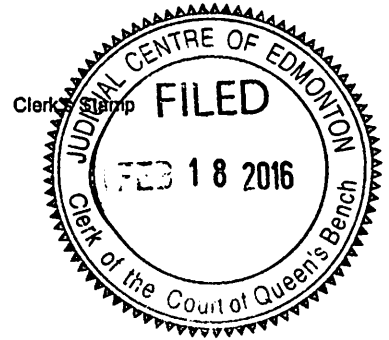


COURT FILE NUMBER 1203-18531
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
PLAINTIFF(S) MACARONIES HAIR CLUB AND LASER CENTER INC., OPERATING AS FUZE SALON
DEFENDANT(S) BOFA CANADA BANK, BANK OF MONTREAL, BANK OF NOVA SCOTIA, CANADIAN IMPERIAL BANK OF COMMERCE, CAPITAL ONE BANK (CANADA BRANCH), CITIGROUP INC., FEDERATION DES CAISSES DESJARDINS DU QUEBEC, MASTERCARD INTERNATIONAL INCORPORATED, NATIONAL BANK OF CANADA INC., ROYAL BANK OF CANADA, TORONTO-DOMINION BANK and VISA CANADA COPORATION
Brought pursuant to the *Class Proceedings Act*, SA 2004 c C-16.5



DOCUMENT ORDER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

BRANCH MACMASTER LLP
Ward K. Branch, QC
1410 – 777 Hornby Street
Vancouver, BC V6Z 1S4
Telephone: (604) 654-2999
Facsimile: (604) 684-3429

AND

CAMP FIORANTE MATTHEWS MOGERMAN LLP
Reidar Mogerman
400 – 856 Homer Street
Vancouver, BC V6B 2W5
Telephone: (604) 689-7555
Facsimile (604) 689-7554

DATE ON WHICH ORDER WAS PRONOUNCED: February 10, 2016

LOCATION OF HEARING OR TRIAL: Edmonton, Alberta

NAME OF MASTER/JUDGE WHO MADE THIS ORDER: Associate Chief Justice Rooke

ON THE APPLICATION of the Plaintiff, Macaronies Hair Club and Laser Center Inc., operating as Fuze Salon ("Macaronies"), without a hearing; and on reading the pleadings and materials filed, and on being advised that the Plaintiff and others have entered into an agreement with Fédération des caisses Desjardins du Québec (the "Settling Defendant"), dated December 23, 2015 (the "Desjardins Settlement Agreement"); and on being advised that the Plaintiff and the Settling Defendant consent to this Order; and on being advised that the Non-Settling Defendants take no position on this Order;

THIS COURT ORDERS that:

1. Except to the extent that they are modified by this Order, the definitions set out in the Desjardins Settlement Agreement, apply to and are incorporated into this Order;
2. The within proceeding (the "Alberta Proceeding") is certified as a class proceeding only as against the Settling Defendant, for settlement purposes only;
3. The "Alberta MasterCard Settlement Class" is defined as:

All Alberta resident persons who, during the Class Period, accepted payments for the supply of goods or services by way of MasterCard Credit Cards pursuant to the terms of Merchant Agreements, except the Excluded Persons;
4. The "Alberta Visa Settlement Class" is defined as:

All Alberta resident persons who, during the Class Period, accepted payments for the supply of goods or services by way of Visa Credit Cards pursuant to the terms of Merchant Agreements, except the Excluded Persons;
5. The Alberta MasterCard Settlement Class and the Alberta Visa Settlement Class are referred to collectively as the "Alberta Settlement Class";
6. Macaronies is appointed as the representative plaintiff for the Alberta MasterCard Settlement Class and the Alberta Visa Settlement Class;
7. The Alberta Proceeding is certified on the basis that the following issue is common to the Alberta Settlement Class:

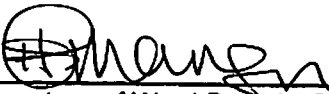
Did the Settling Defendant conspire with others to fix, maintain, increase or control Merchant Discount Fees and/or Interchange Fees paid by merchants who accepted payment by Visa Credit Card and/or MasterCard Credit Cards in Canada during the Class Period?

8. The period to opt-out of the Alberta Proceeding has already expired pursuant to this Court's order pronounced August 17, 2015. Any member of the Alberta Settlement Class who has validly opted-out of the Alberta Proceeding is not bound by the Desjardins Settlement Agreement, and will not be entitled to receive any share of benefits payable in connection with the Desjardins Settlement Agreement;
9. Any member of the Alberta Settlement Class who has not validly opted-out of the Alberta Proceeding is bound by this Order and the Desjardins Settlement Agreement, and will not be entitled to opt-out of the continuing action as against the Non-Settling Defendants;
10. This Order is binding upon each member of the Alberta Settlement Class who has not validly opted out of the Alberta Proceeding, including those persons who are minors or mentally incapable;
11. The form of the Pre-Approval Notice is hereby approved substantially in the form attached hereto as **Schedule "A"**;
12. The plan of dissemination for the Pre-Approval Notice (the "Plan of Dissemination") is hereby approved in the form attached hereto as **Schedule "B"**;
13. The Pre-Approval Notice shall be disseminated in accordance with the Plan of Dissemination approved as part of this Order and by any other additional means as may be ordered by any of the other Courts in the Canadian Proceedings; and
14. This Order, including without limiting the generality of the foregoing, the certification of the Alberta Proceeding against the Settling Defendant and the definitions of Alberta Settlement Class, Class Period and Common Issue, is without prejudice to any position a Non-Settling Defendant may take in this or any other proceeding on any issue, including the issue of whether the Alberta Proceeding should be certified as a class proceeding as against the Non-Settling Defendants. For greater certainty, this Order, the Court's reasons in support of this Order and the certification of the Alberta Proceeding against the Settling Defendant for settlement purposes only are not binding on and shall have no effect on the continuing prosecution of the Alberta Proceeding or any other proceeding as against the Non-Settling Defendants.

15. This Order may be executed in counterpart, electronically or by facsimile.

Associate Chief Justice J.D. Rooke

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Signature of Ward Branch, Q.C.
Counsel for the Plaintiff

Signature of Vincent de l'Étoile
Counsel for Fédération des caisses
Desjardins du Québec



Signature of *Bank of Montreal* WDR
Counsel for ~~BMO~~ Financial Group
William David Rankin

Signature of
Counsel for Bank of Nova Scotia

Signature of
Counsel for Canadian Imperial Bank of Commerce

Signature of
Counsel for National Bank of Canada Inc.

Signature of
Counsel for Royal Bank of Canada

Signature of
Counsel for Toronto-Dominion Bank

Signature of
Counsel for Visa Canada Corporation

Signature of
Counsel for MasterCard International Incorporated

15. This Order may be executed in counterpart, electronically or by facsimile.

Associate Chief Justice J.D. Rooke

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Ward Branch, Q.C.
Counsel for the Plaintiff

Signature of Vincent de l'Étoile
Counsel for Fédération des caisses
Desjardins du Québec

Signature of
Counsel for BMO Financial Group

Signature of
Counsel for Bank of Nova Scotia

Signature of
Counsel for Canadian Imperial Bank of Commerce

Signature of
Counsel for National Bank of Canada Inc.

Signature of
Counsel for Royal Bank of Canada

Signature of
Counsel for Toronto-Dominion Bank

Signature of
Counsel for Visa Canada Corporation

Signature of
Counsel for MasterCard International Incorporated

15. This Order may be executed in counterpart, electronically or by facsimile.

Associate Chief Justice J.D. Rooke

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Ward Branch, Q.C.
Counsel for the Plaintiff

Signature of Vincent de l'Étoile
Counsel for Fédération des caisses
Desjardins du Québec

Signature of
Counsel for BMO Financial Group



Signature of
Counsel for Bank of Nova Scotia

Signature of
Counsel for Canadian Imperial Bank of Commerce

Signature of
Counsel for National Bank of Canada Inc.

Signature of
Counsel for Royal Bank of Canada

Signature of
Counsel for Toronto-Dominion Bank

Signature of
Counsel for Visa Canada Corporation

Signature of
Counsel for MasterCard International Incorporated

15. This Order may be executed in counterpart, electronically or by facsimile.

Associate Chief Justice J.D. Rooke

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Ward Branch, Q.C.
Counsel for the Plaintiff

Signature of Vincent de l'Étoile
Counsel for Fédération des caisses
Desjardins du Québec

Signature of
Counsel for BMO Financial Group



Signature of
Counsel for Bank of Nova Scotia

Signature of
Counsel for Canadian Imperial Bank of Commerce

Signature of
Counsel for National Bank of Canada Inc.

Signature of
Counsel for Royal Bank of Canada

Signature of
Counsel for Toronto-Dominion Bank

Signature of
Counsel for Visa Canada Corporation

Signature of
Counsel for MasterCard International Incorporated

15. This Order may be executed in counterpart, electronically or by facsimile.

Associate Chief Justice J.D. Rooke

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Ward Branch, Q.C.
Counsel for the Plaintiff

Signature of Vincent de l'Étoile
Counsel for Fédération des caisses
Desjardins du Québec

Signature of
Counsel for BMO Financial Group

Signature of
Counsel for Bank of Nova Scotia

Signature of
Counsel for Canadian Imperial Bank of Commerce

Signature of
Counsel for National Bank of Canada Inc.


Signature of
Counsel for Royal Bank of Canada

Signature of
Counsel for Toronto-Dominion Bank

Signature of
Counsel for Visa Canada Corporation

Signature of
Counsel for MasterCard International Incorporated

15. This Order may be executed in counterpart, electronically or by facsimile.

Associate Chief Justice J.D. Rooke

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Ward Branch, Q.C.
Counsel for the Plaintiff

Signature of Vincent de l'Étoile
Counsel for Fédération des caisses
Desjardins du Québec

Signature of
Counsel for BMO Financial Group

Signature of
Counsel for Bank of Nova Scotia

Signature of
Counsel for Canadian Imperial Bank of Commerce



Signature of
Counsel for National Bank of Canada Inc.

Signature of
Counsel for Royal Bank of Canada

Signature of
Counsel for Toronto-Dominion Bank

Signature of
Counsel for Visa Canada Corporation

Signature of
Counsel for MasterCard International Incorporated

15. This Order may be executed in counterpart, electronically or by facsimile.

Associate Chief Justice J.D. Rooke

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Ward Branch, Q.C.
Counsel for the Plaintiff

Signature of Vincent de l'Étoile
Counsel for Fédération des caisses
Desjardins du Québec


Signature of
Counsel for BMO Financial Group

Signature of
Counsel for Bank of Nova Scotia

Signature of
Counsel for Canadian Imperial Bank of Commerce

Signature of
Counsel for National Bank of Canada Inc.

Signature of
Counsel for Royal Bank of Canada



Signature of
Counsel for Toronto-Dominion Bank

Signature of
Counsel for Visa Canada Corporation

Signature of
Counsel for MasterCard International Incorporated

15. This Order may be executed in counterpart, electronically or by facsimile.

Associate Chief Justice J.D. Rooke

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Ward Branch, Q.C.
Counsel for the Plaintiff

Signature of Vincent de l'Étoile
Counsel for Fédération des caisses
Desjardins du Québec

Signature of
Counsel for BMO Financial Group

Signature of
Counsel for Bank of Nova Scotia

Signature of
Counsel for Canadian Imperial Bank of Commerce

Signature of
Counsel for National Bank of Canada Inc.

Signature of
Counsel for Royal Bank of Canada

Signature of
Counsel for Toronto-Dominion Bank

Signature of
Counsel for Visa Canada Corporation

Signature of
Counsel for MasterCard International Incorporated

15. This Order may be executed in counterpart, electronically or by facsimile.

Associate Chief Justice J.D. Rooke

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Ward Branch, Q.C.
Counsel for the Plaintiff

Signature of Vincent de l'Étoile
Counsel for Fédération des caisses
Desjardins du Québec

Signature of
Counsel for BMO Financial Group

Signature of
Counsel for Bank of Nova Scotia

Signature of
Counsel for Canadian Imperial Bank of Commerce

Signature of
Counsel for National Bank of Canada Inc.

Signature of
Counsel for Royal Bank of Canada

Signature of
Counsel for Toronto-Dominion Bank

Signature of
Counsel for Visa Canada Corporation



for Signature of Jeffrey Simpson
Counsel for MasterCard International Incorporated