

No. S-095159  
Vancouver Registry

*In the Supreme Court of British Columbia*

Between

JAMES WELDON and LEONARD BLEIER, suing on their own behalf and in a representative capacity on behalf of all former members of defined benefit pension plans sponsored, directed, administered or advised by the Defendants and their predecessors who were caused by the Defendants and their predecessors to cease to participate in those defined benefit pension plans and to participate only in defined contribution pension plans commencing on or about January 1, 1993, wherever they reside

Plaintiffs

and

TECK METALS LTD. and TOWERS PERRIN INC.

Defendants

BROUGHT UNDER THE CLASS PROCEEDINGS ACT, R.S.B.C. 1996, c. 50

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**ORDER MADE AFTER APPLICATION**

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BEFORE THE HONOURABLE MR. JUSTICE N. SMITH ) ) 15/Jun/2015 )

ON THE APPLICATION of the plaintiffs, James Weldon and Leonard Bleier, coming on for hearing at the Courthouse, 800 Smithe Street, Vancouver, BC, on 15/Jun/2015, and on hearing JJ Camp, Q.C. and Julie Facchin, counsel for the plaintiffs; Geoffrey Gomery, Q.C., counsel for the defendant, Teck Metals Ltd.; and Hein Poulus, Q.C. and Michael Bromm, counsel for the defendant, Towers Perrin Inc.

THIS COURT ORDERS that:

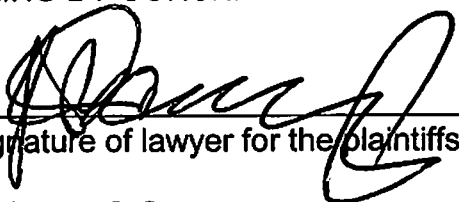
1. The letter notice to class members in substantially the form attached as Schedule "1" to this order is approved.

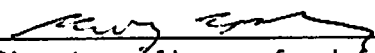
2. The Notice will be sent by email or direct mail to all class members who submitted a claim form to class counsel on or before the date of this order.

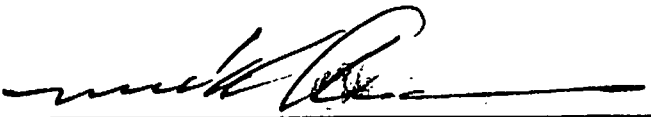
3. The individuals listed in **Schedule "2"** to this order are added to the class as late opt ins, and they may make a claim on the settlement funds and will be bound by orders of this court as class members.

4. The claims of the class members listed in **Schedule "3"** to this order are permitted notwithstanding the fact that they submitted their claim forms to class counsel after the deadline of January 31, 2015, and their claims will be processed as if they were submitted on a timely basis.


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 lawyer for the plaintiffs  
JJ Camp, Q.C.

  
\_\_\_\_\_  
Signature of lawyer for defendant, Teck Metals Ltd.  
Geoffrey Gomery, Q.C.

  
\_\_\_\_\_  
Signature of lawyer for the defendant,  
Towers Perrin Inc.  
Michael L. Bromm

By the Court

  
\_\_\_\_\_  
Registrar AS TO FORM  
UC





CAMP  
FIORANTE  
MATTHEWS  
MOGERMAN

A partnership of law corporations

400-856 Homer Street  
Vancouver, BC  
Canada V6B 2W5

Office: 604-689-7555  
Fax: 604-689-7554

cfmlawyers.ca

# SCHEDULE 1

**J.J. Camp, Q.C.**

Direct Line: 604-331-9520

Email: jjcamp@cfmlawyers.ca

File Ref: 09018-001

## PRIVILEGED & CONFIDENTIAL PERSONAL & CONFIDENTIAL

June 16, 2015

### VIA MAIL/EMAIL

[Class member name]

[Address line 1]

[Address line 2]

Dear [class member name]:

**Re: Class action lawsuit regarding the 1992 conversion from a defined benefits pension plan to a defined contribution pension plan for employees at Teck Metals (formerly Cominco)/Agrium, *Weldon v. Teck Metals Ltd.*, Vancouver Registry, SCBC Action No. S-095159**

As you may recall, Camp Fiorante Matthews Mogerman (or "CFM") and Victory Square Law Office are class counsel in this class action. You are getting this letter because you submitted a claim form.

Although this letter is long, it is very important. Please read this letter carefully as it affects your rights. Mr. Justice Smith of the BC Supreme Court supervises this class action and has reviewed and approved this letter for delivery to class members.

This lawsuit was started in 2009. There were a total of approximately 700 people affected by the conversion, who were possible claimants. Of those, 426 people sent in claim forms.

On July 24, 2015, we will be asking the Court to do the following.

1. Approve the settlement agreement with Teck Metals (formerly Cominco) and Towers.
2. Approve the plan to distribute settlement funds to claimants.
3. Approve class counsel's fees and expenses.
4. Approve a payment to the representative plaintiffs.

5. Appoint an administrator for the plan to distribute settlement funds and approve the administrator's fee.

More information about each of these items is available below. Further information is on FAQ pages on our websites at [www.cfmlawyers.ca/teck](http://www.cfmlawyers.ca/teck) or [www.vslo.ca/teck](http://www.vslo.ca/teck).

We understand that you may have questions and concerns. We will be holding a live "town hall" meeting by webcast. It will also be recorded so that you can watch or re-watch the webcast at any time. More information on the webcast "town hall" meeting, and on your rights at the Court hearing, is at the end of this letter.

***Item #1: What are the terms of the Settlement Agreement***

We have reached an agreement to settle the class-action lawsuit with Teck Metals (formerly Cominco) and Towers. They have agreed to pay \$4 million to the class members in settlement of this matter, plus up to an additional \$300,000 to cover the expenses incurred on behalf of the class members in the course of the litigation. The settlement agreement is not an admission of any wrongdoing on the part of Teck Metals or Towers.

The settlement amount reflects the risks that the class faced if we had gone to trial. Those risks include:

- the defendants could prove that they did not do anything wrong ("liability risk");
- people would have joined the DC plan regardless of the information that the defendants disclosed in 1993 at the time of the election ("reliance risk");
- too much time passed between the date of the election (1993) and the date on which the lawsuit was commenced ("limitation period risk"); and
- even if the class won at trial, the defendants would appeal and it would take many more years to resolve this lawsuit ("appeal risk").

To become effective, the BC Supreme Court must approve the settlement. The date of the court hearing is July 24, 2015. More information about the Court hearing and the "town hall" meeting is at the end of this letter, along with information about how you can ask questions or express concerns.

***Item #2: How will the Settlement Funds be Shared?***

Class counsel has prepared a plan to distribute settlement funds among the class members. The basic principle behind the plan to distribute settlement funds is that each class member should get a share that is based on:

- (a) the difference between:

(i) the value of the defined benefits (as estimated by class counsel and the actuary experts) the class member would have if they had stayed in the defined benefit pension plan, as of the date that their employment ended (or on September 30, 2014 for class members who were still employed on that date)

and

(ii) the projected balance in their defined contribution pension plan accounts on the same date, as estimated by class counsel;

(b) class counsel's assessment of how the risks set out above impact various class members differently;

and

(c) the necessary pro-rating of the amount of the settlement available for distribution as a proportion of the total estimated losses of class members.

Some class members did not suffer any loss at all. For example, the projected balances in their defined contribution pension plan accounts (item (ii) above) is higher than the value of the defined benefits they would have if they had stayed in the defined benefit pension plan (item (i) above). As a result, these class members do not have any damages under the law. These class members will not receive any settlement funds. You are in this category if we have estimated below that you will receive \$0.

There are other class members who did suffer a loss, but a very small one. A class member whose share calculated as set out above is less than \$500 has had their payment increased to \$500.

Each class member's share was calculated by class counsel and their actuary experts using information provided by Teck Metals and/or Agrium, as well as some information received directly from a few class members when Teck Metals or Agrium did not have the information. The information that we have about you is as follows:

Date of Birth	◆
Current status	◆
Effective date if retired, terminated, or deceased	◆
Earnings in 1992	◆
Years of service as at December 31, 1992	◆
Initial Account Value (as of January 1, 1993 - date of conversion to DC)	◆

If any of this information is incorrect, please let us know.

The plan to distribute settlement funds must be approved by the Court to be final. However, we can estimate each class member's share. **These estimates assume that the Court approves everything proposed in this letter.** Based on the information set out above, we estimate that you will receive \$◆.

The Court has provisionally allowed 22 class members who submitted their forms late to share in the settlement funds. They all have good excuses for submitting their forms late. Allowing the "latecomers" to share has a very small impact on the amount that each claimant who submitted their form on time will receive (less than 3%) (and is taken into account in the above estimate of the amount you will receive). For these reasons, class counsel consider it to be fair to allow the late class members to have a share.

To become effective, the distribution plan must also be approved by the Court. The date of the court hearing is July 24, 2015. More information about the Court hearing and "town hall" meeting is at the end of this letter, along with information about how you can ask questions or express concerns.

***Item #3: How Much Will Class Counsel Be Paid?***

Class counsel are paid a percentage of the settlement funds as our fee, and are reimbursed for the expenses we have paid while this lawsuit was ongoing. The Court must approve both.

Class counsel will be asking for a fee of 1/3 of the settlement amount, or \$1,333,333.33, plus expenses and the taxes that we must charge. This will be shared between the law firms that have worked on this case. If class counsel had been charging the class by the hour, as most lawyers do, our fees could be higher.

Class counsel will also be asking for a fee to act as the claims administrator. This fee is separate and additional to the \$1,333,333.33. More information about this fee is below under Item #5.

The date of the court hearing is July 24, 2015. More information about the Court hearing and "town hall" meeting is at the end of this letter, along with information about how you can ask questions or express concerns.

***Item #4: Payment to the Representative Plaintiffs***

The two representative plaintiffs, James Weldon and Leonard Bleier, have worked very hard on your behalf in this lawsuit. They have put in many days organizing this lawsuit, talking with us, meeting with the defendants, answering your questions, and otherwise working on the litigation. As a result we plan to ask the Court to award them \$10,000 each in addition to their share of the settlement funds. The Court will decide whether to give them this amount, some other amount, or nothing at all.

The date of the court hearing is July 24, 2015. More information about the Court hearing and "town hall" meeting is at the end of this letter, along with information about how you can ask questions or express concerns.

***Item #5: Appointing the Administrator***

CFM will act as the administrator on this lawsuit. This means that CFM will answer your questions about the plan to distribute settlement funds, write hundreds of cheques and accompanying letters, deal with accounting and tax issues, report to the Court, communicate with you, and do other related tasks.

CFM is asking the Court for a fee of \$250,000 (plus taxes and expenses) to carry out these tasks. This is in addition to the fee described above. It will also be paid out of the settlement funds

CFM asked an outside administrator for a price to do this work. The price was higher than \$250,000. Class counsel therefore decided to do it ourselves. In our experience, if we billed at our usual hourly rates it would cost us more than \$250,000 to properly administer the claims process.

The date of the court hearing is July 24, 2015. More information about the Court hearing and "town hall" meeting is at the end of this letter, along with information about how you can ask questions or express concerns.

***#6: What if I have Questions or Concerns with the Settlement Agreement, the Plan to Distribute Settlement Funds, or Anything Else in this Letter?***

As noted above, there will be a court hearing on July 24, 2015. However, you have other options as well.

There are FAQ pages on our websites at [www.cfmlawyers.ca/teck](http://www.cfmlawyers.ca/teck) and [www.vslo.ca/teck](http://www.vslo.ca/teck) with answers to common questions.

If you would like a copy of the settlement agreement or the plan to distribute settlement funds, you can download them from our websites, [www.cfmlawyers.ca/teck](http://www.cfmlawyers.ca/teck) or [www.vslo.ca/teck](http://www.vslo.ca/teck).

**You should not contact Teck Metals (formerly Cominco), Agrium or Towers with questions about the settlement, the distribution, or any other matter covered in this letter.**

**"Town Hall" Meeting**

We will be holding a town hall meeting on **Wednesday, June 24, 2015 at 6:30 PM Pacific Time** by webcast to explain the settlement agreement, the plan to distribute settlement funds, and the other matters in this letter. We will also answer your questions.

We are doing this meeting by webcast to allow everyone who wants to, to attend, no matter where they live.

If you wish to view and listen to the webcast, contact Jacinta at Victory Square Law Office by email at [jwellwood@vslo.bc.ca](mailto:jwellwood@vslo.bc.ca) or by phone at 1-877-684-8421 for instructions on how to access the webcast. The instructions on accessing the webcast will include information about what to do if you have problems accessing it.

If you cannot attend online you may listen to the audio portion by telephone.

The "town hall" meeting will also be recorded so that you may view it online, later, at your convenience. Please email [jwellwood@vslo.bc.ca](mailto:jwellwood@vslo.bc.ca) if you want to view the recording after the meeting.

If you have questions in advance, please email them to [jwellwood@vslo.bc.ca](mailto:jwellwood@vslo.bc.ca) or Kimberly Hill of CFM at [khill@cfmlawyers.ca](mailto:khill@cfmlawyers.ca).

### **Contact Class Counsel**

We expect that many of you will have the same questions, so we encourage you to participate in the "town hall" meeting. There is also an FAQ page at [www.cfmlawyers.ca/teck](http://www.cfmlawyers.ca/teck) and [www.vslo.ca/teck](http://www.vslo.ca/teck) with answers to many common questions. If you are not able to do so, or if you have other questions, you can contact us.

Please email or call Kimberly Hill of my office at [khill@cfmlawyers.ca](mailto:khill@cfmlawyers.ca) or 1-800-689-2322. Kimberly will be able to answer many of your questions. If she cannot answer a question, she will make sure someone contacts you.

### **Court Hearing**

The Court hearing to deal with all the matters in this letter will be held on **July 24, 2015**, starting at **10:00 a.m.**, in the Vancouver Courthouse at 800 Smithe Street. You are welcome to come but you are not required to come. If you come, you may be allowed to speak to the Court.

### **Objections**

If you have concerns with any of the matters in this letter, you have the right to object at the Court hearing. If you plan to object, please send your objection in writing to Class Counsel by **July 17, 2015** at the address below. Class Counsel will provide any objections to the Court.

Camp Fiorante Matthews Mogeran  
400-856 Homer Street  
Vancouver, BC V6B 2W5  
Attention: Kimberly Hill  
email: [khill@cfmlawyers.ca](mailto:khill@cfmlawyers.ca)  
facsimile: 604-689-7554

Victory Square Law Office LLP  
#500-128 West Pender Street  
Vancouver, BC V6B 1R8  
Attention: Diane Irvine  
email: [dirvine@vslo.bc.ca](mailto:dirvine@vslo.bc.ca)  
facsimile: 604-684-8427

You can also come to the Court hearing, as set out above. You are not required to come to the Court hearing to object.



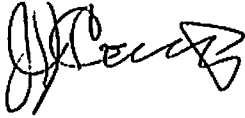
**Appealing Share of Settlement Funds**

You also have the right to appeal or challenge your estimated share of the settlement funds if the information we have about you is incorrect. You will have 30 days after the Court approves the distribution plan to do so.

If any of the information set out above under item #2 is incorrect, please email or call Kimberly Hill of CFM at [khill@cfmlawyers.ca](mailto:khill@cfmlawyers.ca) or 1-800-689-2322. Kimberly will explain what you need to do to correct the information.

Yours truly,

Camp Fiorante Matthews Mogerman

A handwritten signature in black ink, appearing to read "J.J. Camp". The signature is stylized with a large initial "J" and a long horizontal stroke.

J.J. Camp, Q.C.

JJC

Late Opt Ins

Member FirstName	Member LastName	Attn: FirstName	Attn: LastName	Street	City	Province	PC	Country	Email	Exec/POA	Status (L/D)	Form (Y/N)	From S-T: O/S BC
Colin	Blyth	Colin	Blyth	5 Gore Street Suite 1001	Kingston	ON	K7L 0A1	Canada			L	Y	S-T: O/S BC
Kim	Esselmont	Kim	Esselmont	Box 1015 402-2520 Palliser Drive	Marathon	ON	P0T 2E0	Canada	<a href="mailto:arvdb@shaw.ca">arvdb@shaw.ca</a>		L	Y	S-T: O/S BC
Reavley	Howard L.	Kathleen	Horn	SW	Calgary	AB	T2V 4S9	Canada	<a href="mailto:PD123Jones@Gmail.com">PD123Jones@Gmail.com</a>	YES	D	Y	S-T: O/S BC
Peter R.	Jones	Peter R.	Jones	1031 Friars Court	Oakville	ON	L6M5C6	Canada			L	Y	S-T: O/S BC
Bret Stanldy	Larson	Bret Stanldy	Larson	7958 91 Ave NW	Edmonton	AB	T6C 1R1	Canada			L	Y	S-T: O/S BC
Louise	Lucrezi	Louise	Lucrezi	91 Aspen Stone Way SE	Calgary	AB	T3H 0M2	Canada			L	Y	S-T: O/S BC
Dale W.	Massie	Dale W.	Massie	77749 Cove Pointe Cir	Indian Wells	CA	92210	United States			L	Y	S-T: O/S BC
Richard Brent	McAllister	Richard Brent	McAllister	PO Box 481, 518 Broadwood Ave	New Liskeard	ON	P0J 1P0	Canada	<a href="mailto:brent.mcallister@live.ca">brent.mcallister@live.ca</a>		L	Y	S-T: O/S BC
Ian J.	McMullan	Ian J.	McMullan	103 Sunset Park	Cochrane	AB	TAC 0N5	Canada	<a href="mailto:ijmcmullan@hotmail.com">ijmcmullan@hotmail.com</a>		L	Y	S-T: O/S BC
Rae R.	Melmoth	Rae R.	Melmoth	3238-23 St.	Edmonton	AB	T6T 2A9	Canada	<a href="mailto:rmelmoth@yahoo.com">rmelmoth@yahoo.com</a>		L	Y	S-T: O/S BC
Robert V.	Proudfoot	Robert V.	Proudfoot	27 Bridlewood Road SW	Calgary	AB	T2Y 3P9	Canada			L	Y	S-T: O/S BC
Alvin Jerry	Pyra		Pyra	159 Regal Close	Sherwood Park	AB	T8A 5X9	Canada			L	Y	S-T: O/S BC
Peter Alan	Weems	Peter Alan	Weems	16 College Lane	Weymouth	Dorset	DT4 7LP	United Kingdom			L	Y	S-T: O/S BC

### Late Form Claimants

Attn: FirstName	Attn: LastName	Street	City	Prov	PC	Country
Brian Walter	Aris	Box 172	Langdon	AB	T0J 1X0	
Daniel A.	Boateng	Box 456	Montrose	BC	V0G 1P0	
Dorothy	Bower	5-1434 Overall Street	White Rock	BC	V4B 3S8	
Miles D.	Dean	PO Box 226	Christina Lake	BC	V0H 1E0	
Peter T.	Fulcher	#13- 801 20th St. N.E.	Salmon Arm	BC		
Donald P.	McCarthy	2529 Bridlehill Ct	West Kelowna	BC	V4T 2W2	
Robert	Schmidt	2690 Ordul Rd	Kamloop	BC	V2B 0A8	
Genevieve	Von Wieser	#1339- 9999 W. Katie Avenue	Las Vegas	NV	89147	USA
Allan	Wood	#438-100 2 Avenue S	Lethbridge	AB	T1J 0B5	

No. S-095159  
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***In the Supreme Court of British Columbia***

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BROUGHT UNDER THE *CLASS PROCEEDINGS ACT*, R.S.B.C. 1996, c. 50

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**ORDER MADE AFTER APPLICATION**

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CAMP FIORANTE MATTHEWS MOGERMAN  
Barristers & Solicitors  
#400 – 856 Homer Street  
Vancouver, BC V6B 2W5

Tel: (604) 689-7555  
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Ag: M.B. Ke