

IN THE SUPREME COURT OF THE STATE OF DELAWARE

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|------------------------------------|-----------------------------------|
| NU-WEST INDUSTRIES, INC., | § |
| a Delaware corporation, | § |
| AGRIUM, U.S., INC., a Colorado | § No. 547, 2000 |
| corporation, AGRIUM, INC., a | § |
| Canadian corporation, DALE W. | § Court Below: Court of Chancery |
| MASSIE, DOROTHY E. A. | § of the State of Delaware in and |
| BOWER and LARRY A. COLLINS, | § for New Castle County |
| | § C.A. NO. 15442 |
| Defendants Below, | § |
| Appellants, | § |
| | § |
| v. | § |
| | § |
| ROGER B. SMITH, a Georgia resident | § |
| | § |
| Plaintiff Below, | § |
| Appellee. | § |

Submitted: May 15, 2001

Decided: May 16, 2001

Before WALSH, HOLLAND, and BERGER, Justices.

O R D E R

This 16th day of May 2001, upon consideration of the briefs of the parties and oral argument, we conclude that this appeal should be affirmed on the basis of, and for the reasons set forth in, the decision of the Court of Chancery dated October 25, 2000.

NOW, THEREFORE, IT IS ORDERED that the judgment of the Court of
Chancery be, and the same hereby is,
AFFIRMED.

BY THE COURT:

s/Joseph T. Walsh
Justice