. ~~If the orders are granted, these databases will be used to provide notice to the last known address of Class Members listed on these databases who are not listed on the databases obtained from Denis Jobin and JDS Corporation.~~

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5. Class Counsel has retained CA2 Class Actions Administration Inc. to be the notice administrator, subject to receiving the court's approval for it to act in this role. The Short Form Notice of Certification and Settlement Approval will then be emailed, and where no valid email exists, mailed to those participants listed in the Jobin Database by CA2. ~~If further Class Member databases are produced by court order, then the Short Form Notice will also be emailed or mailed by CA2 to those Class Members not listed in the Jobin Database.~~

B6

6. The Notices will be translated into French. Both French and English notices will be mailed and/or emailed to addresses in Quebec and New Brunswick.

7. Waddell Phillips has a dedicated page on its website for this class action, on which is posted current information and key documents about this class action. The short form and long form Notice of Certification and Settlement Approval will be posted on this webpage, in both official languages, along with a narrative explaining about the status of the class action, and an explanation about the status of the overlapping Saskatchewan action, *Piett v GLGI et al.* The URL www.glgiclassaction.com redirects to this webpage.

8. Class Counsel's website includes a confidential portal through which Class Members can send messages directly to Class Counsel. Class Members can also email Class Counsel directly. Class Counsel also has a toll-free number available for Class Members to contact them by telephone. Class Counsel has, and will continue to promptly return all communications from Class members, and will provide copies of the Notices or other court documents to any Class Members who request hard copies.
9. Class Counsel has prepared and will continue to maintain a database of Class members who have contacted them and who wish to receive updates regarding the proceeding, including their name, address, telephone number, email address. A copy of the short form Notice will be sent directly to these Class Members by email or mail if email is not available.
10. Class Counsel will publish a national press release in English and in French on Cision (Canada Newswire) advising of the certification of the action as a class proceeding, and include a link to both Class Counsel's and the Notice Administrator's websites.
11. CA2 will publish the Condensed Notice in the Globe and Mail, and in regional newspapers in Quebec (Le Journal) and Saskatchewan (Regina and Saskatoon), and as an advertisement online through PostmediaSolutions in all its national and community-based media.
12. CA2 will arrange for publication of a targeted advertisement on Facebook containing the Condensed Notice.
13. Class Counsel will post the short-form Notice to their LinkedIn and Twitter accounts.

LYNN WINTERCORN et al.
Plaintiffs

-and-

GLOBAL LEARNING GROUP INC. et al.
Defendants

Court File No. CV-17-583573-00CP

ONTARIO
SUPERIOR COURT OF JUSTICE
PROCEEDING COMMENCED AT TORONTO

ORDER

WADDELL PHILLIPS
PROFESSIONAL CORPORATION

Barristers
Suite 1120, 36 Toronto Street
Toronto, ON M5C 2C5

Margaret L. Waddell LSO #: 29860U
marg@waddellphillips.ca
Tel: 416-477-6979
Fax: 416-477-1657

KLEIN & SCHONBLUM ASSOCIATES
2300 YONGE STREET, SUITE 2901
TORONTO, ON M4P 1E4
Tel: 416-480-0221
Fax: 416-480-0017

David Fogel LSO# 58572A
dfogel@lmklawyers.com

Lawyers for the Plaintiffs