

establish or adopt one or more new or existing defined contribution plans (collectively, the "Buyer Savings Plan") for the benefit of the Transferred U.S. Employees containing a cash or deferred arrangement within the meaning of Section 401(k) of the Code. As promptly as practicable after the Closing Date, Seller shall take all actions necessary to make available for distribution to the Transferred U.S. Employees their account balances in those Seller U.S. Pension Plans that are defined contribution plans (collectively, the "Seller U.S. Savings Plan"). Transferred U.S. Employees shall be entitled to roll any such distributions directly over to the Buyer Savings Plan, subject to the provisions of the Buyer Savings Plan regarding direct rollovers.

Section 6.6 Welfare, Fringe and Other Benefits.

(a) Subject to paragraph (c) below, the participation of the Transferred U.S. Employees and their beneficiaries and dependents under those U.S. Plans that are "employee welfare benefit plans" (within the meaning of Section 3(1) of ERISA) (the "Seller U.S. Welfare Plans") shall cease, effective as of the Closing.

(b) Buyer will, or will cause its Subsidiaries to, cause all "employee welfare benefit plans" (within the meaning of Section 3(1) of ERISA) provided by Buyer to Transferred U.S. Employees and Current Canadian Employees (the "Buyer Welfare Plans") to (i) recognize all out-of-pocket expenses of each