

No. S-095159  
Vancouver Registry

*In the Supreme Court of British Columbia*

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  
APPROVAL OF DISTRIBUTION PROTOCOL AND  
APPOINTMENT OF CLAIMS ADMINISTRATOR**

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BEFORE THE HONOURABLE MR. JUSTICE N. SMITH ) ) 24/Jul/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 24/Jul/2015, and on hearing J.J. Camp, Q.C. Reidar Mogerman, Julie Facchin and David Blair, counsel for the plaintiffs; Irwin Nathanson, Q.C., counsel for the defendant, Teck Metals Ltd.; Michael Bromm, counsel for the defendant, Towers Perrin Inc.; and Craig Ferris for Agrium, Inc.; and on reading the materials filed;

THIS COURT ORDERS that:

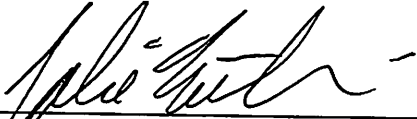
1. The definitions set out in the Settlement Administration and Distribution Plan (the "Plan") attached to this order as **Schedule "A"** apply to and are incorporated into this order;
2. Camp Fiorante Matthews Mogerman ("CFM") is hereby appointed as Claims Administrator under the Plan;
3. the Plan shall govern the administration of the settlement agreement with the defendants, Teck Metals Ltd. and Towers Perrin Inc., dated October 31, 2014 (the "Settlement Agreement");
4. CFM's shall be paid a fee to act as Claims Administrator, which fee shall be paid after further application to the Court and which shall not exceed \$250,000 plus disbursements and applicable taxes;
5. the fees and disbursements of the Claims Administrator shall be paid from the settlement amount paid in accordance with the Settlement Agreement (the "Settlement Amount");
6. the Claims Administrator may hold back an amount from the Settlement Amount which it calculates will be reasonably necessary to pay taxes on the interest that accrues on the Settlement Amount while it holds the Settlement Amount in trust (the "Holdback");
7. the Settlement Amount, plus accrued interest and less the fees and disbursements of Class Counsel as approved by the Courts, the Claims Administrator's fees and disbursements and the Holdback (the "Settlement Funds") shall be distributed by the Claims Administrator in accordance with the Plan;
8. Agrium Inc. is authorized to disclose the following personal information regarding its current and former employees who are Claimants pursuant to s. 18 of the *Personal Information Protection Act*, S.B.C. 2003, c. 63:
  - (a) their employee ID number;
  - (b) their date of birth;
  - (c) the status of their employment with Agrium Inc.;
  - (d) if they are no longer employed by Agrium Inc., the date on which their employment terminated;
  - (e) their pensionable earnings in 1992;
  - (f) their years of service as at December 31, 1992; and

(g) their initial account value ("IAV") on conversion to the defined contribution pension plan;

9. all information provided by claimants as part of the claims process is collected, used, and retained by the Claims Administrator, Class Counsel and their agents pursuant to the applicable privacy laws for the purposes of administering the Settlement Agreement, including evaluating the claimant's eligibility status under the Settlement Agreement. The information provided by the claimant shall be treated as private and confidential and shall not be disclosed without the express written consent of the claimant, except in accordance with the Plan and/or the order of the British Columbia Courts;

10. endorsement of this order by counsel for the defendants is dispensed with.

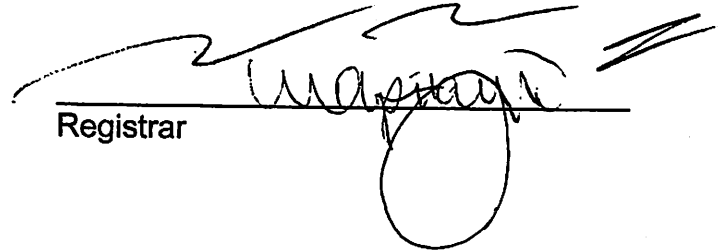
THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Signature of lawyer for the plaintiffs

for J.J. Camp, Q.C.

By the Court



Registrar

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Between

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Via Mike Bike