

ONTARIO  
SUPERIOR COURT OF JUSTICE

THE HONOURABLE ) FRIDAY, THE 8TH DAY  
MR. JUSTICE CULLITY ) OF SEPTEMBER, 2006

BETWEEN:

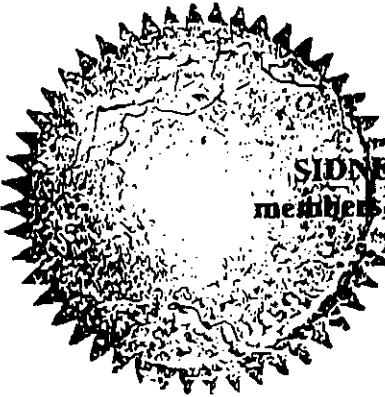
ING CANADA INC.

Applicant

- and -

SIDNEY HARRIS, on his own behalf and on behalf of certain  
members of the Pension Plan for Employees of ING Canada and its  
Affiliated Companies (formerly Wellington Plan)

Respondent



Proceeding under THE CLASS PROCEEDINGS ACT, 1992, S.O. 1992, c.6  
APPLICATION UNDER Rule 14.05(3) of the RULES OF CIVIL PROCEDURE

JUDGMENT

THIS MOTION, made by the applicant, for judgment pursuant to subsection 29(2) of the *Class Proceedings Act, 1992* (the "Act") approving the settlement of the within class proceeding, in accordance with the terms of the Surplus Sharing Agreement, was heard on September 8, 2006 at the Court House, 361 University Avenue, Toronto, Ontario.

ON READING the notice of motion and motion record returnable September 8, 2006, the responding motion record of the respondent, as well as the facts and authorities relied on by counsel.

**AND ON HEARING** the submissions of counsel for the applicant and counsel for the representative respondent, and no one appearing for the Trustee, RBC Dexia Investor Services Trust, and no objectors appearing.

1. **THIS COURT ORDERS AND ADJUDGES** that the proposed settlement of this application as particularized in the Surplus Sharing Agreement, which is annexed as Schedule "A" hereto is fair, reasonable, adequate, and in the best interests of the members of the class pursuant to section 29(2) of the *Class Proceedings Act*, and is hereby approved.

2. **THIS COURT FURTHER ORDERS AND ADJUDGES** that <sup>as between the parties,</sup> the applicant is entitled to the surplus in the Pension Plan for Employees of ING Canada and its Affiliated Companies (formerly Wellington Plan) (the "Plan") in accordance with the Surplus Sharing Agreement.

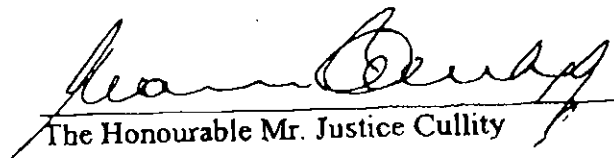
3. **THIS COURT FURTHER ORDERS AND ADJUDGES** that the Court shall supervise the implementation of the Surplus Sharing Agreement, the execution of this judgment, and the administration, operation of, and the distribution of the Surplus Sharing Agreement. Without limiting the generality of the foregoing, the Court may issue orders, in such form as are necessary, to implement and enforce the provisions of the Surplus Sharing Agreement and this judgment.

4. **THIS COURT FURTHER ORDERS AND ADJUDGES** that the Surplus Sharing Agreement shall be binding on the members of the Pension Plan for Employees of ING Canada and its Affiliated Companies (formerly Wellington Plan), as it has been amended from time to time, included in the partial wind up on June 30, 1990 ("Respondent Class"), and that



and void and of no further effect and be without prejudice to the rights of the parties to proceed with this application, and the Surplus Sharing Agreement shall be deemed in any subsequent proceedings to have been made without prejudice.

10. **THIS COURT FURTHER ORDERS AND ADJUDGES** that nothing in this judgment determines or alters the rights of any person or any party who is not a member of the Respondent Class including, without limitation, the rights of such persons or parties under the Plan or any surplus that remains or may exist in the Plan.

  
The Honourable Mr. Justice Cullity

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

SEP - 8 2006

AS DOCUMENT NO. :  
À TITRE DE DOCUMENT NO. :  
PER / PAR:



ING Canada, Inc.

Applicant

- and - Sidney Harrison et al

Respondents  
Court File No. 06-CV-305808 CP

ONTARIO  
SUPERIOR COURT OF JUSTICE  
Proceedings commenced at  
Toronto

JUDGMENT

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