

SCHEDULE "V"

Agreement Between the Government of Canada and the Merchant Law Group Respecting the Verification of Legal Fees

The Government of Canada and the Merchant Law Group agree that in addition to the requirement to provide an affidavit as set out in Article ■ of the Agreement in Principle, the Merchant Law Group's fees shall be subject to the following verification process.

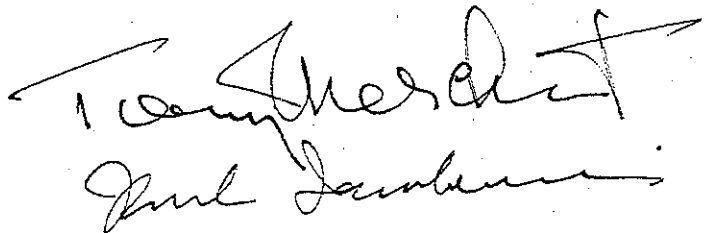
1) The Merchant Law Group's dockets, computer records of Work in Progress and any other evidence relevant to the Merchant Law Group's claim for legal fees shall be made available for review and verification by a firm to be chosen by the Federal Representative the Honourable Frank Iacobucci.

2) The Federal Representative shall review the material from the verification process and consult with the Merchant Law Group to satisfy himself that the amount of legal fees to be paid to the Merchant Law Group is reasonable and equitable taking into consideration the amounts and basis on which fees are being paid to other lawyers in respect of this settlement, including the payment of a 3 to 3.5 multiplier in respect of the time on class action files and the fact that the Merchant Law Group has incurred time on a combination of class action files and individual files.

3) If the Federal Representative is not satisfied as described in 2) above, he and the Merchant Law Group shall make all reasonable efforts to agree to another amount to be paid to the Merchant Law Group for legal fees.

4) If the Federal Representative and the Merchant Law Group cannot agree as described in 3) above, the amount to be paid to the Merchant Law Group for legal fees shall be determined through binding arbitration, but that amount shall in no event be more than \$40 million or less than \$25 million. The arbitration shall be by a single arbitrator who shall be a retired judge:

- (a) selected by the Federal Representative and the Merchant Law Group from a list comprising:
 - (i) John Major,
 - (ii) Peter Cory,
 - (iii) John Morden, or
 - (iv) Allan McEachern; and
- (b) if not so jointly chosen, then chosen by the Federal Representative in consultation with Tony Merchant and appointed in accordance with the Saskatchewan *Arbitration Act*, with the arbitration to take place in Saskatchewan.



November 20, 2005
Toronto, Ontario.