

**NOTICE OF SETTLEMENT OF CLASS ACTION
REGARDING BANYAN TREE FOUNDATION
LEVERAGED CHARITABLE DONATION PROGRAM**

Read this notice carefully as it may affect your legal rights.

PURPOSE OF THIS NOTICE

This notice is to all individuals who participated in the Banyan Tree Gift Program for the taxation years 2003, 2004, 2005, 2006 and 2007.

In 2008, the plaintiffs commenced a proposed class proceeding against Rochester Financial Limited, Promittere Capital Group Inc., Promittere Asset Management Inc., Banyan Tree Foundation and Fraser Milner Casgrain LLP, in the Ontario Superior Court of Justice, Court File No. 08-CV-349792.

On January 19, 2010, the Ontario Superior Court of Justice certified this action as a class proceeding.

On January 17, 2012, the Ontario Superior Court of Justice approved settlement of this action as set-out below.

TERMS OF PROPOSED SETTLEMENT

The Court has issued a declaration that all loan agreements and promissory notes signed by Class Members in favour of Rochester Financial Limited are unenforceable by Rochester, its successors or assigns.

The defendants have established a Settlement Fund of \$11,000,000.00. Each Class Member will be paid a portion of the Settlement Fund on a *pro-rata* basis in accordance with the amount of the charitable donation tax receipts issued to Class Members in connection with participation in the Banyan Tree Foundation Gift Program.

Class Counsel legal costs as well as costs of the Administrator will be paid from the \$11,000,000.00 Settlement Fund.

Class Members will receive a brief written explanation as to the amount proposed to be paid to him/her and will be deemed to accept such amount in full and final satisfaction of all claims without further recourse or remedy, absent written objection received by the Administrator within 30 days.

OPTING-IN/OPTING-OUT

Individuals who previously opted-out of the proceeding shall be entitled to opt back into the proceeding and participate in the settlement. In order to do so, an Opt-In Form must be completed and forwarded to the Opt-Out Administrator on or before **March 30, 2012.**

A number of individuals had earlier opted-out of the action, but those opt-outs were declared invalid by Court Order dated September 17, 2010. Those individuals were to receive a new notice and opt-out form referenced in the Order. Those individuals who did not receive the new notice or opt-out form, and only those individuals, are entitled to opt-out of the proceeding. In order to do so, an Opt-Out Form must be completed and sent to the Opt-Out Administrator on or before **March 30, 2012.**

ADDITIONAL INFORMATION

Questions for Class Counsel should be directed in writing or telephone to:

SCARFONE HAWKINS LLP

Barristers & Solicitors
One James Street South, 14th Floor
P.O. Box 926, Depot #1
Hamilton, Ontario
L8N 3P9

ATTENTION: DAVID THOMPSON/MATTHEW G. MOLOCI

Tel: 905.526.4394
Fax: 905.523.5878
E-mail: banyanclassaction@shlaw.ca

Full information regarding the settlement and copies of all forms can be found at www.classactionlaw.ca.

**THIS NOTICE HAS BEEN APPROVED BY THE ONTARIO SUPERIOR COURT OF JUSTICE.
QUESTIONS ABOUT THIS NOTICE SHOULD NOT BE DIRECTED TO THE COURT.**