

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

**IN THE MATTER FO THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGEMENT OF
NORTEL NETWORKS CORPORATION, NORTEL NETWORKS LIMITED,
NORTEL NETWORKS GLOBAL CORPORATION, NORTEL NETWORKS
INTERNATIONAL CORPORATION AND NORTEL NETWORKS
TECHNOLOGY CORPORATION**

AFFIDAVIT OF DIANE A. URQUHART

I, DIANE A. URQUHART, of the City of Mississauga, in the Province of Ontario,
SOLEMNLY AFFIRM AS FOLLOWS:

INTRODUCTION

1. I submit this affidavit on behalf of certain dissenting LTD Beneficiaries to object to the February 8, 2010 Settlement Agreement. The Settlement Agreement provides limited benefits to the LTD Beneficiaries when measured against the significant rights that would be extinguished if the Settlement Agreement is approved.

2. Specifically, while the proposed settlement offers disability income, as well as medical, dental and life benefits beyond March 31, 2010 until the end of 2010, in exchange for this nine month continuation of benefits, the LTD Beneficiaries are being asked to concede legal rights related to a massive funding shortfall in excess of \$100

million in the HWT and the treatment of HWT Claims that will affect their quality of life beyond 2010 until they reach age 65.

3. Unless otherwise defined herein, capitalized terms shall have the meanings given to them in the Settlement Agreement dated February 8, 2010, and recent reports of the Monitor as set out in Schedule "A" to the Affidavit of Elena King sworn February 18, 2010 (the "King Affidavit").

QUALIFICATIONS

4. I hold a Masters degree in Econometrics and Monetary Economics from the University of Toronto, together with an undergraduate Bachelor of Economics and Mathematics from McMaster University.

5. I have extensive senior executive management and technical work experience in the Canadian banking and securities industry within the fields of financial analysis, investment strategy and investment portfolio management.

6. My work experience includes my role as Managing Director of Research and Institutional Equities at Burns Fry, a predecessor company of BMO Nesbitt Burns. While there, I was also Chair of the Investment Strategy Committee, was a Top Rated Financial Services Analyst, and co-led the operations of 175 research, sales and trading personnel in Canada, the United States, Europe and Asia.

7. I subsequently held the position of Managing Director of Equity Research and Investment Strategy at Scotia Capital, the securities dealer subsidiary of the Bank of

Nova Scotia. While at Scotia Capital, I lead a team of 62 people, including 27 strategic, fundamental and quantitative analysts. I was a member of Scotia Capital's Executive Committee, Chair of the Investment Strategy Committee and key spokesperson for Scotia Capital. I presently serve on the Investment Committee of the United Church of Canada Pension Plan, which manages assets of approximately \$1 billion.

8. I also act as a pro bono financial consultant for the National Pensioners and Seniors Citizens Federation and the United Senior Citizens of Ontario in relation to flawed investment products sold to seniors.

9. I have provided witness testimony to government parliamentary committees on securities regulation and securities crime policing issues involving the RCMP, the OSC and other provincial securities regulators and investment industry Self-Regulatory Organizations.

10. I was appointed in April 15, 2008 by the Honourable Justice Colin Campbell of the Ontario Superior Court of Justice as financial analyst expert under the Representative Counsel Order for the Ad Hoc Committee of Retail Asset Backed Commercial Paper ("ABCP") Owners, in regards to the *ABCP Companies' Creditors Arrangement Act* ("CCAA") proceedings supervised by Mr. Justice Campbell. That CCAA proceeding involved complex financial contracts valued at a total of CDN\$32 billion and a large numbers of small investors, pension funds, corporations and governments.

11. I attach a copy of my *curriculum vitae* as Exhibit "A" to my affidavit.

12. I have been following these proceedings since the Applicants were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended ("CCAA") on January 14, 2009. I documented my observations about Nortel's activities leading up to and during the CCAA proceedings in an independent research report I published on January 4, 2010, which I attach hereto as Exhibit "B".

13. Further, I appeared as an expert witness on bankruptcies and employee benefits and the Nortel situation before the House of Commons Finance Committee on June 19, 2009 and before the Senate National Finance Committee on October 21, 2009.

THE FEBRUARY 8, 2010 AGREEMENT

14. On February 8, 2010, the Applicants, the Monitor, the Former Employees' Representatives, the LTD Representative, the Settlement Representative Counsel and the CAW (the "Settlement Parties") executed a settlement agreement, principally involving matters related to the Nortel's Pension Plans, the HWT and employment related issues.

15. As it relates to LTD Beneficiaries, the Settlement Agreement contemplates the following:

- a) ***Long Term Disability Income Benefits.*** The Applicants will continue to pay income benefits to LTD Beneficiaries from the Applicants' funds until December 31, 2010;

- b) **Medical, Dental and Life Insurance Benefits.** The Applicants will continue to pay medical, dental and life insurance benefits to LTD Beneficiaries until December 31, 2010 from the Applicants' funds;
- c) **Treatment of HWT Claims¹.** HWT Claims related to the funding deficit in the HWT or any HWT related claims in these proceedings or in any other proceedings shall not advance, assert or make any claim that any HWT Claims are entitled to any priority or preferential treatment over unsecured claims, or are the subject of a constructive trust or trust of any nature or kind in respect of the property and assets of Nortel or any Nortel entity, and such claims, to the extent allowed against Nortel pursuant to any claims adjudication procedure established in these proceedings, shall rank as ordinary unsecured claims on a *pari passu* basis with the claims of the ordinary unsecured creditors of Nortel;
- d) **Release of HWT Claims.** Broad releases are provided in favour of the Releasees (including the trustee of the HWT, as well as all members of the Pension Plans' committees) in respect of any claims related to the HWT, including without limitation, the administration of the HWT, the funding of the HWT, any obligation to contribute to the HWT and the investment of the HWT assets. Limited exceptions are provided with respect to claims against directors of Nortel referred to in subsection 5.1(2) of the

¹ As defined in the King Affidavit at paragraph 19(h).

CCAA or with respect to fraud on the part of any Releasee, with respect to that Releasee only;

- e) **Release related to priority of HWT Claims.** Additional releases are provided in respect of claims that the HWT Claims rank as a preferential or priority claims over the claims of ordinary unsecured creditors of Nortel;
- f) **Fees and expenses to be paid from the HWT.** Where the HWT trust agreement provides that the Applicants will pay the fees or expenses related to the HWT, the Settlement Agreement provides that any fees or expenses incurred in connection with any dispute or litigation among the beneficiaries of the HWT concerning entitlement shall be paid out of the HWT corpus.

16. Pursuant to the Thirty-Ninth Report of the Monitor, the estimated benefits to the LTD Beneficiaries are as follows:

Payment	Approximate Amount
LTD Income	\$12.2 million
LTD M&D and LTD Life	\$3.0 million
Total:	\$15.2 million

17. However, based on my analysis, the incremental value of the benefits offered through the Settlement Agreement to the LTD Beneficiaries is not the cash flow received

of \$15.2 million, but rather, a lesser amount which I estimate to be \$12.3 million based on a recovery of 15% from the Nortel Canadian Estate (as defined below). This lower amount arises due to the fact that LTD Beneficiaries will be making creditor claims upon the liquidation of Nortel in all events. Attached hereto as Exhibit "C" and "D" are tables which provide my analysis of the incremental value of the Settlement Agreement to the LTD Beneficiaries.

UNFAIRNESS OF THE FEBRUARY 8, 2010 AGREEMENT

18. For the reasons set out below, I do not believe that the benefits provided to the LTD Beneficiaries under the Settlement Agreement are significant or meaningful in light of the massive funding shortfall in the HWT of in excess of \$100 million.

19. In reaching the conclusion that the Settlement Agreement is grossly unfair and prejudicial as it relates to the LTD Beneficiaries, I have considered the likely recovery of LTD Beneficiaries from the corpus of the HWT and the Canadian Nortel liquidation (the "Nortel Canadian Estate"). As discussed herein, it is my opinion that the anticipated recovery for LTD Beneficiaries through this Agreement and from the contemplated dissolution of the HWT, as well as from the Nortel Estate, is 39% of the disclosed actuarial liability (without including an estimate for pension accruals to age 65). The 39% estimated recovery from the three anticipated settlement sources are broken down in Exhibit C as follows: 11% from the Settlement Agreement; 17% from the HWT wind-up; and 11% from the Nortel Canadian Estate. As I discuss below, beyond the 28% from the first two sources, the potential recovery from the Nortel Canadian Estate is extremely uncertain.

The HWT is massively underfunded in breach of Nortel's trust obligations

20. Although the Settlement Agreement does not provide for the distribution of the HWT, the financial information **very recently** disclosed by the Monitor shows that the HWT is massively underfunded. Specifically, the financial statement for the HWT attached to the Monitor's Thirty Ninth Report dated **February 18, 2010**, disclosed that the net assets of the HWT available for benefit payments at December 31, 2008 were approximately \$123.3 million, of which approximately \$37.1 million represents an amount "DUE FROM SPONSORING COMPANY". I attach hereto as Exhibit "E" a table summarizing the HWT's balance sheet.

21. The \$37.1 million HWT loan to Nortel to record amounts owed to the HWT for or cash taken out of the HWT in the past. I say so because the HWT loan to Nortel is unlikely to be in respect of an unfunded liability for the required employer contributions into the HWT for the "Funded Employee Benefit Plans," that were not made because the loan amount is too small for this to be the reason for the loan. The HWT was a vehicle for two purposes: (1) to receive employer contributions to fund the seven present and future employee benefit claims prescribed in the "Funded Employee Benefit Plans" (as set out in Exhibit "F" attached hereto); and, (2) to receive the employer contributions to fund the annual claims submitted by pensioners and employees under the "Pay As You Go Benefit Plans". There is no logic for a loan to have been booked for some of the required employer contributions not being made for the "Funded Employee Benefit Plans" while other required employer contributions not being made for these Plans has no book entry in the form of a loan to the HWT. The \$37.1 million HWT loan to Nortel is

just 16% of the \$231 million difference or unfunded amount between the \$318 million actuarial liabilities owed as at December 31, 2008 for the seven employee benefit types shown in Exhibit "F" and the amount of assets in the HWT of \$86 million as at December 31, 2008, excluding this loan to Nortel. If the loan was a book-keeping entry for all the required employer contributions not paid into the "Funded Employee Benefit Plans" then the amount of this loan should be closer to \$231 million, on the premise that the HWT is unlikely to have a shortage of assets at December 31, 2008 due to severe market value corrections. The HWT assets are disclosed in the balance sheet shown at Exhibit "E" to be all fixed income and not equities.

22. As a result, the \$37.1 million HWT loan to Nortel is likely to be a loan for cash taken from the HWT in the past to pay for the "Pay As You Go Employee Benefit Plans" for which Nortel did not make an annual contribution to fund annual claims being submitted under the "Pay As You Go Employee Benefit Plans." The "Pay As You Go Employee Benefit Plans" included the Pensioners Medical and Dental Benefits, the LTD Employees' Medical, Dental and Life Benefits and the Survivor Transitional Benefit. If one takes the Settlement Agreement payments shown in Exhibit "G" attached hereto as a guide to what one year of claims for "Pay As You Go Employee Benefit Plans," the annual amount runs at \$39 million (excluding the Settlement Agreement payments for Long Term Disability Income, Short Term Disability Income and Terminated Employees Partial Severance Payment.) The HWT loan to Nortel appears therefore to be a loan that was effectively made from the assets belonging to the LTD Beneficiaries and survivors of deceased Nortel employees, whose loan proceeds were used for the benefit of one year of

Pensioners Medical and Dental Benefits, the Survivor Transitional Benefit, and other "Pay As You Go Benefits".

23. Of the \$123.3 million in assets, approximately \$30.7 million is allocated for the benefit of LTD Beneficiaries. However, an Actuarial Report for the period ending December 31, 2008 prepared by Mercer that was provided in the Monitors Thirty Ninth Report discloses the actuarial liability owed to the LTD Beneficiaries of approximately \$134.6 million. This information became available to the LTD Beneficiaries with the release of the Thirty Ninth Report on February 18, 2010. Of this actuarial liability, \$104.6 million is estimated for LTD replacement income payments and \$30.0 million is for life, medical and dental benefits. Pension accruals for the long term disabled until age 65 is not in this actuarial estimate. A summary of the actuarial estimate is attached at Exhibit "F".

24. On February 26, 2010, a Mercer's Actuarial Report for the period ending December 31, 2009 dated February 23, 2010 was released in the Supplement to the Thirty Ninth Report of the Monitor. The actuarial liability in respect of LTD Beneficiaries for the period ending December 31, 2009 is \$131.6 million, down slightly from the previous year. The new actuarial liability for LTD replacement income was increased to \$105.6 million, while the actuarial liability for the LTD Beneficiaries' medical, dental and life benefits was reduced to \$26.0 million.

25. In my analysis in this affidavit, I have used the \$134.6 million actuarial liability contained in the Mercer report for the period ending December 31, 2008 and not the actuarial liability contained in the more recent Mercer report because the 2009 financial

statements for the HWT have not been released and the ratios of assets to actuarial liabilities that I present in this report should be done on the same year of data for the HWT assets and for the actuarial liabilities of the employee benefits funded by the assets in the HWT.

26. Regardless of which of the two figures and reports are used, it is evident that there is a massive shortfall in the HWT of an amount very likely in excess of \$100 million, a revelation only recently disclosed to LTD Beneficiaries.²

27. The Nortel employer contributions into the HWT in 2007 and 2008 were nominal and grossly inadequate at a time when the HWT was seriously underfunded. Attached as Exhibit "H" is a table summarizing the Statement of Changes in Net Assets Available for Benefits which discloses \$223,000 paid in 2007 and \$173,000 paid in 2008. These amounts compare to benefits claims paid of \$20 million in 2007 and \$21 million in 2008.

28. To the best of my knowledge based on my review of filings in these proceedings and from my discussions with several dissenting LTD Beneficiaries, the LTD Beneficiaries were not aware of the fact that Nortel was not making employer contributions into the HWT for the LTD Benefit Plan for many years prior to filing for court protection in January 2009 and the magnitude of the funding shortfall prior to the release of the Thirty Ninth Report.

² In using the figures contained in the Mercer report, I am not providing an opinion as to the adequacy of the report. The actual prospective recovery by LTD Beneficiaries would be lower if the Mercer report understated the actuarial liabilities and was not prepared in accordance with "sound actuarial principles".

29. In fact, prior to the release of the Monitor's Thirty Ninth Report, court filings suggested that the HWT was in "surplus". For example, the Monitor's Pre-Filing Report stated that the funding payments into the HWT would be suspended post bankruptcy filing as "it is forecast that the H & WT has sufficient surplus assets to sustain itself during the forecast period." Further, the Thirty Third Report of the Monitor states: "funding continues in the ordinary course for the H & W Trust." The Thirty Fifth Report of the Monitor further states: "funding continues in the ordinary course for the H&WT."

30. Based on my review of the HWT trustee agreement dated January 1, 1980 and the amended agreement dated June 1, 1994 (as well as trustee transfer agreements dated September 24, 1984 and December 1, 2005), I believe Nortel breached its obligations to make "Employer's contributions to the Trust Fund in amounts sufficient to pay any claims which may be asserted against the Trust Fund as a result of the administration of the Health and Welfare Plan, and as may otherwise be required from time to time for the purpose of the Health and Welfare Plan, as determined by the Trustee **on a sound actuarial basis.**" (emphasis added) other provisions make clear that Nortel was required to contribute amounts sufficient to pay all future benefits and claims. I attach hereto as Exhibits "I", "J", "K" and "L" the four trustee agreements noted above. These agreements were released in the Thirty Second Report of the Monitor on November 18, 2009.

Anticipated recovery by the LTD Beneficiaries from the HWT

31. Assuming a subsequent dissolution of the HWT generally in accordance with Nortel's reserve allocation, LTD Beneficiaries are poised to receive only 23% of the total

estimated actuarial liabilities (excluding pension accruals to age 65). This calculated ratio may, in fact, be somewhat overstated than any subsequent cash settlement from the HWT given that 30% of the stated assets of the HWT relate to a loan to Nortel.

32. While counsel for the dissenting LTD Beneficiaries take the position that this loan should have priority over any other unsecured claims, there is no guarantee that the loan will not become seriously compromised during the liquidation process thereby reducing the amounts LTD Beneficiaries might expect to recover from a winding down of the HWT. As a result, there is no certainty that LTD Beneficiaries would even recover the \$30.7 million Nortel has reserved for LTD related benefits. In my analysis at Exhibits "C" and "F", I have assumed that the loan will be compromised and that the actual recovery from the HWT would be just 17% of the LTD Beneficiaries' actuarial liabilities or \$23 million.

33. Further, there is additional risk to the LTD Beneficiaries as to the ability to realize full value of the HWT's stated assets beyond uncertainty related to the loan to Nortel. As part of its investments, the HWT appears to own \$19.0 million of U.S. auction rate securities that represent 15% of the trust's net assets. Auction rate securities are toxic credit securities that broke down in the financial crisis. These auction rate securities were the subject of U.S. SEC and State Securities Regulators' order for investment banks to repurchase with cash over \$60 billion of auction rate securities owned by retail investors and small institutions. The U.S. SEC Form 10K for the Year Ended December 31, 2008 (at page 136) describes a settlement reached with the investment bank that sold the HWT these auction rate securities, which has the outcome of the HWT not losing any money on

this investment. The original par value of total auction rate securities owned was \$28 million and this has been reduced to the December 31, 2008 par value of \$19 million. There is no disclosure on whether there was a realized loss taken relating to the reduction in the auction rate securities position from \$28 million to \$19 million. I attach as Exhibit "M" an excerpt from the SEC Form 10K for the Year Ended December 31, 2008.

34. The risk to LTD Beneficiaries of a low recovery from the HWT is further evidenced by the significant decrease in the LTD Beneficiaries' reserve asset allocation in 2008. As provided in the HWT financial statement for the period ending December 31, 2008 (attached as an exhibit the Thirty Ninth Report of the Monitor), the Market Value of Reserved Assets allocated to the Long Term Replacement Income has declined to \$30.7 million as at December 31, 2008 from \$43.0 million as at December 31, 2007. The percentage decline of these LTD reserved assets is -28% during 2008, compared to a decline of total HWT net assets by only -9.2%. The rationale of the severe decline in reserve assets for the LTD Plan in 2008 is not given and this matter is very disturbing, as there has not been a material decline in the actuarial liabilities attributed to the LTD Beneficiaries' benefits and it is not clear that the reserve assets have been segmented for investment purposes. Did the reserve assets of the LTD plan bear a disproportionate burden of capital losses in 2008 or was there a change in reserve asset allocation to the LTD Plan to the benefit of another beneficiary group, such as the Pensioners' Insurance Plan. Given the stakes in issue, I believe the LTD Beneficiaries deserve answers to these questions.

Anticipated recovery by the LTD Beneficiaries from the Nortel Canadian Estate

35. While the LTD Beneficiaries may advance HWT Claims related to the HWT funding shortfall as part of the contemplated CCAA (or bankruptcy) process, I believe that if such claims are treated as having equal priority to the ordinary unsecured creditors any recovery from Nortel's Estate would be pennies on the dollar. Specifically, it is my opinion that the LTD Beneficiaries could reasonably expect a recovery from the Nortel Estate of only 15%.

36. My estimated recovery of \$0.15 per \$1.00 LTD Beneficiary creditor claim arises having regard to the following:

- a) the Nortel Canadian Estate having been depleted of its cash by Nortel's Canadian operating and restructuring costs since January 14, 2009;
- b) the \$348 million interim and final Canada Settlement Agreements being inadequate and likely to be much less than what the "U.S. to Canada Transfer Pricing Agreements" would have been, albeit no public disclosures have been made of these transfer pricing agreements;
- c) the \$75 million inter-company D.I.P. financing, now possibly being extended before this liquidation is complete;
- d) the now \$2.6 billion of pre-filing inter-company loans, including the new \$2.0 billion inter-company charge as part of the Nortel – U.S. IRS Settlement;

- e) the effort of the U.S. Unsecured Creditors' Committee and Ad Hoc Bond Holders Committee to have Canadians believe the Nortel Canada Estate is not entitled to the estimated \$2.9 billion of cash from operations on the Nortel balance sheet held outside of Canada; and,
- f) the efforts of these powerful U.S. players to prevent the Nortel Canadian Estate from receiving a large share of the lock box cash expected to exceed \$4 billion from Nortel's business sales.

37. Applying a Nortel Canadian Estate cash settlement ratio of 15% applicable to all unsecured creditors yields a projected cash settlement of \$14.5 million for LTD Beneficiaries. Exhibits "C" and "D" provide an analysis of the impact of the estimated recovery from Nortel's Canadian Estate for the LTD Beneficiaries.

SUMMARY

38. If this Settlement Agreement is approved, it is my opinion that LTD Beneficiaries will likely recover only 39% of their actual actuarial liabilities from the three settlement sources, and only 28% from the Settlement Agreement and the projected HWT wind up settlement. Having regard to the nature of the benefits in issue and the underlying breach of trust that resulted in the huge shortfall in the HWT, I believe that the rights given up under the Settlement Agreement far exceed any benefits provided to the LTD Beneficiaries.

39. In the table attached as Exhibit "N" hereto, I show the impact on a typical LTD Beneficiary using the expected HWT wind-up and the Nortel Canadian Estate recoveries. The average LTD Beneficiary had pre-disability income of about \$70,000 per year with his/her medical and dental costs paid by Nortel, then went on disability at 50% of this producing a combined annual CPP disability and Nortel disability income of \$35,000 with his/her medical and dental costs paid by Nortel. As a result, after the continuation of benefits cease on December 31, 2010, the typical LTD Beneficiary's income would decrease to \$15,838 per year on a net basis, including the \$13,272 of CPP disability, after now paying for his/her own medical and dental costs. This result would drive LTD Beneficiaries below the Statistics Canada poverty line measures.


40. With this background, I respond to the purported benefits of the Settlement Agreement.

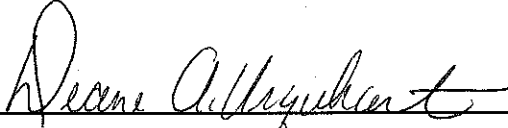
41. In terms of the continuation of benefits, the suggestion in the materials filed by the Monitor, Nortel and the Lawyers for the Former Employees and Disabled Employees is that LTD Income and retiree and LTD medical and dental benefits would have ended March 31, 2010. While I am aware of the Settlement Parties' position that the Canadian Funding Agreement did not provide for the continuation of LTD income and other benefits past March 31, 2010, I do not believe that it is fair to conclude that these benefits needed to end as of March 31, 2010 in the absence of the Settlement Agreement. My understanding is that the Court reserved the right to determine whether Nortel be required to fund these benefits beyond March 31, 2010.

42. In this regard, the Monitor has projected there will be available cash in the Nortel Canadian Estate of \$134 million on April 24, 2010 (See Thirty Fifth Report of the Monitor dated January 18, 2010). In addition, the Monitor's Thirty Fifth Report indicates that there is available cash in the Nortel global estate of \$2.3 billion as of January 2, 2010. Further, the Monitor has confirmed in its Thirty Ninth Report that the Applicants have sufficient funds to meet their payment obligations under the Settlement Agreement. The suggestion, therefore, that these benefits would have been cut off for certain absent this agreement because of a cash shortage is, in the circumstances, misleading.

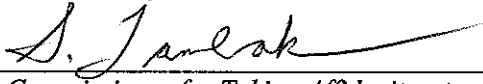
43. In summary, given the significant shortfall in the HWT and Nortel's apparent breach of trust, I believe the rights being compromised under the Settlement Agreement would cause serious prejudice to the LTD Beneficiaries.

44. I swear this affidavit to object to the Settlement Agreement and for other relief as contained in the dissenting LTD Beneficiaries' notice of motion, and for no other purpose.

AFFIRMED BEFORE ME at the)
City of Toronto, Province of Ontario)
this 1st day of March, 2010.)
)
A COMMISSIONER, ETC.)


DIANE A. URQUHART

This is Exhibit A referred to in the Affidavit of Diane Urquhart, sworn before me this 1st day of March, 2010.



A Commissioner for Taking Affidavits, etc.

Exhibit A

DIANE A. URQUHART

1486 Marshwood Place,
Mississauga, Ontario, L5J 4J6
Phone: (905) 822-7618
Cellular: (416) 505-4832
FAX: (905) 822-0041
E-mail: urquhart@rogers.com



PROFESSIONAL EXPERIENCE

Currently Independent financial analyst promoting better investor protection laws, enforcement and adjudication in Canada. Conduct research and prepare communications for federal and provincial legislators, the media, police forces, Canadian and U.S. securities and accounting regulators, and citizen associations, such as: the National Pensioners & Senior Citizens Federation (estimated 1,000,000 members), the United Senior Citizens of Ontario (300,000 members), and the KAIROS Social Ecumenical Initiative.

Financial expert for class action lawsuits and Companies' Creditors Arrangement Act court proceedings involving large numbers of small investors, pension funds and employees. Appointed financial advisor under the Representative Counsel Order for the Ad Hoc Committee of Retail ABCP Owners on April 15, 2008.

Equities representative on the United Church Investment Committee overseeing external investment management of over \$1 billion pension fund assets.

Manage family investments.

1999 to 2001 Senior Portfolio Manager and owner of investment counsellor registered with the Ontario Securities Commission.

Aug. 1994 - Scotia Capital Markets
Feb. 1998 Managing Director of Equity Research and Investment Strategist.
Lead a team of 62 people, including 27 strategic, fundamental and quantitative analysts, with the support of research associates, publishers, systems and communications personnel. Member of Executive Committee. Chairman of Investment Strategy Committee and key spokesperson for Scotia Capital Markets to the media and clients on retail and institutional investor issues. Helped build SCM institutional equities business by recruiting 62 people or 42% of sales, trading and research personnel.

Chaired Strategic Technology Task Force with representatives from 12 business divisions. Oversaw the design and implementation of new web-based analytical and

trading systems

Dec. 1984
- July 1994

Burns Fry Limited
Managing Director of Equities Research and Institutional Equities.
Co-led the daily operations of 175 research, sales and trading personnel in Canada's best reputational franchise for institutional equities and number one equity research operation. Chairman of Investment Strategy Committee and Institutional Equities Portfolio Committee and member of Investor Services Portfolio Committee. Member of BF Planning Committee and Retirement Committee, and trustee for Investor Services Wrap Accounts. Key responsibilities for equity research, sales and marketing, and equities system development. Managed both Canadian and U.S. research operations.

Financial Services Analyst, December 1984 to January 1991. Achieved number one non-bank financial services analyst position in Brendan Wood International Institutional Equities Survey.

Dec. 1980
-Nov. 1984

Toronto Stock Exchange
Director of Economics and Business Development
Supported various Canadian Exchange and Investment Dealers Association Committees, covering investment taxation, registered retirement plans and other areas affecting the integrity and effectiveness of the capital markets.

May 1977
-July 1980

City Of Toronto, Planning and Development
Real Estate Economist

EDUCATION & PROFESSIONAL ASSOCIATIONS

Current
- Feb. 1992
March 1991
Feb. 1981

Member of CFA Institute and Toronto CFA Society
Section 16 Supervisory Analyst Examination, New York Stock Exchange
Partners, Directors and Senior Officers Examination, Canadian Securities Institute
Canadian Securities Course and Registered Representative Examination Canadian Securities Institute

Sept. 1976
-May 1977
Sept. 1972
-May 1976

M.A. in Economics, University of Toronto,
Econometrics and Monetary Economics
Honours B.A. in Economics and Mathematics,
McMaster University, Hamilton

SCHOLARSHIPS AND AWARDS

Canada Council Special M.A. Scholarship 1976-1977; Hurd Medal For Honours Economics and Kenneth W. Taylor Book Prize For Top Standing in Economics 1976; Dr. Thomas Hobley Prize For Top Standing in Economics or Political Science 1975; C.U.N.A. Mutual Insurance Society Scholarship For Top Standing in Honours Economics and Math or Commerce 1974-1975; Senate Scholarships For Academic Proficiency 1973-1975; Lloyd Memorial Scholarship For Science 1972-1976; and, Ontario Scholarship-Grade XIII Pelham High School 1972.