

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF IMERYYS TALC AMERICA, INC., IMERYYS TALC VERMONT,
INC., AND IMERYYS TALC CANADA INC. (THE "DEBTORS")**

**APPLICATION OF IMERYYS TALC CANADA INC., UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**MOTION RECORD
(FEE EXAMINER AND BAR DATE ORDERS)
(returnable August 7, 2019)**

July 31, 2019

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TO: ATTACHED SERVICE LIST

**ONTARIO
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**APPLICATION OF IMERYS TALC CANADA INC., UNDER SECTION 46 OF THE
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**SERVICE LIST
(July 31, 2019)**

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**ONTARIO
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I N D E X

| TAB | DOCUMENT |
|------------|--|
| 1. | Notice of Motion, returnable August 7, 2019 |
| 2. | Affidavit of Anthony Wilson, sworn July 31, 2019 |
| | Exhibit A: Affidavit of Alexandra Picard, sworn February 14, 2019 |
| | Exhibit B: Bar Date Order, dated July 25, 2019 |
| | Exhibit C: Fee Examiner Orders, dated May 22, 2019 and June 25, 2019 |
| | Exhibit D: Notice of Satisfaction, dated July 8, 2019 |
| 3. | Draft Order |

TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE
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**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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**NOTICE OF MOTION
(returnable August 7, 2019)**

The Applicants, Imerys Talc America, Inc. ("ITA"), Imerys Talc Vermont, Inc. ("ITV"), and Imerys Talc Canada Inc. ("ITC") make a motion for an Order substantially in the form filed herewith. The Order to be requested on August 7, 2019, the return date of this motion will be, *inter alia*:

- (a) abridging the time for service of the Notice of Motion and the Motion Record and dispensing with further service thereof, if necessary;
- (b) recognizing and enforcing in Canada certain orders of the U.S. Court made subsequent to the March 25, 2019 and at the July 24, 2019 US Proceedings (the "**Foreign Orders**"), including the following:
 - (1) orders dated May 22, 2019 and June 25, 2019, respectively, appointing M. Jacob Renick of M.J Renick & Associates LLC as Fee Examiner and establishing related procedures for the review of applications of retained professionals (the "**Fee Examiner Orders**"); and
 - (2) an order establishing (i) bar dates and related procedures for filing proofs of claim other than with respect to talc personal injury claims and (ii) approving form and manner of notice thereof (the "**Bar Date Order**");
- (c) such further ancillary relief as set out in the draft order attached at Tab 3 of the Motion Record; and
- (d) such further and other relief as counsel may request and this Honourable Court may permit.

THE GROUNDS FOR THE APPLICATION ARE:

- (a) the Debtors are market leaders with respect to talc production in North America, representing nearly 50% of the market;
- (b) on February 13, 2019, the Debtors commenced the U.S. Proceedings by filing voluntary petitions under Chapter 11;
- (c) on February 14, 2019, the US Court made various orders in the US Proceedings (the "**First Day Orders**"), including an order authorizing ITC to act as foreign representative of the US Proceedings and an order placing the Debtors under joint administration in the US Proceedings;
- (d) on February 20, 2019 this Honourable Court made an initial recognition order declaring ITC the foreign representative as defined in section 45 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") and a supplemental order recognizing the First Day Orders of the US Court;
- (e) ITC seeks an order from this Court, among other things, recognizing the Foreign Order noted above to ensure consistency between the US Proceedings and these Proceedings;
- (f) the provisions of the CCAA, including Part IV thereof;
- (g) Rules 2.03, 3.02, 14.05, 16, 17 and 38 of the *Rules of Civil Procedure*, R.R.O. 1990. Reg. 194, as amended;
- (h) section 106 of the *Courts of Justice Act*; R.S.O. 1990, c. C-43; and
- (i) such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) the Affidavit of Anthony Wilson, sworn July 31, 2019 and the exhibits referred to therein ("**Wilson Affidavit**");
- (b) the Third Report of the Information Officer to be filed;
- (c) the Foreign Orders of the US Court made in the US Proceeding, copies of which are attached to the Wilson Affidavit; and

- (d) such further and documentary evidence as counsel may advise and this Honourable Court may permit

July 31, 2019

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IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36,
AS AMENDED

Court File No: CV-19-614614-00CL

AND IN THE MATTER OF IMERYYS TALC AMERICA, INC., IMERYYS TALC VERMONT, INC., AND
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**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**NOTICE OF MOTION
(returnable August 7, 2019)**

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TAB 2

**ONTARIO
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**AFFIDAVIT OF ANTHONY WILSON
(sworn July 31, 2019)**

I, Anthony Wilson, of the City of San Jose, in the State of California, United States of America (the "**US**"), MAKE OATH AND SAY:

1. I am the Treasurer and Director of Finance of Imerys Talc America, Inc. ("**ITA**"), Imerys Talc Vermont, Inc. ("**ITV**"), and Imerys Talc Canada Inc. ("**ITC**", and together with ITA and ITV, the "**Debtors**"). I began working with the Imerys Group (as defined below) in 2012, and have served in various roles, including as Vice President of the Debtors before appointment to my current role. I have served as Treasurer for each of the Debtors since July 1, 2019. I am authorized to submit this Affidavit on behalf of the Debtors.
2. In my role as Treasurer and Director of Finance, I am responsible for overseeing the day-to-day operations and financial activities of the Debtors, including but not limited to, monitoring cash flow, business relationships, and financial planning. As a result of my role and tenure with the Debtors, my review of public and non-public documents, and my discussions with other members of the Debtors' management team, I either have personal knowledge or am generally familiar with the Debtors' businesses, financial condition, policies, and procedures, day-to-day operations, and books and records. Except as otherwise noted, I have personal knowledge of the matters set forth herein or

have gained knowledge of such matters from the Debtors' employees or retained advisers that report to me in the ordinary course of my responsibilities.

3. I swear this affidavit in support of ITC's motion pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "**CCAA**"), for an order granting certain relief, including recognizing the Foreign Order (as defined below) in respect of the jointly administered proceeding of the Debtors under *US Code: Title 11. Bankruptcy* (the "**US Bankruptcy Code**").

I. OVERVIEW

4. The Debtors are three debtors in possession in the Chapter 11 (as defined below) cases commenced before the United States Bankruptcy Court for the District of Delaware (the "**US Court**").
5. The Debtors' operations were acquired by Imerys S.A. in 2011. As a result, the Debtors are now part of a group of over 360 affiliated entities directly and indirectly owned by the parent organization, Imerys S.A (the "**Imerys Group**"). None of the other entities in the Imerys Group are seeking protection under Chapter 11 or any other insolvency law.
6. The Debtors' operations are focused on the mining, processing, and/or distribution of talc for use in personal care, industrial, and other specialty products. The Debtors supply talc to third-party manufacturers for use in such parties' products; however, they do not manufacture the final products or sell such products directly to consumers.
7. As of the Filing Date (defined below), one or more of the Debtors were named as defendants in lawsuits asserting approximately 14,674 litigation claims alleging liability for personal injuries allegedly caused by exposure to talc. The Debtors believe this litigation is without merit and their strategy has consistently been to mount a vigorous defense to all such claims. Nevertheless, given the increasing number of cosmetic talc lawsuits, the rise in settlement demands in cosmetic talc lawsuits, and the increasing unwillingness of the Debtors' insurers and third-party contractual indemnitors to provide coverage for the Debtors' mounting defense costs and potential liability exposure, the Debtors determined that coordinated and court-supervised Chapter 11 proceedings were required to protect their estates and preserve value for all stakeholders.

8. Accordingly, on February 13, 2019 (the "**Filing Date**"), the Debtors filed voluntary petitions (collectively, the "**Petitions**" and each a "**Petition**") for relief under chapter 11 of title 11 ("**Chapter 11**") of the US Bankruptcy Code with the US Court (the "**US Proceeding**").
9. In support of the Petitions, Alexandra Picard ("**Ms. Picard**"), Chief Financial Officer of the Debtors, swore a declaration (the "**First Day Declaration**") filed with the US Court. In addition, Ms. Picard swore a supporting affidavit in connection with the Debtors' application for recognition of the First Day Orders (as defined below) returnable February 19, 2019. This previous affidavit, without its exhibits, can be found at **Exhibit 'A'** to this affidavit.
10. On February 14, 2019, the US Court entered various orders in the US Proceedings (the "**First Day Orders**"), including an order authorizing ITC to act as foreign representative on behalf of the Debtors' estates in any judicial or other proceedings in Canada and an order placing the Debtors under joint administration in the US Proceedings.
11. On February 20, 2019, this Court made an initial recognition order declaring ITC the foreign representative as defined in section 45 of the CCAA and a supplemental order recognizing the First Day Orders. Since then, the US Court has made a number of orders which are described in greater detail in prior affidavits filed by the Debtors in this proceeding.
12. Since the last update, the US Court entered additional orders including:
 - a) An order dated June 3, 2019 appointing James L. Patton as Future Claims Representative (the "**FCR**" and the "**FCR Order**") and an order dated June 6, 2019 authorizing the FCR to retain and employ Young Conaway Stargatt & Taylor LLP as Counsel (the "**Young Conaway Order**");
 - b) An order dated June 12, 2019 authorizing the FCR to retain and employ Ankura Consulting Group, LLC as Consultants (the "**Ankura Order**"); and
 - c) Orders dated May 22, 2019 and June 25, 2019, respectively, appointing M. Jacob Renick of M.J Renick & Associates LLC as Fee Examiner and establishing

related procedures for the review of applications of retained professionals (the "**Fee Examiner Orders**").

13. On July 24, 2019, the US Court heard several motions and granted orders including an order, entered on July 25, 2019, (i) establishing bar dates and related procedures for filing proofs of claim other than with respect to talc personal injury claims and (ii) approving form and manner of notice thereof (the "**Bar Date Order**").
14. The Debtors are seeking to have the Fee Examiner and Bar Date Orders (the "**Foreign Orders**") recognized by this Court in this proceeding.

II. OVERVIEW OF THE FOREIGN ORDERS

The Bar Date Order

15. On July 25, 2019, the US Court entered the Bar Date Order which authorizes the Debtors to establish October 15, 2019 at 5:00 pm, prevailing eastern time (the "**General Bar Date**") as the date by which all entities that wish to assert a claim against the Debtors that arose prior to the Filing Date but *excluding* any claims related to the talc litigation, (a "**General Claim**") must file a proof of claim in accordance with the procedures described therein. Claimants holding a General Claim against any of the Debtors (excluding claims related to the talc litigation) (i) whose claim is either not listed in the Debtors' schedules or is listed in the Debtors' schedules as disputed, contingent or unliquidated and desires to participate in the Debtors' chapter 11 cases or share in any distribution , (ii) believes its claim is improperly classified or is listed in an incorrect amount and desires to have its claim allowed in a different classification or amount, or (iii) believes its claim is asserted against an incorrect Debtor and desires to have its claim allowed against another Debtor, must file a proof of claim. The Bar Date Order can be found at **Exhibit 'B'** to this affidavit.
16. The US Court also ordered that no later than 23 days after the entry of this Bar Date Order, the Debtors, through their claims and noticing agent ("**Prime Clerk**"), shall provide actual notice of the Bar Dates by mailing the Bar Date Notice and the Proof of Claim Form (together, the "**Bar Date Notice Package**") by first class United States mail, postage prepaid to various entities including (but not limited to): (a) all holders of claims listed on the Schedules, excluding holders of Talc Claims (as defined in the Bar Date

Order); (b) all counterparties to executory contracts and unexpired leases listed in the Schedules; (c) the taxing and other regulatory entities for jurisdictions where the Debtors maintain or conduct business, (d) all entities that have requested notices pursuant to U.S. Bankruptcy Rule 2002 as of the date of the entry of the Bar Date Order; (e) all known holders of equity securities in the Debtors as of the date of the Bar Date Order (f) all other entities listed on the Debtors' matrix of creditors, except holders of Talc Claims; (g) all parties that have filed proofs of claim in these Chapter 11 Cases as of the date of the Bar Date Order; (h) all environmental authorities listed in the Debtors' Schedules; (i) Canadian unions relevant to the Debtors' operations; (j) all entities who are parties to non-talc related litigation with the Debtors (or their counsel if known); and (k) counsel to any of the foregoing, if known. The Debtors, through Prime Clerk, also will mail the Bar Date Notice Package to the U.S. Trustee, the TCC, the FCR and the respective counsel to the foregoing. For the avoidance of doubt, the Debtors are *not* required to serve the Bar Date Notice Package to holders of Talc Claims or their counsel.

17. The US Court further ordered that the Debtors shall provide notice in substantially the form of a publication notice attached to the Bar Date Order and to be published once within 23 days of the entry of the Bar Date Order, or as soon as practicable thereafter, in both U.S. and Canadian national newspapers and such other local newspapers, trade journals or similar publications, if any, as the Debtors deem appropriate (the "**Publication Notice**").
18. The US Court found good and sufficient cause to grant the Bar Date Order and that the form and manner of notice established by the Bar Date Order were (a) reasonable and adequate and (b) fulfilled the notice and other due process requirements of the US Bankruptcy Code, the US Bankruptcy Rules, the US Local Rules and applicable law. As such, the Debtors are authorized to serve the Bar Date Notice Package and publish the Publication Notice in the manner described in the Bar Date Order.
19. The recognition of the Bar Date Order in Canada is appropriate for the same reasons. Canadian creditors are equally required to file claims that fall within the ambit of the Bar Date Order against any of the Debtors, as applicable. The Bar Date Order captures all claims against the Debtors and, as a result, any Canadian creditors that do not adhere to the established timelines as laid out in the Bar Date Order are subject to the same repercussions including the removal of any late-filed claim from consideration or

distribution pursuant to any reorganization plan. The draft forms of the Bar Date Order and Publication Notice were reviewed by the Information Officer and counsel to ITC and their comments were incorporated into the final versions of these documents.

Special Appointment

Fee Examiner Order

20. On May 22, 2019 and June 13, 2019, respectively, the US Court entered the Fee Examiner Orders appointing M. Jacob Renick of M.J Renick & Associates LLC as Fee Examiner and establishing related procedures for the review of applications of retained professionals. This order can be found at **Exhibit 'C'** to this affidavit.
21. The US Court determined there was good and sufficient cause to grant the Fee Examiner Orders. Some of the services to be provided include review of all applications (and related fee details) filed by each Retained Professional (as defined in the Fee Examiner Orders), serve the Initial and Final Reports (as defined in the Fee Examiner Orders) which outline whether a Retained Professional's applications and fees meet the applicable standards of section 330 of the US Bankruptcy Code and Local Rule 2016-2, and serve each Final Report on counsel for the Debtors, the Committee, the US Trustee, the FCR and each Retained Professional whose fees and expenses are addressed in the Final Report. The Debtors, including ITC, are obligated to pay the Retained Professionals' fees and expenses.
22. The recognition of the Fee Examiner Order in Canada is appropriate for the same reasons.

III. OTHER STEPS TAKEN IN THE US PROCEEDINGS

23. Throughout the course of these insolvency proceedings, the Debtors have been diligently working with various advisors and stakeholders to advance the proceedings and pursue negotiated settlements where feasible. Details on the various motions connected to the insolvency proceeding are described below.

Notice of Satisfaction

24. On July 8, 2019, the Notice of Satisfaction was filed on the docket of the US Court and mailed out to certain creditors. The Notice of Satisfaction includes a list of "Satisfied Claims" which appear on the Debtors' Schedules as being owed as of the Filing Date but have been paid in full since the Filing Date. The Notice of Satisfaction was served on holders of the Satisfied Claims. The purpose of the Notice of Satisfaction was to inform holders of Satisfied Claims that the Debtors' books and records reflect those creditors as having been paid in full, despite the fact that the Schedules may reflect a claim owed to such creditors as of the Filing Date. The Notice of Satisfaction did not require court approval. A copy is found at **Exhibit 'D'** to this affidavit.
25. The Notice of Satisfaction further provided holders of Satisfied Claims with 14 days to object to the outstanding amounts in the Debtors' records. The deadline to object to the Notice of Satisfaction was July 22, 2019. The Debtors did not receive any formal or informal responses to the Notice of Satisfaction. Where a holder of a Satisfied Claim does not respond by the objection deadline, the holder is deemed to have consented to the Notice of Satisfaction and the Debtors' determinations with respect to payment on its Satisfied Claim and the Debtors' claims and noticing agent would immediately and without further notice to any party, mark such Satisfied Claim as "fully satisfied."

Production Motions

26. On July 24, 2019, the US Court heard two Rule 2004 motions filed by Johnson & Johnson's and Johnson & Johnson Consumer's Inc.'s ("**J&J**") and the Cypress Historical Excess Insurers (the "**Insurers**"), respectively.
27. J&J and the Debtors were co-defendants in the underlying talc litigation (such litigation has generally been stayed as to the Debtors as of the Filing Date). In its Rule 2004 motion, J&J asked the court to order the Debtors to provide J&J with documentation outlining the Debtors' potential talc claim liabilities as well as details concerning any proposed reorganization plans negotiated with the FCR and the Committee.
28. The US Court indicated that it would deny J&J's requests for rule 2004 discovery but would reserve on one of the narrow arguments relating to J&J's ability to maintain privilege and the need to review documents to ensure its privilege is being preserved when documents are being shared with third parties.

29. In the second Rule 2004 Motion, the Insurers sought a court order requesting broad 2004 discovery and also requesting that the Debtors share details on privileged documents involving the Insurers which were inadvertently produced to third parties by the Debtors. The US Court reserved judgment on the Insurers Rule 2004 motion and is expected to issue a ruling in the coming days.

FCR Order, Young Conaway Order and Ankura Order

30. On June 3, 2019, the US Court entered the FCR Order appointing James L. Patton as Future Claimants' Representative.
31. The US Court determined there was good and sufficient cause to grant the FCR Order. The FCR represents the interests of future claimants to ensure that the relief sought through a plan of reorganization in this case comports with due process and fairness. Additionally, a potential for conflict exists between the interest of future claimants and those claimants who have already asserted talc claims against the Debtors, which necessitates the appointment of an independent representative to advocate on behalf of the future claimants.
32. On June 6, 2019, the US Court entered the Young Conaway Order approving Young Conaway Stargatt & Taylor LLP as counsel to the FCR.
33. On June 12, 2019, the US Court entered the Ankura Order which authorizes the FCR to employ and retain Ankura as the Claims Evaluation and Financial Valuation Consultants to the FCR.
34. Recognition of the FCR Order, the Young Conaway Order and the Ankura Order in Canada are not sought by the Debtors at this time because the Insurers lodged an appeal against the FCR Order and the Young Conaway Order. There has been no stay of appeal sought of either the FCR Order or the Young Conaway Order, so the FCR and Young Conaway are entitled to act in accordance with the terms of the FCR Order and Young Conaway Orders, respectively, pending the appeal. Although no appeal was lodged against the Ankura Order, the Debtors all seek recognition of all FCR-related orders later this year.

Committee Professionals

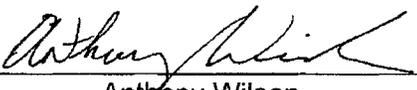
35. Since the last update, the US Court has issued orders authorizing the employment and retention of several Committee professionals including Willkie Farr & Gallagher LLP as Special Litigation and Corporate Counsel, Robinson & Cole LLP as Counsel, Gilbert LLP as Special Insurance Counsel and Legal Analysis Systems, Inc. as Tort Liability Consultant. The two outstanding orders approved by the US Court but not yet entered are GlassRatner Advisory & Capital Group, LLC as Financial Advisor and Ducera Partners LLC as Investment Banker.
36. The services provided by the Committee professionals are paid out of the estate of the Debtors.

IV. CONCLUSION

37. I believe that the relief sought in this motion (a) is vital to enabling the Debtors to operate in Chapter 11 with minimum interruptions and disruptions to their businesses or loss of productivity or value and (b) constitutes a critical element in the Debtors' being able to successfully maximize value for the benefit of their estates and, ultimately, successfully emerge from insolvency protection.

SWORN BEFORE ME in the State of
California, on July 31, 2019.

Commissioner for Taking Affidavits



Anthony Wilson

See Attached Notary
Acknowledgment Certificate

CALIFORNIA ALL PURPOSE ACKNOWLEDGEMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

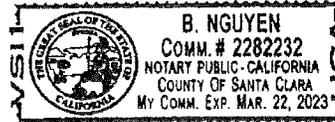
County of Santa Clara

On July 31st 2019 before me, B. Nguyen, Notary Public, personally appeared
Name & Title of Officer

Anthony Wilson
proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature B. Nguyen
Signature of Notary Public

(Seal)

Optional Information

Document Identification:

Name/Type Affidavit of Anthony Wilson
(Title or Description of Attached Document)

Document Date: 7/31/19 Number of Pages: two

Additional Information: _____

Journal Entry #: _____

Signer Information

Capacity Claimed by the Signer:

- Individual
 Corporate Officer: Title _____
 Partner
 Attorney-in-Fact
 Trustee
 Other _____

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36,
AS AMENDED

Court File No: CV-19-614614-00CL

AND IN THE MATTER OF IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC., AND
IMERYS TALC CANADA INC. (THE "DEBTORS")

APPLICATION OF IMERYS TALC CANADA INC. UNDER SECTION 46 OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

AFFIDAVIT OF ANTHONY WILSON

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Maria Konyukhova LSO#: 52880V
Tel: (416) 869-5230

Patricia Joseph LSO#: 75535Q
Tel: (416) 869-5642
Fax: (416) 947-0866

Lawyers for the Debtors

TAB A

**CALIFORNIA COPY CERTIFICATION
BY DOCUMENT CUSTODIAN**

I, Anthony Wilson hereby declare that the attached reproduction
of Exhibit A is a true, correct and
complete photocopy of the original document in my possession.

Anthony Wilson
Signature of Original Document Custodian
333 W. San Carlos St., suite 5-116
San Jose, CA 95110
Address

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

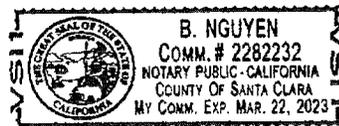
County of Santa Clara

On July 31st 2019, before me, B. Nguyen, Notary Public, personally appeared
Anthony Wilson

who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under Penalty of Perjury under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS MY HAND AND OFFICIAL SEAL.



B. Nguyen
Signature of Notary Public

(Notary Seal)

OPTIONAL INFORMATION

DESCRIPTION OF ATTACHED DOCUMENT

Exhibit A

Number of Pages _____ (Including acknowledgment)

Document Date 7/31/19

(Additional Information)

CAPACITY CLAIMED BY SIGNER

- Individual
- _____ Corporate Officer
- _____ Partner
- _____ Attorney-In-Fact
- _____ Trustee
- _____ Other: _____

Court File No. _____

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF IMERYYS TALC AMERICA, INC., IMERYYS TALC VERMONT,
INC., AND IMERYYS TALC CANADA INC. (THE "DEBTORS")**

**APPLICATION OF IMERYYS TALC CANADA INC., UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AFFIDAVIT OF ALEXANDRA PICARD
(sworn February 14, 2019)**

I, Alexandra Picard, of the City of San Jose, in the State of California, United States of America (the "US"), MAKE OATH AND SAY:

1. I am the Chief Financial Officer of Imerys Talc America, Inc. ("ITA"), Imerys Talc Vermont, Inc. ("ITV"), and Imerys Talc Canada Inc. ("ITC", and together with ITA and ITV, the "Debtors"). Since I began working with the Debtors and their affiliates in 2005, I have served in various roles, including European Financial Controller for the filtration division level, Deputy Group Treasurer at the Corporate Treasury and then Finance Director for Talc North America before appointment to my current role. I have served as Chief Financial Officer for each of the Debtors since December 2018. I am authorized to submit this Affidavit on behalf of the Debtors.

2. In my role as Chief Financial Officer, I am responsible for overseeing the operations and financial activities of the Debtors, including but not limited to, monitoring cash flow, business relationships, and financial planning. As a result of my tenure with the Debtors, my review of

public and non-public documents, and my discussions with other members of the Debtors' management team, I am generally familiar with the Debtors' businesses, financial condition, policies and procedures, day-to-day operations, and books and records. Except as otherwise noted, I have personal knowledge of the matters set forth herein or have gained knowledge of such matters from the Debtors' employees or retained advisers that report to me in the ordinary course of my responsibilities.

4. I swear this affidavit in support of ITC's application pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "CCAA"), for orders granting certain relief, including, declaring that ITC is a "foreign representative" as defined in section 45 of the CCAA in respect of the jointly administered chapter 11 proceeding and recognizing the Debtors' US Proceedings under Chapter 11 of the US Bankruptcy Code (as these terms are defined below) and declaring the US Proceedings as a foreign main proceeding with respect to each member of the Debtors, including ITC.

I. OVERVIEW

5. The Debtors are the three debtors in possession in the chapter 11 cases commenced before the United States Bankruptcy Court for the District of Delaware (the "US Court").

6. The Debtors' operations were acquired by Imerys S.A. in 2011. As a result, the Debtors are now part of a group of over 360 affiliated entities directly and indirectly owned by the parent organization, Imerys S.A. (the "Imerys Group"). None of the other entities in the Imerys Group are seeking protection under chapter 11 or any other insolvency law.

7. The Debtors' operations are focused on the mining, processing, and/or distribution of talc for use in personal care, industrial, and other specialty products. The Debtors supply talc to third-party manufacturers for use in such parties' products; however, they do not manufacture the final products or sell such products directly to consumers.

8. One or more of the Debtors are named as defendants in lawsuits asserting approximately 14,674 litigation claims alleging liability for personal injuries allegedly caused by exposure to talc. The Debtors believe this litigation is without merit and their strategy has consistently been to mount a vigorous defense to all such claims. Nevertheless, given the

increasing number of cosmetic talc lawsuits, the rise in settlement demands in cosmetic talc lawsuits, and the increasing unwillingness of the Debtors' insurers and third party contractual indemnitors to provide coverage for the Debtors' mounting defense costs and potential liability exposure, the Debtors have determined that coordinated and court-supervised chapter 11 proceedings are required to protect their estates and preserve value for all stakeholders. ITC has not been named as a defendant in any of the lawsuits to date. However, ITA, ITV, and ITC constitute the entirety of Imerys's North American talc operations. ITC's operations are not only significantly integrated with the other Debtors (as further described below), but ITC is particularly reliant upon ITA's personnel and other resources, as ITC utilizes ITA assets and personnel for critical cash, treasury and other necessary administrative services. In addition, the Debtors believe ITC faces potential future litigation as the vast majority of the talc produced by ITC is exported and sold in the US. As a result, the Debtors determined it was in ITC's best interests to initiate chapter 11 proceedings along with the other Debtors.

9. The Debtors' main operating offices, management and the vast majority of their assets and operations (taken in the aggregate) are located in the US. All of the current litigation against the Debtors has also been commenced in the US. The Debtors have determined that value for creditors will be maximized by commencing chapter 11 proceedings in the US.

10. Accordingly, on February 13, 2019 (the "Filing Date"), the Debtors filed voluntary petitions (collectively, the "Petitions" and each a "Petition") for relief under chapter 11 of title 11 ("Chapter 11") of the United States Code (the "US Bankruptcy Code") with the US Court.

11. The Debtors have requested that the Petitions be jointly administered for procedural purposes only. As of the date of this Affidavit, I am not aware of any other bankruptcy proceedings involving any of the Debtors other than the proceedings before the US Court commenced by the Petitions (the "US Proceedings") and these proceedings.

12. The Debtors' ultimate goal in the US Proceedings is to confirm a plan of reorganization providing for trust mechanisms and a channeling injunction that will address all current and future talc claims arising from historic operations of the Debtors so the Debtors can emerge from Chapter 11 protection free of such talc-related liabilities. In the near term, however, to minimize any loss of value of their businesses during the US Proceedings, the Debtors'

immediate objective is to maintain a business-as-usual atmosphere during the early stages of the US Proceedings, with as little interruption or disruption to the Debtors' operations as possible. I believe that if the Court grants the relief requested in the within application, the prospect for achieving these objectives and confirmation of a Chapter 11 plan will be substantially enhanced.

13. In support of the Petitions, I caused to be filed with the US Court a declaration (the "First Day Declaration"). The First Day Declaration sets out in greater detail, among other things, the history of the Debtors and the present challenges leading to the US Proceedings and this application. Attached hereto and marked as Exhibit "A" is a true copy of the First Day Declaration.

II. DESCRIPTION OF ENTITIES

a. Corporate Structure

14. Since their acquisition in 2011, the Debtors have been part of the Imerys Group. Imerys S.A.,¹ the parent of the Imerys Group, is a French multinational company which specializes in the production and processing of a wide range of industrial minerals. It is headquartered in Paris, France and has operations in 50 countries and approximately 18,000 employees.

15. Details of the incorporating jurisdictions and head office locations of the relevant affiliates are as follows:

- Imerys Talc America, Inc. (ITA), incorporated in Delaware with head office located in San Jose, California;
- Imerys Talc Vermont, Inc. (ITV), incorporated in Vermont with head office located in San Jose California; and

¹ Imerys S.A. is listed on Euronext Paris and is part of the CAC MD (mid 60) Index within the SBF 120, which represents the 120 largest stocks listed on Euronext Paris, as well as the CAC Basic Materials Index. Parent shares are also part of the Dow Jones Euro Stoxx, the benchmark index for the euro zone. The Debtors, however, are not listed on any stock exchange.

- Imerys Talc Canada Inc. (ITC), federally incorporated in Canada with a registered head office in Montreal, Quebec and principal place of business in Timmins, Ontario.

16. The Imerys Group acquired its talc operations, including the operations of the Debtors, in 2011. The Debtors' talc operations were previously owned by various entities, including Johnson & Johnson ("J&J"), Cyprus Mines Corporation ("Cyprus"), Cyprus Talc Corporation, and Rio Tinto America, Inc.

17. The management team of the division resides in San Jose, California (General Manager, Finance Director, and CFO) and provides management services to ITC. The Imerys USA headquarters is in Roswell, Georgia and hosts shared services between the Debtors.

18. A simplified overview of the corporate structure of the Imerys Group is set out in an organizational chart, which is attached hereto as Exhibit "B".

b. Group Business

19. The Imerys Group is the world leader in mineral-based specialties for industry, delivering high value-added, functional solutions to a multitude of sectors, from processing industries to consumer goods and building products. It holds leading positions in the majority of its markets, including: minerals for breathable polymer films; alumino-silicate monolithic refractories; graphite for alkaline batteries; conductive additives for Li-ion batteries; fluxes for continuous casting processes; perlite for construction; and mineral solutions for filtration, paper, plastics, paints, ceramics, health products, and cosmetics.

20. The Imerys Group is organized around two segments: the Performance Minerals segment and the High Temperature Materials & Solutions segment. The Performance Minerals segment is comprised of three geographic business areas, including the Europe Middle East Africa (EMEA) area, the Americas area, and the Asia Pacific (APAC) area, which serve the plastics, paints and coatings, filtration, ceramics, renewable energy, and paper and board markets. The entities in the Performance Minerals segment mine, process, and distribute high quality talc, mica, wollastonite, perlite, diatomaceous earth, carbonate, bentonite, and kaolin.

21. The Debtors are part of the Performance Minerals Americas business area and mine, process, and/or distribute talc. Talc is a hydrated magnesium silicate that is used in the manufacturing of both cosmetic/personal care products and industrial products such as paints and coatings, rubber, paper, polymers, and other specialty products. Talc is mined from talc deposits, which result from the transformation of existing rocks under the effect of hydrothermal fluids carrying one or several of the components needed to form the mineral.

22. The Debtors' talc operations include talc mines, plants, and distribution facilities located in: Montana (Yellowstone, Sappington, and Three Forks); Vermont (Argonaut and Ludlow); Texas (Houston); and Ontario, Canada (Timmins, Penhorwood, and Foley).

23. The Debtors are the market leader with respect to talc production in North America, representing nearly 50% of the market.

24. The Debtors' top customers in the personal care sector are manufacturers of baby powder (50% of personal care sales), makeup (30% of personal care sales), and soap (20% of personal care sales). The Debtors are the main supplier of talc to J&J in the United States for use in its manufacturing of baby powder.

c. The Debtors' Financial Status

25. ITC does not independently report its financial performance. Its financial reporting is part of a consolidated report prepared for the Imerys Group.

26. The Debtors' total revenue in 2018 was approximately US\$174 million.

27. According to the Debtors' unaudited financial statements, as at December 31, 2018 ITC had total revenue of CDN\$60.521 million, net annual income of CDN\$8.13 million, total assets of CDN\$40.250 million and total liabilities, excluding shareholder equity, of CDN\$16.16 million.

28. As described in greater detail below, certain of the Debtors are also facing numerous product liability claims in respect of their production and distribution of talc.

d. ITC

29. ITC is incorporated under the *Canadian Business Corporations Act*, RSC 1985, c C-44 ("CBCA") and continued from Quebec's Business Corporations Act, CQLR c S-31.1 ("QBCA") on September 13, 2011.

30. ITC's registered head office is located at 1155 Rene-Levesque Blvd. West, Suite 4000, Montreal, Quebec which is the address of ITC's Canadian counsel, Stikeman Elliott LLP. However, the primary place of business is located at 100 Water Tower Road in Timmins, Ontario.

31. ITC has a total of four directors. One director is a Canadian resident and three are US residents. The Canadian director is also a company employee.

32. ITC employs 67 employees as described in greater detail below.

33. ITC mines talc in Ontario and exports approximately 95% of its talc into the United States. The vast majority of the talc is then sold directly to manufacturing customers, with only a small portion sold to distributors. In 2018, ITC distributed approximately 81,400 metric tons (MT) of talc into the United States. The talc is primarily for use in industrial products but a small portion, less than 0.5% of the revenue from talc, is used for agricultural and horticultural markets.

34. The ITC operations are located in Ontario, Canada and include a talc mine (Timmins) and plant (Perthorwood), a distribution center in Foleyet and a warehouse in Mississauga as described in greater detail below.

e. ITC's Cash Management

35. Cash generated by ITC's operations is held at two bank accounts at the Royal Bank of Canada ("RBC") held in ITC's name. These funds are used to pay ordinary course third party and intercompany business expenses as they arise.

36. There are two (2) active accounts and zero (0) inactive accounts. The following bank accounts are held in the name of ITC:

- Imerys Talc Canada, Inc., Royal Bank of Canada, Operating Account (USD), Account No: ***9146 (the "USD Account"); and
- Imerys Talc Canada, Inc., Royal Bank of Canada, Operating Account (CDN), Account No: ***7638 (the "CDN Account").

The USD Account is used for cash received and transactions conducted in US Dollars and the CDN Account is used for cash received and transactions conducted in Canadian Dollars.

37. ITC's cash and cash management system is managed by ITA personnel in the finance and accounting department based in Three Forks, Montana, who have day-to-day access and control over the ITC bank accounts. Like the other Debtors, ITC also relies upon, Imerys USA, Inc. ("Imerys USA") personnel to provide treasury and accounts payable services pursuant to the shared services arrangement (as further described below). The treasury department located in Georgia, USA is generally responsible for ITC's accounts payable and disseminates the cheques to creditors. The treasury department has initiated plans to transfer the cheque issuing process to ITC which is identical to the changes made to the operations of the US Debtors. This new procedure will allow each of the Debtors to have greater control over their cash and disbursements once filing is complete. There will be one ITC employee that handles the printing and issuance of cheques but Imerys USA and ITA employees will still have oversight and provide direction on the vendors selected for payment. Only one ITC employee has access to the ITC bank accounts, and the employee's access is limited to posting monthly income tax and HST/QST payments.

f. Intercompany Transactions

38. ITC is a party to various intercompany transactions with ITA and ITV in the ordinary course, including transactions for goods and services. In addition, ITC enters into intercompany transactions with other Imerys Group entities, including Imerys S.A. Historically, there was an arrangement in place where, periodically, excess cash from the

Canadian operating account was transferred by the treasury department in Georgia, USA, at the discretion of ITC to the accounts of the parent company, Imerys S.A., and then recorded as an intercompany loan due and payable to ITC. As a result, as of the filing date, ITC was owed a loan from Imerys S.A. in the amount of US\$3 million on account of these intercompany transfers.

39. Historically, if ITC had insufficient funds in its bank accounts, Imerys S.A. provided the funds required for ITC to meet its obligations and would deduct any such amounts from the outstanding loan amount owed by Imerys S.A. to ITC. All intercompany transfers are recorded in Imerys S.A. and ITC's books and records.

40. Prior to the initiation of the US Proceedings, ITC ceased the practice of sweeping excess cash from the Canadian operating account so that all such funds are available to ITC.

g. Creditors

41. ITC is not party to any secured financing arrangements or any third party credit facilities. ITC funds its operations through cash generated from its operations and could request additional funding from Imerys S.A. on an as-needed basis.

42. I am advised by Maria Konyukhova of Stikeman Elliott LLP, Canadian counsel to the Debtors, that searches of the personal property registries for ITC were conducted across Canada on January 24, 2019. As of that date, there were only three (4) registrations in respect of equipment and motor vehicles in Ontario and Quebec. Attached hereto and marked as Exhibit "C" is a copy of the personal property search results for Ontario and Quebec.

43. The trailing 12-month average for ITC's unsecured trade debt is approximately US\$2.40 million.

44. With regard to intercompany debt by and between ITC on the one hand and Imerys S.A. and/or the other Debtors on the other, ITC was owed, as at the filing date, US\$3 million from Imerys SA.

45. It is the Debtors' intention to pay all post-filing expenses in the ordinary course. The Debtors have also sought court approval to pay certain pre-filing trade debt of non-US vendors or vendors otherwise deemed critical and have received approval, on an interim basis, to pay such claims. The Debtors anticipate having minimal prepetition trade debt outstanding during the Chapter 11 proceedings.

h. Employees

46. ITC has a total of 67 employees that work out of either the Timmins, Ontario or Penhorwood, Ontario facilities.

47. At the Timmins facility, 23 of ITC's employees are covered by a labor agreement between ITC and the United Steel Workers of America, Local 7580-01, which expires on June 30, 2021. At the Penhorwood/Foley facilities, 26 of ITC's employees are covered by a labor agreement between ITC and United Steel Workers of America, Local 7580-02, which expires on June 30, 2020. ITC also has 18 non-unionized employees.

48. ITC maintains two defined benefit registered pension plans: the Pension Plan for Bargaining Unit Employees of Imerys Talc Canada Inc. (the "Union Plan") and the Pension Plan for Employees of Imerys Talc Canada Inc. (the "Salaried Plan"). As of December 31, 2017, the Union Plan had a total of 22 active and 11 inactive members, and the Salaried Plan had a total of 31 active and 26 inactive members. The membership of the Union Plan is comprised of employees and former employees of ITC represented by United Steel Workers of America, Local 7580 and the membership of the Salaried Plan is comprised of non-unionized employees and former employees of ITC. ITC is the administrator of the Union Plan and the Salaried Plan.

49. The most recently filed actuarial valuation for each plan was performed as of December 31, 2017. As of that date, the Union Plan had assets of CDN\$4,384,500 and liabilities on a wind-up basis of CDN\$5,046,700, and the Salaried Plan had assets of CDN \$9,770,300 and liabilities on a wind-up basis of CDN\$10,493,400. The valuation indicates that no special payments are currently required to be paid to either the Union Plan or the Salaried Plan.

50. The Debtors intend to continue to pay all of their obligations to their employees and retirees in the ordinary course.

51. ITC's employee administration (e.g. compensation, benefits, and human resource policies) is managed by personnel located in the Three Forks, Montana and Atlanta, Georgia offices. The Atlanta offices are leased by a non-filing US affiliate, and the Three Forks space is owned by ITA. The personnel in the Three Forks office are employees of ITA.

I. Real Estate

52. The primary office of ITC is located on ITC owned real property at 100 Water Tower Road Timmins, Ontario. The registered head office is located at 1155 Rene-Levesque Blvd. West, Suite 4000, Montreal, Quebec which is the Montreal office of ITC's Canadian counsel, Stikeman Elliott LLP.

53. ITC has three main active sites (Timmins, Penhorwood, and Foleyet) and one warehouse (Mississauga) all located in Ontario. At the Timmins location, ITC owns a small parcel of land where a micronizing mill and a central office building are located. The City of Timmins owns the majority of the surface rights to this land.

54. The Penhorwood location is an active mine and beneficiation plant. At this site, ITC actively mines and mills talc. ITC has a land lease, an aggregate permit and a patent mine holding for this location. At the Foleyet location, ITC transloads the talc product to railcars for distribution. The land is owned by CN Railway and leased to ITC.

55. ITC leases a fourth site in Mississauga, Ontario which is the warehouse for storing finished product.

56. ITC also maintains responsibility for a closed talc mine located in the Sherbrooke region of Quebec. Another inactive mine, Marcoux talc mine, is located in close proximity to Mansonville, Quebec. The Marcoux mine has been closed since 2010, but ITC continues to own surface rights to the land and buildings on the property. ITC retains the responsibility of reclamation and closure of the Broughton mines which is scheduled to commence in February 2019. Once rehabilitation work is completed and upon final inspection, the ITC will relinquish responsibility for the Broughton site.

j. Environmental Claims

57. As described above, ITC operates one active mine in Penhorwood and a plant in Timmins. The Timmins Micronizing Mill, based on the most recent Environmental Site Assessment, is a low environmental liability. Similarly, the Penhorwood mine operation is also low risk. It has inherited waste rock piles and un-vegetated, disturbed land on the property; however, progressive rehabilitation is already in process. Regular environmental monitoring is in place and the mine satisfies all conditions for permits and approvals in its operation.

58. ITC has also conducted reclamation of mines that are no longer active. The Marcoux mine was reclaimed and subsequently closed in 2010. ITC still owns the surface rights to this land and the buildings on the land are not inhabitable. Finally, the reclamation for the Broughton mine is set to begin in February 2019 for a period of 10 months.

59. As described in detail in the Debtors' Insurance and Bonding Motion,² the Debtors are obligated to post bonds to cover the costs of obligations related to the reclamation of the land on which their mines are located, as well as certain performance, license/permit, and customs and border protection obligations. To date, there are two bonds posted on behalf of ITC.

60. The premiums for the bonds are paid by ITC. The current total amount of bonds posted by Imerys USA on behalf of ITC is approximately CDN\$2,950,000.

61. The Debtors will continue to comply with all of their environmental obligations through the course of these proceedings.

III. REASONS FOR REORGANIZATION PROCEEDINGS

62. Certain of the Debtors are facing numerous claims by plaintiffs alleging liability for personal injuries caused by exposure to talc mined, processed, and/or distributed by one or more of the Debtors (the "Talc Claims"). The overwhelming majority of the Talc Claims stem from the plaintiffs' alleged use of cosmetic talc, including J&J products. Although there are other talc suppliers in the market, certain of the Debtors have historically been J&J's primary

² The "Insurance and Bonding Motion" means the Debtors' Motion for Order Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, and (IV) Maintain Their Bonding Program.

supplier of cosmetic talc and, therefore, have been routinely named as a co-defendant of J&J in litigation related to the Talc Claims.

63. The Debtors believe that the Talc Claims are entirely without merit and that exposure to their talc products has not caused any personal injury. The safety of the Debtors' talc has been confirmed by dozens of peer-reviewed studies and multiple regulatory and scientific bodies, including the US Food & Drug Administration. Moreover, two of the largest real-world studies ever conducted on talc miners and nurses using talc over the course of 50 years have overwhelmingly confirmed that talc is not carcinogenic. The Debtors and the rest of the Imerys Group have been and continue to be committed to the quality and safety of their products above all else.

64. At the time of the Imerys Group's acquisition of the Debtors in 2011, there were only approximately eight Talc Claims pending against the Debtors, each of which was in the early stages of litigation. Although plaintiffs began filing additional cosmetic talc cases at an increasing pace in 2014, the Debtors mounted a vigorous defense against such suits and were successful in dismissing or settling for *de minimis* amounts the vast majority of these cases. Nevertheless, the number of cosmetic Talc Claims filed continued to accelerate rapidly over the next several years.

65. ITA and ITV are named defendants in lawsuits asserting approximately 14,674 alleged Talc Claims. The Debtors have access to certain insurance assets that they have relied on to fund their defense and appropriate settlement costs to date. Nevertheless, the Debtors cannot continue to litigate in perpetuity.

66. Although no claims have yet been filed in Canada or the US against ITC, the Debtors believe it is only a matter of time until that occurs as the vast majority of the talc produced by ITC is exported and sold in the US.

67. The Debtors' primary goal in filing for Chapter 11 and CCAA protection is to confirm a plan of reorganization pursuant to Sections 105(a), 524(g), and 1129 of the Bankruptcy Code. These sections allow for the channelling of all present and future Talc Claims to a funded trust that will liquidate and pay the Talc Claims pursuant to a set of court-approved "trust

distribution procedures". These sections also provide for a channeling injunction to prevent claimants from pursuing against any Debtor or non-Debtor affiliate any claims arising from talc mined, produced, or distributed by any of the Debtors prior to their emergence from the US Proceedings. While the Debtors dispute all liability as to the Talc Claims, they believe this approach will provide fair and equitable treatment of all stakeholders.

68. To facilitate negotiations regarding a potential plan of reorganization and the creation of a trust to address the Talc Claims, the Debtors retained Jim Patton of Young, Conaway, Stargatt & Taylor, LLP on September 25, 2018 to serve as a proposed future claims representative (the "Prepetition FCR") to represent the interests of individuals who may in the future assert talc-related demands against the Debtors. The Prepetition FCR retained Young Conaway, Stargatt & Taylor, LLP, as counsel, and Ankura Consulting, as claims analyst, to provide advice in connection with such representation. Together with his advisors, the Prepetition FCR initiated an extensive diligence process into the Debtors' businesses and the pending talc litigation. The Debtors have worked constructively with the Prepetition FCR and his advisors throughout this process by providing access to a fulsome data room and responses to numerous information requests, as well as by attending multiple in-person diligence meetings, among other things.

69. During the US Proceedings, the Debtors intend to negotiate an agreement with the Prepetition FCR and representatives of the holders of current alleged Talc Claims to resolve their historic talc-related liabilities and develop a go-forward strategy for the impacted talc businesses. The Debtors are confident that such negotiations will culminate in a court-approved plan of reorganization in the first half of 2020 and enable the Debtors to emerge free and clear of all their historic talc-related liabilities and insulate the rest of the Imerys Group from any exposure for such liabilities.

70. While the Debtors dispute all liability as to the Talc Claims, the Debtors believe this approach will provide fair and equitable treatment of all stakeholders. It is within the best interests of the Debtors and their creditors to deal with the Debtors' reorganization comprehensively rather than bearing the time and expense of conducting multiple cross-border proceedings.

71. Further details of the litigation claims, the status of the Debtors' insurance coverage and pre-filing negotiations are set out in the First Day Declaration.

IV. CENTRE OF MAIN INTEREST (COMI)

i. The US Debtors

72. ITA and ITV are incorporated in Delaware and conduct the majority of their operations within the US borders. ITA and ITV have no assets or operations in Canada, nor do they have any significant Canadian creditors or any Canadian employees.

ii. ITC and Integration with ITA and ITV

73. As stated above, ITC has its registered and records office in Montreal, Quebec and main operations in Timmins, Ontario. It is the only talc entity in the Imerys Group operating in Canada.

74. ITC derives its customer base almost exclusively from the US with 95% of its production purchased by US buyers. ITC shares many of its customers with ITV.

75. Three out of four of ITC's directors are not Canadian residents.

76. The highest level of employee located in Canada (Timmins, ON) is the operations manager for the active mines. This individual, a paid employee of ITC, is responsible for the daily operations of both the Vermont office and ITC's mines. However, various operational tasks and decisions are made by ITA personnel or otherwise require senior approval, which is relayed to, and received by, ITA personnel in the United States. ITA personnel making decisions on behalf of ITC also consult with, rely upon or seek approval of, personnel in the US office (primarily Imerys USA) with respect to material matters which are outside of the ordinary course.

77. ITC relies heavily upon ITA personnel and resources located in the United States for both its strategic business operations as well as day-to-day functionality. Decisions are made on behalf of all of the Debtors by a division manager of North American talc operations who is an employee of ITA and located in the United States. These decisions include considerations such

as which shared services each of the Debtors will participate in and the appropriate use of capital expenditures.

78. Material corporate decisions relating to ITC's general business strategy are made or approved by a combination of senior leadership assigned to offices located in San Jose, California, Atlanta, Georgia, and Three Forks, Montana, and Paris, France, including pursuant to Imerys Group and Division-level management authority rules. Decisions related specifically to pricing and business development are developed and approved by the San Jose, California and Paris, France offices.

79. ITA and Imerys USA personnel located in the San Jose, California and Three Forks, Montana offices are responsible for developing and approving all final financial decisions for ITC (except for certain strategically significant and material decisions, which may require higher-level approval). Marketing decisions for ITC are generally overseen by US personnel.

80. ITC, like ITA and ITV, heavily relies on certain shared services provided by the USA Shared Service Center (the "SSC"), a unit of Imerys Clays, Inc. (which is a wholly-owned subsidiary of Imerys USA) (the "Shared Services"). The Debtors, including ITC, incur various costs related to its receipt of the Shared Services. ITA pays all the Shared Services costs on behalf of the Debtors and then charges back these costs to ITC and ITV. These Shared Services allow ITC and the other Debtors to access certain corporate and administrative services, resulting in efficiencies and reduced costs. The division manager employed at ITA and based in the US determines the extent of ITC's participation in the Shared Services. Given how closely integrated their operations are, ITC, ITA and ITV could not obtain the degree of cost efficiencies and operational benefits afforded by the Shared Services arrangement by outsourcing these shared functions to third party providers.

81. ITC receives certain Shared Services relating to treasury management and accounts payable functionality (including vendor setup and maintenance, invoice processing, and related services) governed by a Master Service Level Agreement with the SSC. Specifically, personnel in the Atlanta, Georgia, and Three Forks, Montana offices manage all of ITC's accounts payable and accounts receivable. ITC is also party to separate service level agreements with units of the SSC relating to purchasing activities and services as well as logistics services related to rail

management, warehouse procurement, and vendor management. Separate from the Shared Services, Imerys S.A. also provides group-level executive management, legal, and other corporate overhead services to its subsidiaries (including ITC). Specifically, these services include, among other things: business administration, marketing and sales, legal, internal and external communications, technology, transport, and services and are governed by a Service Agreement by and between Imerys S.A. and ITC.

82. The Debtors were granted relief by the US Court to continue the provision of the Shared Services and other intercompany services described above.

83. These Shared Services and other arrangements described above reflect the thoroughly integrated operations between ITC and the US Debtors. ITC relies on these services for its daily business operations including the efficient sale and delivery of its tank products to its US based customers.

V. OVERVIEW OF THE CHAPTER 11 PROCEEDINGS

84. As part of the first day motions (the "First Day Motions") that were heard by the US Court on February 14, 2019, the US Court made several orders (collectively, the "First Day Orders"). The First Day Orders made by the US Court include, *inter alia*:

- a) an order permitting the joint administration of the US Proceedings of ITA, ITV and ITC in the US Proceedings, which is attached hereto and marked as Exhibit "D" (the "Joint Administration Order");
- b) an order recognizing ITC as the foreign representative of the Debtors, which is attached hereto and marked as Exhibit "E" (the "Foreign Representative Order");
- c) an order authorizing the appointment of Prime Clerk LLC ("Prime Clerk") as claims and noticing agent, which is attached hereto and marked as Exhibit "F" (the "Claims and Noticing Agent Order");
- d) an order confirming the enforceability and applicability of the protections

pursuant to Sections 362, 365, 525 and 541 of the US Bankruptcy Code, which is attached hereto and marked as Exhibit "G" (the "Automatic Stay Order");

- e) an interim order (i) authorizing, but not directing, the Debtors to pay prepetition claims held by (a) Shippers in an amount not to exceed US\$1.9 million on an interim basis, (b) Lien Claimants in an amount not to exceed US\$1.0 million on an interim basis and (c) Royalty Interest Owners in an amount not to exceed US\$200,000 on an interim basis, each absent further order of the Court, (ii) authorizing, but not directing, the Debtors to pay 503(b)(9) Claims in an amount not to exceed US\$300,000 absent further order of the Court; (iii) confirming the administrative expense priority status of orders for goods not delivered until after the filing date (the "Outstanding Orders") and authorizing, but not directing, the Debtors to pay prepetition amounts related to the Outstanding Orders; which is attached hereto and marked as Exhibit "H" (the "Lien Claimants Order");
- f) an interim order (i) authorizing, but not directing, the Debtors to pay prepetition obligations owed to certain critical vendors, up to US\$500,000 on an interim basis; and (ii) authorizing financial institutions to honor and process related checks and transfers, which is attached hereto and marked as Exhibit "I" (the "Critical Vendors Order");
- g) an interim order (i) authorizing, but not directing, the Debtors to pay prepetition obligations owed to foreign vendors, up to US\$900,000, on an interim basis; and (ii) authorizing financial institutions to honor and process related checks and transfers, which is attached hereto and marked as Exhibit "J" (the "Foreign Vendors Order");
- h) an interim order (i) authorizing, but not directing, the Debtors to pay Taxes and Fees (as defined in the First Day Declaration), whether accrued prior to, on or after the commencement of the US Proceedings, up to US\$715,000, on an interim basis; and (ii) authorizing financial institutions to honor and process related checks and transfers, which is attached hereto and marked as Exhibit "K" (the

"Taxes Order");

- i) an order (i) authorizing the Debtors to (a) pay prepetition insurance and bonding obligations, up to US\$700,000 in the aggregate, (b) maintain their postpetition insurance coverage, and (c) maintain their bonding program, and (ii) authorizing financial institutions to honor and process related checks and transfers, which is attached hereto and marked as Exhibit "L" (the "Insurance and Bonding Order");
- j) an interim order (i) authorizing the Debtors to pay certain prepetition workforce obligations, including compensation, expense reimbursements, benefits, and related obligations, not exceeding the amount of US\$1.914 million on an interim basis and (ii) authorizing financial institutions to honor and process related checks and transfers, which is attached hereto and marked as Exhibit "M" (the "Workforce Obligations Order");
- k) an interim order with respect to utilities providers: (i) prohibiting the Debtors' utility service providers from altering or discontinuing service on account of prepetition invoices; (ii) approving an adequate assurance deposit as adequate assurance of postpetition payment to the utilities; and (iii) establishing procedures for resolving any subsequent requests by the utilities for additional adequate assurance of payment, which is attached hereto and marked as Exhibit "N" (the "Utilities Order");
- l) an interim order (i) authorizing the Debtors to honor prepetition obligations owed to customers and to otherwise continue customer programs, and (ii) authorizing financial institutions to honor and process related checks and transfers no exceeding the amount of USD\$600,000 in the interim, which is attached hereto and marked as Exhibit "O" (the "Customer Programs Order");
- m) an interim order authorizing, but not directing, the Debtors to maintain their existing cash management system, including maintenance of existing bank accounts, checks and business forms, authorizing continuation of existing

deposit practices, and approving the continuation of certain intercompany transactions, not exceeding the amount of USD\$1.35 million in the interim, and granting superpriority status of certain transactions among the Debtors, which is attached hereto and marked as Exhibit "P" (the "Cash Management Order"); and

- n) an interim order authorizing the filing of (i) a consolidated master list of creditors, a list of the thirty law firms with the most significant representations of Talc Claimants, a list of the top thirty unsecured claims (excluding talc claims), and (ii) approving certain notice procedures for talc claimants, which is attached hereto and marked as Exhibit "Q" (the "Limit Notice and Approve Notice Procedures Order").

Joint Administration Order

85. Pursuant to the Joint Administration Order, the US Court directed that the US Proceedings of each Debtor would be administered jointly, including having one court docket and one service list.

86. In granting the Joint Administration Order, the US Court was satisfied the order was necessary for the US Proceedings and the efficient administration of the US Proceedings. ITC seeks recognition of the Joint Administration Order, so that these proceedings can be managed efficiently and in a manner consistent with the US Proceedings.

Foreign Representative Order

87. The US Court made the Foreign Representative Order appointing ITC as the foreign representative of the Debtors to, among other things, seek recognition of the US Proceedings in Canada. Pursuant to the Foreign Representative Order, the US Court requested the assistance of this Court in aiding and supporting the US Proceedings.

88. In granting the Foreign Representative Order, the US Court was satisfied that each order was necessary for the US Proceedings and the efficient administration of the US Proceedings.

ITC seeks recognition of the Foreign Representative Order, so that these proceedings can be managed efficiently and in a manner consistent with the US Proceedings.

Claims and Noticing Agent Order

89. Pursuant to the Claims Agent Order, the US Court appointed Prime Clerk as claims and noticing agent for the Debtors in order to administer the claims of the Debtors' creditors and provide certain noticing services. Prime Clerk is a bankruptcy claims and noticing agent that specializes in administering chapter 11 proceedings.

90. In entering the Claims Agent Order, the US Court determined that the appointment of Prime Clerk as claims and noticing agent was reasonable and appropriate to ensure the efficient and effective administration and determination of claims against the Debtors.

91. ITC seeks recognition of the Claims Agent Order from this Honourable Court to ensure consistency in the administration of these proceedings and the US Proceedings. However, ITC does not propose that the role of Prime Clerk supplant or replace the proposed role of Richter Advisory Group Inc. ("Richter") as Information Officer in these proceedings.

Automatic Stay Order

92. Pursuant to the Automatic Stay Order, the US Court enforced and restated the automatic stay of the US Bankruptcy Code.

93. In entering the Automatic Stay Order, the US Court determined that enforcing and restating the stay provisions of the US Bankruptcy Code was appropriate and necessary to maintain the Debtors' operations, while it continues its efforts to negotiate and confirm a consensual plan of reorganization in the US Proceedings.

94. ITC seeks recognition of the Automatic Stay Order from this Honourable Court and submits that such recognition is necessary to ensure consistency between these proceedings and the US Proceedings.

Lien Claimants Order

95. The US Court entered the Lien Claimants Order, which authorizes (but does not direct) the Debtors to pay certain shippers, lien claimants, royalty interest owners, and claimants with claims arising under Section 503(b)(9) of the US Bankruptcy Code. The Debtors sought this order to ensure that its supply of essential materials and supplies would not be interrupted and that it would be able to continue to transport talc among the Debtors' mines and plants and deliver talc to the Debtors' customers. The Lien Claimants Order was made on an interim basis, and will be subject to a further hearing and final order.

96. In entering the Lien Claimants Order, the US Court was satisfied that it is necessary for the Debtors to be allowed to pay certain shippers, lien claimants, royalty interest owners, and 503(b)(9) claimants for charges incurred in connection with the delivery and transport of goods and the provision of certain services, so that such claimants do not assert possessory, statutory, or other liens against any of the Debtors' property or otherwise refuse to release such property pending receipt of payment, which would disrupt the Debtors' operations and potentially cause substantial delays, great expense and irreparable harm to the Debtors' estates.

97. ITC seeks recognition of the Lien Claimants Order from the Canadian Court and submits that such recognition is necessary to ensure consistency in the treatment of these payments between these proceedings and the US Proceedings.

Critical Vendors Order

98. Pursuant to the Critical Vendors Order, the US Court authorized (but did not direct) the Debtors to pay prepetition obligations owed to certain critical vendors up to the Critical Vendor Claims Cap (as defined in the Critical Vendor Order). The Debtors sought this order to ensure its critical vendors would continue to supply necessary goods and services to the Debtors. The Critical Vendors Order was made on an interim basis, and will be subject to a further hearing and final order.

99. In entering the Critical Vendors Order, the US Court was satisfied that the Critical Vendors Order was necessary to ensure that certain critical vendors that provide essential goods and services to the Debtors do not refuse to provide such goods and services to the

Debtors, which would cause significant disruption to the Debtors' operations. The Debtors are authorized, but not directed, to require a critical vendor to agree to provide goods and services to the Debtors on current or recent trade terms in exchange for payment of such vendor's prepetition claims pursuant to the Critical Vendors Order.

100. ITC seeks recognition of the Critical Vendors Order from the Canadian Court and submits that such recognition is necessary to ensure there is no disruption to the Debtors' operations.

Foreign Vendors Order

101. Pursuant to the Foreign Vendors Order, the US Court authorized (but did not direct) the Debtors to pay prepetition obligations owed to certain foreign vendors up to the Foreign Vendor Claims Cap (as defined in the Foreign Vendor Motion). The Debtors sought this order to ensure its foreign vendors would continue to supply goods and services to the Debtors. In particular, the Debtors were concerned that foreign vendors may not consider themselves bound by the US Proceedings without a specific order. The Foreign Vendors Order was made on an interim basis, and will be subject to a further hearing and final order.

102. In entering the Foreign Vendors Order, the US Court was satisfied that the Foreign Vendors Order was necessary to ensure that certain foreign vendors that provide goods and services to the Debtors do not refuse to provide such goods and services to the Debtors, which would cause significant disruption to the Debtors' operations.

103. ITC seeks recognition of the Foreign Vendors Order from the Canadian Court and submits that such recognition is necessary to ensure there is no disruption to the Debtors' operations.

Taxes Order

104. Pursuant to the Taxes Order, the US Court authorized (but did not direct) the Debtors to pay certain prepetition Taxes and Fees (as defined in the First Day Declaration). The Taxes and Fees include international taxes, state and federal income taxes, franchise taxes, property taxes, sales and use taxes, licenses and fees, and other types of taxes and fees, assessments, or similar

charges. The Taxes Order applies to Canadian taxation authorities, including with respect to sales and use taxes and certain licenses and fees. The Taxes Order was made on an interim basis, and will be subject to a further hearing and final order. ITC seeks authority to make payments directly to taxing authorities and make payments to, or set off amounts owed from, Inerys USA or the other Debtors, in each case on account of the Taxes and Fees.

105. In entering the Taxes Order, the US Court determined that it was appropriate and necessary for the Debtors to have discretion to pay prepetition taxes and fees to facilitate its continued operations and avoid potential disruptions to the Debtors' operations, including interruptions to necessary permits and distracting the efforts of critical employees.

106. ITC seeks recognition of the Taxes Order from the Canadian Court, and submits that such recognition is necessary to ensure the efficient and consistent administration of the Debtors' operations and stability throughout its efforts in the US Proceedings. ITC also seeks recognition of the Taxes Order from the Canadian Court to ensure that Canadian taxation authorities are treated consistently with those in the US.

Insurance and Bonding Order

107. The US Court entered the Insurance and Bonding Order, which authorizes (but does not direct) the Debtors to pay prepetition insurance and bonding obligations and to continue, renew, and modify their postpetition insurance coverage and bonding program.

108. In entering the Insurance and Bonding Order, the US Court was satisfied that all of the insurance and bonding programs covered by the Insurance and Bonding Order are essential to the ongoing operation of the Debtors' businesses and the preservation of the value of the Debtors' estates.

109. ITC seeks recognition of the Insurance and Bonding Order from the Canadian Court and submits that such recognition is necessary to ensure continued insurance coverage for the US Debtors and ITC.

Workforce Obligations Order

110. The US Court entered the Workforce Obligations Order (i) authorizing (but not directing) the Debtors to (i) pay certain prepetition workforce obligations, including compensation, expense reimbursement, benefits, and related obligations, (ii) confirming the Debtor's right to continue workforce programs on a postpetition basis, (iii) authorizing payment of withholding and payroll-related taxes, (iv) confirming the Debtors' right to continue to deduct and transmit deductions from payroll checks as authorized by employees or required under any workforce-related plan, program or policy or as required by law and (v) authorizing payment of prepetition claims owing to administrators of, or third party providers under, workforce programs. The Workforce Obligations Order was made on an interim basis and will be subject to a further hearing and final order. The Workforce Obligations Order includes Canadian employees and all benefits relevant to Canadian employees.

111. In granting the Workforce Obligations Order, the US Court was satisfied that the failure to make payments on account of these obligations to the Debtors' workforce (and for withholdings related to the workforce) would threaten the Debtors' ability to operate, to the detriment of all stakeholders, and hinder their efforts to negotiate and confirm a consensual plan of reorganization in the US Proceedings. The US Court was further satisfied that authorizing the payment of these amounts was a sound exercise of the Debtors' business judgment.

112. ITC seeks recognition of the Workforce Obligations Order from the Canadian Court to ensure that the Debtors' workforce is treated equally in these proceedings and the US Proceedings.

Utilities Order

113. Pursuant to the Utilities Order, the US Court prohibited the Debtors' utility providers from terminating service solely on the basis of the commencement of the US Proceedings, approved adequate assurance of future payment for utility providers, and established procedures for resolving additional adequate assurance requests by utility providers. The utilities providers include those supplying gas, electricity, phone and internet services, among

other things. The Utilities Order includes 14 Canadian utilities providers. The Utilities Order was made on an interim basis and will be subject to a further hearing and final order.

114. In entering the Utilities Order, the US Court was satisfied that continued service was reasonable, appropriate and necessary to maintain the Debtors' operations.

115. ITC seeks the recognition of the Utilities Order from this Honourable Court and submits that such recognition is necessary to ensure consistency between these proceedings and the US Proceedings. ITC also seeks recognition of the Utilities Order from this Honourable Court to ensure Canadian utilities providers are treated consistently with the US utilities providers.

Customer Programs Order

116. Pursuant to the Customer Programs Order, the US Court authorized (but did not direct) the Debtors to pay prepetition obligations owed to certain customers on account of customer programs and to continue honoring customer programs postpetition. The customer programs offered by the Debtors include certain rebate, commission, and warranty programs. The Customer Programs Order was entered on an interim basis, and will be subject to a further hearing and final order.

117. In entering the Customer Programs Order, the US Court was satisfied that the Customer Programs Order was necessary to preserve the Debtors' critical business relationships and customer satisfaction.

118. ITC seeks recognition of the Customer Programs Order from the Canadian Court and submits that such recognition is necessary to ensure the Debtors are able to maintain their relationships with all customers, to the ultimate benefit of their business and estates.

Cash Management Order

119. The US Court entered the Cash Management Order, which (i) authorizes, but does not direct, the Debtors to maintain and use their existing cash management system, including maintenance of the Debtors' existing bank accounts, checks, and business forms, (ii) grants the Debtors a waiver of certain bank account and related requirements of the United States Trustee

to the extent that such requirements are inconsistent with the Debtors' practices under their existing cash management system or other actions described, (iii) authorizes, but does not direct, the Debtors to continue to maintain and use their existing deposit practices notwithstanding the provisions of section 345(b) of the Bankruptcy Code, (iv) approves the continuation of certain ordinary course intercompany transactions, (v) authorizes the Debtors to open and close bank accounts, and (vi) accords superpriority status to postpetition intercompany claims arising from transactions between the Debtors.

120. In short, the Cash Management Order allows the Debtors to continue to operate existing cash management systems consistent with past practice. The Cash Management Order was made on an interim basis and will be subject to a further hearing and final order.

121. Intercompany transactions regularly occur between various Imerys Group entities and ITC in the ordinary course. Historically, funds were transferred between ITC and Imerys S.A. periodically when deemed necessary or prudent, including, but not limited to, transfers as a result of excess cash held at ITC. Following the Petition Date, ITC will not transfer excess funds to Imerys S.A. on a periodic basis. As described in the Cash Management Order, ITC will continue to transfer funds to Imerys S.A. and other Imerys Group entities on account of (i) shared services expenses described herein and in the motion seeking entry of the Cash Management Order (the "Cash Management Motion") and (ii) fees and expenses arising from intercompany transactions for goods and/or services provided by Imerys S.A. or other Imerys Group entities as described in the Cash Management Motion and which are necessary for or otherwise benefit ITC's ongoing operations (the "Permitted ITC Intercompany Transactions"). Other than the Permitted ITC Intercompany Transactions, following the Petition Date, ITC will not transfer funds to Imerys Group entities on account of any prepetition intercompany transactions, unless otherwise ordered by the US Court.

122. In entering the Cash Management Order, the US Court was satisfied that the existing system was essential to the Debtors' ongoing operations and that there would be no prejudice to the Debtors' continued use of pre-printed business forms without modification to identify the members of the Debtors as debtors in possession.

123. The US Court was also satisfied that the Intercompany transactions should continue because the system enables the Debtors to efficiently monitor and control their cash position and maintain control over Intercompany Transactions (as defined in the Cash Management Order). The continued use of the cash management system in such manner during the pendency of the US Proceedings is essential to the Debtors' business operations and their goal of maximizing value for the benefit of all parties in interest. In entering the Cash Management Order, the US Court was further satisfied that the Cash Management Order was necessary to avoid immediate and irreparable harm and is in the best interests of the Debtors' estates and their creditors and all other parties in interest. Examples of intercompany transactions the US Court approved for superpriority include shared services with the US Debtors, shared services with Inerys S.A, sale of goods which occur between ITC and the US Debtors or affiliates, intercompany sharing and commissions, research and development and testing, and hedging transactions.

124. ITC seeks recognition of the Cash Management Order from the Canadian Court to ensure that the Debtors' finances, which are highly integrated, can continue in the ordinary course to the benefit of all stakeholders.

Limit Notice and Approve Notice Procedures Order

125. The US Court entered the Limit Notice and Approve Notice Procedures Order, which (i) authorized the Debtors to file (a) a consolidated master list of creditors, (b) a list of the thirty law firms with the most significant representations of Talc Claimants, and (c) a consolidated list of top 30 unsecured claims and (ii) on an interim basis only, approving the implementation of a set of notice procedures by which the Debtors shall (a) list the addresses of known counsel of record for the Talc Claimants, in lieu of the addresses of the Talc Claimants themselves (where addresses of the Talc Claimants are not reasonably ascertainable to the Debtors), on the Debtors' creditor matrix and (b) send required notices, mailings, and other communications related to these Chapter 11 Cases to such known counsel of record for the Talc Claimants in lieu of sending such communications to the Talc Claimants themselves (where addresses of the Talc Claimants are not reasonably ascertainable to the Debtors).

126. ITC seeks recognition of the Limit Notice and Approve Notice Procedures Order from the Canadian Court to ensure that the Debtors meet their notice obligations as required under the US Bankruptcy Code as well as provide claimants in the talc litigation a fair and appropriate process to be heard.

VI. INFORMATION OFFICER

127. ITC, as foreign representative of the Debtors, seeks the appointment of Richter as the Information Officer in these proceedings. Richter is a licensed trustee-in-bankruptcy.

128. ITC, as foreign representative, believes that the appointment of the Information Officer is appropriate in the circumstances to ensure that both the Canadian Court and ITC's creditors and stakeholders are kept informed of these proceedings and the US Proceedings. Attached hereto and marked as Exhibit "R" is a true copy of the executed Consent of Richter to act as Information Officer.

VII. ADMINISTRATION CHARGE

129. ITC, as foreign representative of the Debtors, seeks the granting of an administration charge over the assets of the Debtors in Canada with respect to the fees and disbursements of Richter, the Information Officer, and its counsel, Aird & Berlis LLP, to a maximum of CDN\$200,000 (the "Administration Charge").

130. I understand that Richter requires the Administration Charge as security for their fees in order to act in this matter and that the Administration Charge should rank as a first charge.

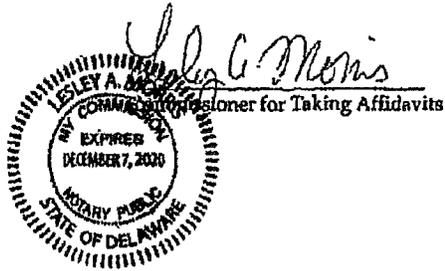
VIII. CONCLUSION

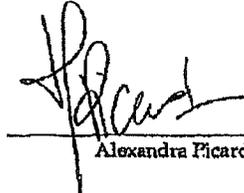
131. The Debtors' ultimate goal in the US Proceedings and the CCAA proceedings is to confirm a plan of reorganization providing for trust mechanisms that will address all current and future talc claims arising from the historic operations of the Debtors while simultaneously preserving value and allowing the Debtors to emerge from chapter 11 free of such talc-related liabilities. In the near term, however, to minimize any loss of value of their businesses during the US Proceedings, the Debtors' immediate objective is to maintain a business-as-usual

atmosphere during the early stages of the US Proceedings, with as little interruption or disruption to the Debtors' operations as possible.

132. I believe that the relief sought in this application (a) is vital to enabling the Debtors to make the transition to, and operate in, chapter 11 with minimum interruptions and disruptions to their businesses or loss of productivity or value and (b) constitutes a critical element in the Debtors' being able to successfully maximize value for the benefit of their estates.

SWORN BEFORE ME in the State of
Delaware, on Thursday, February 14,
2019.




Alexandra Picard

TAB B

CALIFORNIA COPY CERTIFICATION
BY DOCUMENT CUSTODIAN

I, Anthony Wilson hereby declare that the attached reproduction
of Exhibit B is a true, correct and
complete photocopy of the original document in my possession.

Anthony Wilson
Signature of Original Document Custodian
333 W. San Carlos St., suite 5-116
San Jose, CA 95110
Address

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

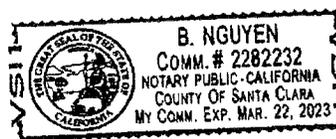
County of Santa Clara

On July 31st 2019, before me, B. Nguyen, Notary Public, personally appeared
Anthony Wilson

who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under Penalty of Perjury under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS MY HAND AND OFFICIAL SEAL.



B. Nguyen
Signature of Notary Public

(Notary Seal)

OPTIONAL INFORMATION

DESCRIPTION OF ATTACHED DOCUMENT

Exhibit B

Number of Pages — (Including acknowledgment)

Document Date 7/31/19

—
(Additional Information)

CAPACITY CLAIMED BY SIGNER

Individual
 Corporate Officer
 Partner
 Attorney-In-Fact
 Trustee
 Other: _____

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---|---|-------------------------|
| | x | |
| In re: | : | Chapter 11 |
| | : | |
| IMERYS TALC AMERICA, INC., <i>et al.</i> , ¹ | : | Case No. 19-10289 (LSS) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| | x | Re: Docket No. 790 |

**ORDER (I) ESTABLISHING BAR DATES AND
RELATED PROCEDURES FOR FILING PROOFS OF CLAIM
OTHER THAN WITH RESPECT TO TALC PERSONAL INJURY
CLAIMS AND (II) APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “**Motion**”)² of the Debtors for entry of an order establishing Bar Dates (as defined below) and approving procedures for filing proofs of claim other than with respect to Talc Claims (as defined below) in the Chapter 11 Cases, and approving the general form and manner of notice of the Bar Dates; and the Court having reviewed the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter an order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Imerys Talc America, Inc. (6358), Imerys Talc Vermont, Inc. (9050) and Imerys Talc Canada Inc. (6748). The Debtors’ address is 100 Mansell Court East, Suite 300, Roswell, Georgia 30076.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and the Court having determined that there is good and sufficient cause for the relief granted in this order, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.

2. As used herein, (a) the term “**claim**” has the meaning given to it in section 101(5) of the Bankruptcy Code, (b) the term “**entity**” has the meaning given to it in section 101(15) of the Bankruptcy Code, (c) the term “**governmental unit**” has the meaning given to it in section 101(27) of the Bankruptcy Code and (d) the term “**affiliate**” has the meaning given to it in section 101(2) of the Bankruptcy Code.

3. As used herein, the term “**General Claim**” means any claim that arose, or is deemed to have arisen, prior to February 13, 2019, other than a Talc Claim. General Claims include claims held by foreign creditors (other than Talc Claims).

4. As used herein, the term “**Talc Claim**” means any claim (as defined in section 101(5) of the Bankruptcy Code) and any future claims or Demands (as that term is defined in section 524(g) of the Bankruptcy Code), whether known or unknown, including with respect to bodily injury, death, sickness, disease, emotional distress, fear of cancer, medical monitoring or other personal injuries (whether physical, emotional or otherwise), for which the Debtors are alleged to be liable, directly or indirectly, arising out of or relating to the presence of or exposure to talc or talc-containing products, including, without limitation: (a) any products previously manufactured, sold and/or distributed by any predecessors to the Debtors; (b) any materials present at any premises owned, leased, occupied or operated by any entity for whose products, acts, omissions, business or operations the Debtors have, or are alleged to have, liability; or (c) any talc

alleged to contain asbestos or other contaminants. Talc Claims include all such claims, whether: (a) in tort, contract, warranty, restitution, conspiracy, contribution, indemnity, guarantee, subrogation or any other theory of law, equity or admiralty; (b) seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative or any other costs or damages; or (c) seeking any legal, equitable or other relief of any kind whatsoever, including, for the avoidance of doubt, any such claims assertable against one or more Debtors by Cyprus Mines Corporation, Cyprus Amax Minerals Company, and/or any of their affiliates in these Chapter 11 Cases. Talc Claims also include any such claims that have been resolved or are subject to resolution pursuant to any agreement, or any such claims that are based on a judgment or verdict. Talc Claims do not include (a) any claim of an insurer with respect to amounts allegedly due under any insurance policies, including policies that might have provided coverage for Talc Claims, or (b) any claim by any present or former employee of a predecessor or affiliate (as defined in section 101(2) of the Bankruptcy Code) of the Debtors for benefits under a policy of workers' compensation insurance or for benefits under any state or federal workers' compensation statute or other statute providing compensation to an employee from an employer. For the avoidance of doubt, this definition equally applies to foreign creditors.

5. Except as otherwise provided in this Order, all entities (including, without limitation, individuals, partnerships, corporations, trusts and governmental units) that wish to assert a claim against the Debtors that arose or is deemed to have arisen prior to the Petition Date, including claims arising under section 503(b)(9) of the Bankruptcy Code, but *excluding* any Talc Claims, must file a proof of claim in accordance with the procedures described herein so that such proof of claim is **actually received** by the Debtors claims and noticing agent Prime Clerk LLC. (**Prime Clerk**) on or before **5:00 p.m., prevailing Eastern Time, on October 15, 2019**

(the “**General Bar Date**”). The General Bar Date shall be identified in the Bar Date Notice and the Publication Notice.

6. The forms of the Bar Date Notice, the Proof of Claim Form and the Publication Notice substantially in the form attached to this Order as Exhibit A, Exhibit B and Exhibit C, respectively, and the manner of providing notice of the bar dates established by this Order (collectively, the “**Bar Dates**”), are approved in all respects pursuant to Bankruptcy Rules 2002(a)(7) and 2002(l). The form and manner of notice of the Bar Dates approved herein (a) are reasonable and adequate and (b) fulfill the notice and other due process requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and applicable law. As such, the Debtors are authorized to serve the Bar Date Notice Package and publish the Publication Notice in the manner described herein.

7. As soon as practicable, but in any event no later than 23 days after the entry of this Bar Date Order, the Debtors, through Prime Clerk, shall provide actual notice of the Bar Dates by mailing the Bar Date Notice and the Proof of Claim Form (together, the “**Bar Date Notice Package**”) by first class United States mail, postage prepaid to: (a) all holders of claims listed on the Schedules, excluding holders of Talc Claims; (b) all counterparties to executory contracts and unexpired leases listed in the Schedules; (c) the Internal Revenue Service; (d) the Securities and Exchange Commission; (e) the taxing and other regulatory entities for the jurisdictions in which the Debtors maintain or conduct business; (f) the United States Attorney for the District of Delaware; (g) all entities that have requested notices pursuant to Bankruptcy Rule 2002 in the Chapter 11 Cases as of the date of entry of the Bar Date Order; (h) all known holders of equity securities in the Debtors as of the date of the Bar Date Order; (i) all other entities listed on the Debtors’ matrix of creditors, except holders of Talc Claims; (j) the attorneys general for each of

the states in which the Debtors conduct a substantial amount of business operations; (k) all parties that have filed proofs of claim in these Chapter 11 Cases as of the date of the Bar Date Order; (l) all environmental authorities listed in the Debtors' Schedules; (m) Canadian unions relevant to the Debtors' operations; (n) all entities who are parties to non-talc related litigation with the Debtors (or their counsel if known); and (o) counsel to any of the foregoing, if known. The Debtors, through Prime Clerk, also will mail the Bar Date Notice Package to the U.S. Trustee, the TCC, the FCR and the respective counsel to the foregoing. For the avoidance of doubt, the Debtors are *not* required to serve the Bar Date Notice Package to holders of Talc Claims or their counsel.

8. In the event that: (a) one or more Bar Date Notice Packages are returned by the post office, necessitating a mailing to a new address; (b) certain parties acting on behalf of parties in interest decline to forward the Bar Date Notice Packages to such parties in interest and instead return their names and addresses to Prime Clerk for direct mailing; or (c) additional potential holders of General Claims become known to the Debtors, the Debtors may make supplemental mailings of the Bar Date Notice Package up to and including the date that is 30 days in advance of the applicable Bar Date, with any such supplemental mailings being deemed timely. If Bar Date Notice Packages are returned by the post office or if certain parties acting on behalf of parties in interest decline to forward the Bar Date Notice Packages to parties in interest (each as more fully described in subsections (a) and (b) of this paragraph), the Debtors may set a supplemental bar date without further order of the Court provided that the Debtors provide all parties with notice sufficient to comply with Bankruptcy Rule 2002(a)(7).

9. As part of the Bar Date Package, the Debtors, through Prime Clerk, shall mail a Proof of Claim Form to the parties receiving the Bar Date Notice. For holders of potential General Claims listed in Schedule D, E or F of the Schedules, the Proof of Claim Form mailed to such

entities shall state, along with the claimant's name, whether the Debtors have scheduled the creditor's General Claim in the Schedules and, if so, whether the claimant's General Claim is listed as: (a) disputed, contingent or unliquidated; and (b) secured, unsecured or priority. If a General Claim is listed in schedule D, E or F of the Schedules, the dollar amount of the claim (as listed in schedule D, E or F of the Schedules) also will be identified on the Proof of Claim Form. In the event of any conflict between the claim information included in the Proof of Claim Form and the information provided in the Schedules, the Schedules shall control. Notwithstanding the foregoing, the amount and status (*i.e.*, (i) disputed, contingent or unliquidated or (ii) secured, unsecured or priority) of the General Claim as included in schedule D, E or F of the Debtors' Schedules will not be included in the Proof of Claim Form if the claimant has been notified pursuant to a notice of satisfaction (each, a "**Satisfaction Notice**") that such General Claim has been satisfied in full postpetition and the deadline to oppose such determination has expired. To the extent a claimant is notified that the Debtors have determined that its scheduled claim has been satisfied in part and the deadline to oppose such determination has expired, then the Proof of Claim Form will reflect such amended claim information. Claim information included in a Satisfaction Notice regarding satisfaction of a claim in full or in part shall control if there is a conflict between the claim information in the Satisfaction Notice and the claim information in the Schedules.

10. Except as otherwise provided herein, the following entities must file a proof of claim in the Chapter 11 Cases on or before the General Bar Date:

- (a) any entity (i) whose prepetition General Claim against a Debtor is not listed in the Debtor's Schedules or is listed as disputed, contingent or unliquidated and (ii) that desires to participate in the Chapter 11 Cases or share in any distribution in the Chapter 11 Case;
- (b) any entity that (i) believes that its prepetition General Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition General Claim allowed in a classification or amount different from the classification or amount identified in the Schedule; and

- (c) any entity that believes that its prepetition General Claim as listed in the Schedules is not an obligation of the specific Debtor against which such claim is listed and that desires to have its prepetition General Claim allowed against a Debtor other than the Debtor identified in the Schedules.

11. The following entities shall not be required to file proofs of claim in the Chapter 11

Cases on or before the General Bar Date:

- (a) any entity holding or asserting a Talc Claim, as defined herein;
- (b) any entity holding a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or Prime Clerk in a form substantially similar to Official Bankruptcy Form No. 410;
- (c) any entity (i) whose General Claim against the Debtors is not listed as disputed, contingent or unliquidated, and/or in an unknown amount or assigned a \$0 amount in the Schedules and (ii) that agrees with the nature, classification and amount of its General Claim as identified in the Schedules and that its General Claim is an obligation of the specific Debtor that listed its General Claim in its Schedules;
- (d) any entity whose claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;³
- (e) any entity holding or asserting a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense of the Chapter 11 Cases (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- (f) any entity holding an administrative expense claim for postpetition fees and expenses incurred by any professional allowable under sections 328, 330, 331 and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- (g) any entity holding a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date;
- (h) any current officers and directors of the Debtors holding a claim for indemnification, contribution or reimbursement arising as a result of such officers' or directors' prepetition or postpetition services to the Debtors;

³ To the extent that any amounts paid by the Debtors to a creditor are subject to disgorgement pursuant to a postpetition trade agreement or otherwise, that creditor shall have until the later of (i) the General Bar Date and (ii) 30 days from the date of any disgorgement to file a proof of claim for the disgorged amount.

- (i) a claim held by any person or entity that is payable to the Court or to the United States Trustee Program pursuant to 28 U.S.C. § 1930; and
- (j) any present or former employee of a Debtor whose employment is or was, as applicable, subject to the terms of a collective bargaining agreement (and, with respect to benefit claims, spouses and beneficiaries of such employees) or any labor union representing such employees (collectively, “**CBA Parties**”) with respect to prepetition General Claims based solely on the payment of wages, salaries, employee medical benefits, insurance benefits, or other benefits the Court has authorized the Debtors to honor in the ordinary course of business. CBA Parties need not submit proofs of claim for such amounts unless the Debtors have provided written notice to certain CBA Parties and their unions, where applicable, that the Debtors do not intend to pay such prepetition General Claims with respect to those certain CBA Parties, in which case those CBA Parties will have until the later of (i) the General Bar Date and (ii) 35 days after the date of written notice to submit proofs of claim. Notwithstanding the foregoing, employees (present or former) or the labor unions must submit claims relating to grievances prior to the General Bar Date to the extent the grounds for such grievances arose on or before the Petition Date, provided that labor unions may submit a claim itemizing such grievances on behalf of their respective members; and
- (k) any Debtor having a claim against another Debtor.

12. All administrative claims under section 503(b) of the Bankruptcy Code, *other than* claims under section 503(b)(9) of the Bankruptcy Code, must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and shall not be deemed proper if made by proof of claim. Notwithstanding the foregoing, the filing of a proof of claim form as provided herein shall be deemed to satisfy the procedural requirements for the assertion of any administrative priority claim under section 503(b)(9) of the Bankruptcy Code.

13. Any entity asserting claims arising from or relating to the Debtors’ rejection of an executory contract or unexpired lease pursuant to an order of this Court that is entered prior to confirmation of a plan of reorganization in the Chapter 11 Cases is required to file a proof of claim, as provided herein, so that it is received by Prime Clerk on or before the later of: (a) the General Bar Date; and (b) 5:00 p.m., prevailing Eastern Time, on the date that is 30 days after service of

the applicable notice of or order authorizing rejection of such executory contract or unexpired lease (the “**Rejection Bar Date**”).

14. The Debtors retain the right to (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, priority, liability, classification, or otherwise; (b) subsequently designate any claim as disputed, contingent or unliquidated; and (c) otherwise amend, modify or supplement the Schedules. If the Debtors amend or modify schedule D, E or F of the Schedules to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of any General Claim against the Debtors, the affected claimant may file a timely proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim on or before the later of (a) the General Bar Date or (b) 30 days after the date that notice of the applicable amendment to the Schedules is served on the affected claimant (the “**Amended Schedule Bar Date**”). By contrast, if (a) the amendment to schedule D, E or F of the Schedules improves the amount or treatment of a previously scheduled or filed General Claim and (b) the affected claimant previously was served with a notice of the Bar Dates, the affected claimant may not file additional claims or amend a related previously filed proof of claim by the Amended Schedule Bar Date. If the Debtors amend or modify schedule D, E or F of their Schedules with respect to any claim that the Debtors state has been satisfied, such paid creditor shall not be required to file a proof of claim with respect to the satisfied claim unless the creditors disputes that such claim has been satisfied. Notwithstanding the foregoing, nothing contained herein precludes the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

15. Any entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants or

stock options) or other ownership interest in the Debtors (an “**Interest Holder**”) is not required to file a proof of interest on or before the applicable Bar Date; provided, however, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The Debtors reserve the right to seek relief at a later date establishing a deadline for Interest Holders to file proofs of interest.

16. Unless the Court orders otherwise, pursuant to sections 105(a) and 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in the Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Bar Date Order with respect to a particular claim against the Debtors, but that fails to do so by the applicable Bar Date, shall not be treated as a creditor with respect to such claim for purposes of voting upon any plan in the Chapter 11 Cases and distribution from property of the Debtors’ estates.

17. For any proof of claim to be validly and properly filed, a claimant must deliver a completed, signed original of the Proof of Claim Form (or Official Form No. 410), together with any accompanying documentation required by Bankruptcy Rules 3001(c) and 3001(d), to Imerys Talc America, Inc. Claims Processing Center, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232 if by mail, hand delivery or courier service, so as to be received no later than 5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. Alternatively, entities may file proofs of claim and the required accompanying documentation electronically using the interface available on Prime Clerk’s website at <https://cases.primeclerk.com/ImerysTalc/EPOC-Index> by

5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. ***Proofs of claim submitted by facsimile, telecopy or electronic mail shall not be accepted.*** Proofs of claim shall be deemed filed when actually received by Prime Clerk.

18. All filed proofs of claim must: (a) be written in English; (b) be denominated in lawful currency of the United States, based upon the exchange rate in effect as of 7:00 a.m. (prevailing Eastern Time) on the Petition Date; (c) conform substantially with the Proof of Claim Form; (d) set forth with specificity the legal and factual bases for the alleged claim; (e) include supporting documentation or an explanation as to why such documentation is not available; (f) specify the Debtor against which the proof of claim is filed as well as the bankruptcy case number corresponding to the Debtor; and (g) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Any proof of claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code also must: (a) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; and (b) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted.

19. If a creditor wishes to receive acknowledgement of Prime Clerk's receipt of a proof of claim, the creditor also must submit to Prime Clerk by the applicable Bar Date and concurrently with its original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, stamped return envelope. Claimants who submit proofs of claim through Prime Clerk's website interface will receive an electronic mail confirmation of such submission.

20. Pursuant to Bankruptcy Rule 2002(l), the Debtors shall cause notice of the Bar Dates in substantially the form of the Publication Notice to be published once within 23 days of the entry of the Bar Date Order, or as soon as practicable thereafter, in both U.S. and Canadian

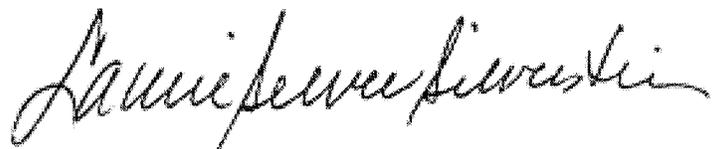
national newspapers and such other local newspapers, trade journals or similar publications, if any, as the Debtors deem appropriate. Such form and manner of public notice is hereby approved and shall be deemed good, adequate and sufficient publication notice of the Bar Dates. Details of the Publication Notices will be filed with the Court in affidavits of publication submitted by Prime Clerk.

21. The Debtors and Prime Clerk are authorized and empowered to take such steps and perform such actions as may be necessary to implement and effectuate the terms of this Order.

22. The entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein (including holders of Talc Claims) must file proofs of claim or interest.

23. The Court shall retain jurisdiction over all matters arising out of or related to the implementation, interpretation or enforcement of this Order.

Dated: July 25th, 2019
Wilmington, Delaware



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Bar Date Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
 In re: : Chapter 11
 :
 IMERYS TALC AMERICA, INC., *et al.*,¹ : Case No. 19-10289 (LSS)
 :
 Debtors. : (Jointly Administered)
 :
 : **Hearing Date: July 24, 2019 at 10:00 a.m. (ET)**
 : **Objection Deadline: July 17, 2019 at 4:00 p.m. (ET)**
 :
 ----- X

**NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM, INCLUDING
503(b)(9) CLAIMS AND EXCLUDING TALC PERSONAL INJURY CLAIMS**

GENERAL BAR DATE IS OCTOBER 15, 2019 AT 5:00 P.M. EASTERN TIME

TO: ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE ABOVE-CAPTIONED DEBTORS:

On _____, 2019, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. ___] (the “**Bar Date Order**”) establishing certain deadlines for the filing of proofs of claim in the cases of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) filed under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

By the Bar Date Order, the Court established **October 15, 2019 at 5:00 p.m., prevailing Eastern Time** (the “**General Bar Date**”) as the general deadline for all Entities (as defined below), including Governmental Units (as defined below), to file proofs of claim in the Debtors’ chapter 11 cases for all claims against the Debtors that arose or are deemed to have arisen prior to the date on which the Debtors commenced their chapter 11 cases, February 13, 2019 (the “**Petition Date**”), including claims arising under section 503(b)(9) of the Bankruptcy Code,² except as otherwise provided in the Bar Date Order and expressly excluding Talc Claims (as defined below). As described below, the Bar Date Order also establishes different bar dates for certain categories of claims.

For your convenience, enclosed with this Notice is a customized proof of claim form (the “**Proof of Claim Form**”). The Proof of Claim Form will state, along with your name, whether

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Imerys Talc America, Inc. (6358), Imerys Talc Vermont, Inc. (9050) and Imerys Talc Canada Inc. (6748). The Debtors’ address is 100 Mansell Court East, Suite 300, Roswell, Georgia 30076.

² A claim arising under section 503(b)(9) of the Bankruptcy Code is a claim arising from the value of any goods received by the Debtors within 20 days before the Petition Date, provided that the goods were sold to the Debtors in the ordinary course of business.

your General Claim (as defined below) is listed in schedule D, E or F of the Debtors' schedules of assets and liabilities and statements of financial affairs filed in the Debtors' chapter 11 cases (as amended) [Docket Nos. 362, 363, 365, 366, 367, 368, 577, 578 and 579] (collectively, the "**Schedules**") and, if so, whether your General Claim is listed as: (a) disputed, contingent or unliquidated; and (b) secured, unsecured or priority. The dollar amount of the claim (as listed in schedule D, E or F of the Schedules) also will be identified on the Proof of Claim Form. In the event of any conflict between the claim information included in the Proof of Claim Form and the information provided in the Schedules, the Schedules shall control. If the Debtors believe that you may hold different classifications of General Claims against the Debtors, you will receive multiple proof of claim forms, each of which will reflect the nature, amount and classification of your General Claim against the Debtors, as listed in the Schedules. In the event that any information reflected on the Proof of Claim Form is incorrect or if the Proof of Claim Form contains information that you do not agree with, cross out such information and write in what you believe to be the correct information.

Notwithstanding the foregoing, the amount and status (*i.e.*, (i) disputed, contingent or unliquidated or (ii) secured, unsecured or priority) of your General Claim as identified in schedule D, E or F of the Debtors' Schedules will not be included in the Proof of Claim Form if you have been notified pursuant to a notice of satisfaction (each, a "**Satisfaction Notice**") that such General Claim has been satisfied in full postpetition and the deadline to oppose such determination has expired. To the extent you are notified that the Debtors have determined that your scheduled claim has been satisfied in part and the deadline to oppose such determination has expired, then the Proof of Claim Form will reflect such amended claim information. Claim information included in a Satisfaction Notice regarding satisfaction of a claim in full or in part shall control if there is a conflict between the claim information in the Satisfaction Notice and the claim information in the Schedules.

Contact information for the Debtors' claims and noticing agent, Prime Clerk LLC ("**Prime Clerk**"), is provided below. Prime Clerk will have representatives available to provide you with additional information regarding the chapter 11 cases and the filing of a proof of claim.

General Information about the Debtors' Chapter 11 Cases. The Debtors' cases are being jointly administered under case number 19-10289 (LSS). On March 5, 2019, the Office of the United States Trustee for the District of Delaware appointed an official committee of tort claimants in the chapter 11 cases. On June 3, 2019, the Court entered an order [Docket No. 647] appointing James L. Patton Jr. as the representative for future talc personal injury claimants pursuant to sections 105(a), 524(g)(4)(B)(i) and 1109(b) of the Bankruptcy Code. As of this date, no trustee or examiner has been requested or appointed in the Debtors' chapter 11 cases.

Individual Debtor Information. The last four digits of each Debtor's federal tax identification number are set forth below. The Debtors' mailing address is 100 Mansell Court East, Suite 300, Roswell, Georgia 30076.

| Debtor | Case No. | EID# (Last 4 Digits) |
|----------------------------------|-----------------|-----------------------------|
| Imerys Talc America, Inc. | 19-10289 | 6358 |
| Imerys Talc Vermont, Inc. | 19-10291 | 9050 |
| Imerys Talc Canada Inc. | 19-10292 | 6748 |

A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

KEY DEFINITIONS

As used in this Notice, the term “**Entity**” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts and Governmental Units.

As used in this Notice, the term “**Governmental Unit**” has the meaning given to it in section 101(27) of the Bankruptcy Code and includes: (a) the United States; (b) states; (c) commonwealths; (d) districts; (e) territories; (f) municipalities; (g) foreign states; and (h) departments, agencies or instrumentalities of the foregoing.

As used in this Notice, the term “**Claim**” or “**claim**” shall mean, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

As used in this Notice, the term “**General Claim**” shall mean any Claim that arose, or is deemed to have arisen, prior to February 13, 2019, other than a Talc Claim. General Claims include Claims held by foreign creditors (other than Talc Claims).

As used in this Notice, the term “**Talc Claim**” means any claim (as defined in section 101(5) of the Bankruptcy Code) and any future claims or Demands (as that term is defined in section 524(g) of the Bankruptcy Code), whether known or unknown, including with respect to bodily injury, death, sickness, disease, emotional distress, fear of cancer, medical monitoring or other personal injuries (whether physical, emotional or otherwise), for which the Debtors are alleged to be liable, directly or indirectly, arising out of or relating to the presence of or exposure to talc or talc-containing products, including, without limitation: (a) any products previously manufactured, sold and/or distributed by any predecessors to the Debtors; (b) any materials present at any premises owned, leased, occupied or operated by any Entity for whose products, acts, omissions, business or operations the Debtors have, or are alleged to have, liability; or (c) any talc alleged to contain asbestos or other contaminants. Talc Claims include all such claims, whether: (a) in tort, contract, warranty, restitution, conspiracy, contribution, indemnity, guarantee, subrogation or any other theory of law, equity or admiralty; (b) seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative or any other costs or damages; or (c) seeking any legal, equitable or other relief of any kind whatsoever, including, for the avoidance of doubt, any such claims assertable against one or more Debtors by Cyprus Mines Corporation, Cyprus Amax Minerals Company, and/or any of their affiliates in these chapter 11 cases. Talc Claims also include any such claims that have been resolved or are subject to resolution pursuant to any agreement, or any such claims that are based on a judgment or verdict. Talc Claims do not include (a) any claim of an insurer with respect to amounts allegedly due under any insurance

policies, including policies that might have provided coverage for Talc Claims, or (b) any claim by any present or former employee of a predecessor or affiliate (as defined in section 101(2) of the Bankruptcy Code) of the Debtors for benefits under a policy of workers' compensation insurance or for benefits under any state or federal workers' compensation statute or other statute providing compensation to an employee from an employer. For the avoidance of doubt, this definition equally applies to foreign creditors. *Please note that no deadline has been established at this time for the filing of Talc Claims.*

WHO MUST FILE A PROOF OF CLAIM AND THE APPLICABLE BAR DATES

The Bar Date Order establishes the following deadlines for filing proofs of claim in the Debtors' chapter 11 cases (collectively, the "**Bar Dates**"):

- (a) The General Bar Date. Pursuant to the Bar Date Order, except as described below, all Entities holding General Claims (whether secured, unsecured priority or unsecured nonpriority) against a Debtor that arose, or are deemed to have arisen, before the Petition Date (February 13, 2019) are required to file a proof of claim so that it is received by Prime Clerk on or before the General Bar Date.
- (b) The Rejection Bar Date. Any Entity whose General Claim arises out of the Court-approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a plan of reorganization in the Debtors' chapter 11 cases, must file a proof of claim so that it is received by Prime Clerk on or before the later of: (i) the General Bar Date; and (ii) 5:00 p.m., prevailing Eastern Time, on the date that is 30 days after service of the applicable notice of or order authorizing rejection of such executory contract or unexpired lease. The later of these dates is referred to in this Notice as the "**Rejection Bar Date.**"
- (c) The Amended Schedule Bar Date. If, subsequent to the mailing of this Notice, the Debtors amend or modify schedule D, E or F of their Schedules to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of a General Claim reflected therein, the affected claimant may file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled General Claim so that it is received by Prime Clerk on or before the later of: (i) the General Bar Date; and (ii) 30 days after the date that notice of the applicable amendment to the Schedules is served on the affected claimant. The later of these dates is referred to

in this Notice as the “**Amended Schedule Bar Date.**” However, if the amendment to schedule D, E or F of the Schedules (i) improves the amount or treatment of a previously scheduled or filed General Claim and (ii) the affected claimant previously was served with a notice of the Bar Dates, the affected claimant is not permitted to file additional claims or amend a related previously filed proof of claim by the Amended Schedule Bar Date. If the Debtors amend or modify schedule D, E or F of their Schedules with respect to any claim that the Debtors state has been satisfied, such paid creditor shall not be required to file a proof of claim with respect to the satisfied claim unless the creditor disputes that such claim has been satisfied.

Subject to the terms described above for holders of General Claims subject to the Rejection Bar Date and the Amended Schedule Bar Date, the following Entities must file proofs of claim on or before the General Bar Date:

- (a) any Entity (i) whose prepetition General Claim against a Debtor is not listed in the Schedules or is listed as “disputed,” “contingent” or “unliquidated” and (ii) that desires to participate in the Debtors’ chapter 11 cases or share in any distribution in the chapter 11 cases;
- (b) any Entity that (i) believes its prepetition General Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition General Claim allowed in a classification or amount different from the classification or amount identified in the Schedules; and
- (c) any Entity that believes that its prepetition General Claim as listed in the Schedules is not an obligation of the specific Debtor against which such claim is listed and that desires to have its prepetition General Claim allowed against a Debtor other than the Debtor identified in the Schedules.

If it is unclear from the Schedules whether your prepetition General Claim is disputed, contingent or unliquidated as to amount or is otherwise properly listed and classified, you must file a proof of claim on or before the applicable Bar Date. Any Entity that relies on the information in the Schedules bears responsibility for determining that its General Claim is accurately listed therein.

**PROOFS OF CLAIM NOT REQUIRED
TO BE FILED BY THE GENERAL BAR DATE**

The Bar Date Order further provides that the following Entities need not file proofs of claim by the General Bar Date:

- (a) any Entity holding or asserting a Talc Claim;
- (b) any Entity holding a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or Prime Clerk in a form substantially similar to Official Bankruptcy Form No. 410;
- (c) any Entity (i) whose General Claim against the Debtors is not listed as disputed, contingent or unliquidated, and/or in an unknown amount or assigned a \$0 amount in the Schedules and (ii) that agrees with the nature, classification and amount of its General Claim as identified in the Schedules and that its General Claim is an obligation of the specific Debtor that listed its General Claim in its Schedules;
- (d) any Entity whose claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;³
- (e) any Entity holding or asserting a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense of the chapter 11 cases (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- (f) any Entity holding an administrative expense claim for postpetition fees and expenses incurred by any professional allowable under sections 328, 330, 331 and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- (g) any Entity holding a claim for which specific deadlines have been fixed by an order of the Court entered on or before the applicable Bar Date;
- (h) any current officers and directors of the Debtors holding a claim for indemnification, contribution or reimbursement

³ To the extent that any amounts paid by the Debtors to a creditor are subject to disgorgement pursuant to a postpetition trade agreement or otherwise, that creditor shall have until the later of (i) the General Bar Date and (ii) 30 days from the date of any disgorgement to file a proof of claim for the disgorged amount.

arising as a result of such officers' or directors' prepetition or postpetition services to the Debtors;

- (i) any Entity holding a claim that is payable to the Court or to the United States Trustee Program pursuant to 28 U.S.C. § 1930; and
- (j) any present or former employee of a Debtor whose employment is or was, as applicable, subject to the terms of a collective bargaining agreement (and, with respect to benefit claims, spouses and beneficiaries of such employees) or any labor union representing such employees (collectively, "**CBA Parties**") with respect to prepetition General Claims based solely on the payment of wages, salaries, employee medical benefits, insurance benefits, or other benefits the Court has authorized the Debtors to honor in the ordinary course of business. CBA Parties need not submit proofs of claim for such amounts unless the Debtors have provided written notice to certain CBA Parties and their unions, where applicable, that the Debtors do not intend to pay such prepetition General Claims with respect to those certain CBA Parties, in which case those CBA Parties will have until the later of (i) the General Bar Date and (ii) 35 days after the date of written notice to submit proofs of claim. Notwithstanding the foregoing, employees (present or former) or the labor unions must submit claims relating to grievances prior to the General Bar Date to the extent the grounds for such grievances arose on or before the Petition Date, provided that labor unions may submit a claim itemizing such grievances on behalf of their respective members; and
- (k) any Debtor having a claim against another Debtor.

No Requirement to File Certain Administrative Expense Claims or for Interest Holders to File Proofs of Interest

Any Entity holding an administrative expense claim against the Debtors under section 503(b) of the Bankruptcy Code need not file a proof of claim on or before the General Bar Date; *provided, however, that any administrative priority claim under section 503(b)(9) of the Bankruptcy Code for the value of goods received by the Debtors within 20 days prior to the Petition Date must be filed by the General Bar Date.* Under the Bar Date Order, the filing of a proof of claim form as provided in this Notice satisfies the procedural requirements for the assertion of an administrative priority claim under section 503(b)(9) of the Bankruptcy Code.

Any Entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants or stock options)

or other ownership interest in the Debtors (an “**Interest Holder**”) is not required to file a proof of interest on or before the applicable Bar Date; *provided, however*, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a proof of claim on or before the applicable Bar Date. The Debtors have reserved the right to establish at a later time a bar date requiring Interest Holders to file proofs of interest. If such a bar date is established, Interest Holders will be notified in writing of the bar date for filing of proofs of interest at the appropriate time.

**CONSEQUENCES OF FAILURE TO FILE
A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

UNLESS THE COURT ORDERS OTHERWISE, ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTORS BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE OR THE BAR DATE ORDER SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR PURPOSES OF VOTING UPON ANY PLAN IN THE CHAPTER 11 CASES AND DISTRIBUTION FROM PROPERTY OF THE DEBTORS’ ESTATES.

PROCEDURE FOR FILING PROOFS OF CLAIM

Any Entity asserting a General Claim must: (a) deliver a completed, signed original proof of claim, together with any accompanying or supporting documentation, to **Imerys Talc America, Inc. Claims Processing Center, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232**, by mail, hand delivery or courier service or (b) electronically using the interface available on Prime Clerk’s website at <https://cases.primeclerk.com/ImerysTalc/EPOC-Index>, so as to be **actually received**, in each case, no later than 5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. **Any proof of claim submitted by facsimile, telecopy or electronic mail will not be accepted and will not be deemed filed until the proof of claim is submitted by one of the methods described in this paragraph.**

You may use the Official Bankruptcy Form No. 410 to file General Claims. Alternatively, you may use (and copy as necessary), the proof of claim form included with this Notice (the “**Proof of Claim Form**”), which form substantially complies with Official Bankruptcy Form No. 410 and has been approved by the Court for use in this case.

All filed proof of claim forms must: (a) be written in English; (b) be denominated in lawful currency of the United States, based upon the exchange rate in effect as of 7:00 a.m. (prevailing Eastern Time) on the Petition Date; (c) conform substantially with the Proof of Claim Form; (d) set forth with specificity the legal and factual basis for the alleged claim; (e) include supporting documentation or an explanation as to why such documentation is not available; (f) specify the Debtor against which the proof of claim is filed as well as the bankruptcy case number corresponding to the Debtor; and (g) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Any proof of claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code also must: (a) include the value of the

goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; and (b) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted. Proofs of claim must include all supporting documentation required by Bankruptcy Rules 3001(c) and 3001(d) and the relevant proof of claim form (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available, including a copy of any written document that forms the basis of the General Claim or, for secured General Claims, evidences that the alleged security interest has been perfected.

Proofs of claim will be deemed filed only when actually received by Prime Clerk. If you wish to receive acknowledgement of Prime Clerk's receipt of your proof of claim, you also must submit to Prime Clerk by the applicable Bar Date and concurrently with your original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, stamped return envelope. Claimants who submit proofs of claim through Prime Clerk's website interface will receive an electronic mail confirmation of such submissions.

THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtor. To determine if and how you are listed on the Schedules, please refer to the Debtors' Schedules. Copies of the Schedules may be viewed free of charge on the Prime Clerk website for the chapter 11 cases under the tab marked "Schedules & SOFA" at <https://cases.primeclerk.com/ImerysTalc/Home-DocketInfo>. In addition, electronic copies of all documents filed in the Debtors' chapter 11 cases, including the Bar Date Order, may be obtained free of charge at Prime Clerk's website for the Debtors' chapter 11 cases, <https://cases.primeclerk.com/ImerysTalc>, or for a fee on the Court's website, www.deb.uscourts.gov.

RESERVATION OF RIGHTS

The Debtors reserve the right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend, modify or supplement the Schedules. Nothing contained in this Notice or the Bar Date Order shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a proof of claim, you may contact Prime Clerk at (844) 339-4096. You also may contact Prime Clerk by electronic mail at imerysinfo@primeclerk.com or by writing to Prime Clerk at 850 Third Avenue, Suite 412, Brooklyn, NY 11232. The claims register for the Debtors will be available for review during normal business hours in Prime Clerk's offices at 850 Third Avenue, Suite 412, Brooklyn, NY 11232. Additional copies of the proof of claim form that you should use may be obtained by calling Prime Clerk or by downloading such proof of claim form from Prime Clerk's website, at <http://cases.primeclerk.com/ImerysTalc>, by clicking in the "Information Center" under the tab marked "Submit a Claim".

YOU ARE ENCOURAGED TO CAREFULLY REVIEW THE BAR DATE ORDER AND RELATED MATERIALS ON THE PRIME CLERK WEBSITE. YOU MAY WISH TO CONSULT AN ATTORNEY REGARDING THIS MATTER.

Dated: _____, 2019

BY ORDER OF THE COURT

RICHARDS, LAYTON & FINGER, P.A.

Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Amanda R. Steele (No. 5530)
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- and -

LATHAM & WATKINS LLP

Jeffrey E. Bjork (admitted *pro hac vice*)
Kimberly A. Posin (admitted *pro hac vice*)
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- and -

Richard A. Levy (admitted *pro hac vice*)
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Facsimile: (312) 993-9767
E-mail: richard.levy@lw.com

Counsel for Debtors and Debtors-in-Possession

EXHIBIT B

Proof of Claim Form

Fill in this information to identify the case (Select only one Debtor per claim form):

- Imerys Talc America, Inc. (19-10289)
- Imerys Talc Vermont, Inc. (19-10291)
- Imerys Talc Canada Inc. (19-10292)

Modified Form 410

Proof of Claim

4/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?
 Name of the current creditor (the person or entity to be paid for this claim) _____
 Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?
 No
 Yes. From whom? _____

3. Where should notices and payments to the creditor be sent?
 Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

| | |
|--|--|
| Where should notices to the creditor be sent? | Where should payments to the creditor be sent? (if different) |
| Contact phone _____ | Contact phone _____ |
| Contact email _____ | Contact email _____ |

4. Does this claim amend one already filed?
 No
 Yes. Claim number on court claims registry (if known) _____ Filed on _____
 MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?
 No
 Yes. Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ _____ Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or creditcard.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____

Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$ _____

Amount of the claim that is secured: \$ _____

Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: \$ _____

Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)? No Yes. Check one:

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

| | |
|---|---|
| <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). | Amount entitled to priority \$ _____ |
| <input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). | \$ _____ |
| <input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). | \$ _____ |
| <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). | \$ _____ |
| <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). | \$ _____ |
| <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies. | \$ _____ |

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)? No Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Signature
Print the name of the person who is completing and signing this claim:
Name of the person who is completing and signing this claim:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State ZIP Code

Contact phone _____ Email _____

Attach Supporting Documentation (limited to a single PDF attachment that is less than 5 megabytes in size and under 100 pages):

I have supporting documentation.
(attach below)

I do not have supporting documentation.

PLEASE REVIEW YOUR PROOF OF CLAIM AND SUPPORTING DOCUMENTS AND REDACT ACCORDINGLY PRIOR TO UPLOADING THEM. PROOFS OF CLAIM AND ATTACHMENTS ARE PUBLIC DOCUMENTS THAT WILL BE AVAILABLE FOR ANYONE TO VIEW ONLINE.

IMPORTANT NOTE REGARDING REDACTING YOUR PROOF OF CLAIM AND SUPPORTING DOCUMENTATION When you submit a proof of claim and any supporting documentation you must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. The responsibility for redacting personal data identifiers (as defined in Federal Rule of Bankruptcy Procedure 9037) rests solely with the party submitting the documentation and their counsel. Prime Clerk and the Clerk of the Court will not review any document for redaction or compliance with this Rule and you hereby release and agree to hold harmless Prime Clerk and the Clerk of the Court from the disclosure of any personal data identifiers included in your submission. In the event Prime Clerk or the Clerk of the Court discover that personal identifier data or information concerning a minor individual has been included in a pleading, Prime Clerk and the Clerk of the Court are authorized, in their sole discretion, to redact all such information from the text of the filing and make an entry indicating the correction.

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**
- **Fill in the caption at the top of the form.**
- **If any information reflected on the *Proof of Claim* form is incorrect or if the *Proof of Claim* form contains information that you do not agree with, cross out such information and write in what you believe to be the correct information.**
- **If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.**
- **Attach any supporting documents to this form.** Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- **Do not attach original documents because attachments may be destroyed after scanning.**
- **If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**

- **A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth.** See Bankruptcy Rule 9037.
- **For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent’s website at <http://cases.primeclerk.com/ImerysTalc>.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.
11 U.S.C. § 503.

Claim: A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy.
11 U.S.C. §101 (5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101(10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101(13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

Please send completed Proof(s) of Claim to:

Imerys Talc America, Inc. Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022

Do not file these instructions with your form

EXHIBIT C

Publication Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---|---|-------------------------|
| In re: | X | |
| | : | Chapter 11 |
| | : | |
| IMERYS TALC AMERICA, INC., <i>et al.</i> , ¹ | : | Case No. 19-10289 (LSS) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| | X | |

**NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM, INCLUDING 503(b)(9)
CLAIMS AND EXCLUDING TALC PERSONAL INJURY CLAIMS**

GENERAL BAR DATE IS OCTOBER 15, 2019 AT 5:00 P.M. EASTERN TIME

PLEASE TAKE NOTICE OF THE FOLLOWING:

On _____, 2019, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. ___] (the “**Bar Date Order**”) establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of the following debtors and debtors-in-possession (collectively, the “**Debtors**”):

| Debtor | Case Number |
|----------------------------------|--------------------|
| Imerys Talc America, Inc. | 19-10289 |
| Imerys Talc Vermont, Inc. | 19-10291 |
| Imerys Talc Canada Inc. | 19-10292 |

Electronic copies of all documents filed in the Debtors’ chapter 11 cases, including the Bar Date Order, may be obtained free of charge at the website of the Debtors’ claims agent, Prime Clerk LLC (“**Prime Clerk**”), at <https://cases.primeclerk.com/ImerysTalc>, or for a fee on the Court’s website, www.deb.uscourts.gov.

By the Bar Date Order, the Court established **October 15, 2019 at 5:00 p.m., prevailing Eastern Time** (the “**General Bar Date**”) as the general deadline for all Entities (as defined below), including Governmental Units (as defined below), to file proofs of claim in the Debtors’ chapter 11 cases for all claims against the Debtors that arose or are deemed to have arisen prior to the date on which the Debtors commenced their chapter 11 cases, February 13, 2019 (the “**Petition Date**”), including claims arising under section 503(b)(9) of title 11 of the United States Code (the “**Bankruptcy Code**”),² except as otherwise provided in the Bar Date Order and expressly excluding Talc Claims (as defined below). As described therein, the Bar Date Order also establishes different bar dates for certain categories of claims.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Imerys Talc America, Inc. (6358), Imerys Talc Vermont, Inc. (9050) and Imerys Talc Canada Inc. (6748). The Debtors’ address is 100 Mansell Court East, Suite 300, Roswell, Georgia 30076.

² A claim arising under section 503(b)(9) of the Bankruptcy Code is a claim arising from the value of any goods received by the Debtors within 20 days before the Petition Date, provided that the goods were sold to the Debtors in the ordinary course of business.

Except as provided herein, the General Bar Date applies to all General Claims (as defined below) against the Debtors. **Please review the Bar Date Order for instructions on how to file a proof of claim in the Debtors' chapter 11 cases.** All proofs of claim must be **received** by the General Bar Date in order to be accepted as timely.

KEY DEFINITIONS

As used in this Notice, the term “**General Claim**” shall mean any Claim that arose, or is deemed to have arisen, prior to February 13, 2019, other than a Talc Claim. General Claims include claims held by foreign creditors (other than Talc Claims).

As used in this Notice, the term “**Talc Claim**” means any claim (as defined in section 101(5) of the Bankruptcy Code) and any future claims or Demands (as that term is defined in section 524(g) of the Bankruptcy Code), whether known or unknown, including with respect to bodily injury, death, sickness, disease, emotional distress, fear of cancer, medical monitoring or other personal injuries (whether physical, emotional or otherwise), for which the Debtors are alleged to be liable, directly or indirectly, arising out of or relating to the presence of or exposure to talc or talc-containing products, including, without limitation: (a) any products previously manufactured, sold and/or distributed by any predecessors to the Debtors; (b) any materials present at any premises owned, leased, occupied or operated by any Entity for whose products, acts, omissions, business or operations the Debtors have, or are alleged to have, liability; or (c) any talc alleged to contain asbestos or other contaminants. Talc Claims include all such claims, whether: (a) in tort, contract, warranty, restitution, conspiracy, contribution, indemnity, guarantee, subrogation or any other theory of law, equity or admiralty; (b) seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative or any other costs or damages; or (c) seeking any legal, equitable or other relief of any kind whatsoever, including, for the avoidance of doubt, any such claims assertable against one or more Debtors by Cyprus Mines Corporation, Cyprus Amax Minerals Company, and/or any of their affiliates in these chapter 11 cases. Talc Claims also include any such claims that have been resolved or are subject to resolution pursuant to any agreement, or any such claims that are based on a judgment or verdict. Talc Claims do not include (a) any claim of an insurer with respect to amounts allegedly due under any insurance policies, including policies that might have provided coverage for Talc Claims, or (b) any claim by any present or former employee of a predecessor or affiliate (as defined in section 101(2) of the Bankruptcy Code) of the Debtors for benefits under a policy of workers' compensation insurance or for benefits under any state or federal workers' compensation statute or other statute providing compensation to an employee from an employer. For the avoidance of doubt, this definition equally applies to foreign creditors. ***Please note that no deadline has been established at this time for the filing of Talc Claims.***

As used in this Notice, the terms “**Entity**,” “**Governmental Unit**,” “**affiliate**” and “**Claim**” or “**claim**” have the meanings given to them under section 101 of the Bankruptcy Code.

WHO MUST FILE A PROOF OF CLAIM

The following Entities must file proofs of claim on or before the General Bar Date: (a) any Entity (i) whose prepetition General Claim against a Debtor is not listed in the Debtor's schedules of assets and liabilities or statement of financial affairs (as amended) [Docket Nos. 362, 363, 365, 366, 367, 368, 577, 578 and 579] (collectively, the “**Schedules**”) or is listed as “disputed,” “contingent” or “unliquidated” and (ii) that desires to participate in the Debtors' chapter 11 cases or share in any distribution in the chapter 11 cases; (b) any Entity that (i) believes its prepetition General Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition General Claim allowed in a classification or amount different from the classification or amount identified in the Schedules; and (c) any Entity that believes that its prepetition General Claim as listed in the Schedules is not an obligation of the specific Debtor against which such claim is listed and that desires to have its prepetition General Claim

allowed against a Debtor other than the Debtor identified in the Schedules. If it is unclear from the Schedules whether your prepetition General Claim is disputed, contingent or unliquidated as to amount or is otherwise properly listed and classified, you must file a proof of claim on or before the applicable Bar Date. Any Entity that relies on the information in the Schedules bears responsibility for determining that its General Claim is accurately listed therein.

**PROOFS OF CLAIM NOT REQUIRED
TO BE FILED BY THE GENERAL BAR DATE**

The Bar Date Order further provides that the following Entities need not file proofs of claim by the General Bar Date:

- a) any Entity holding or asserting a Talc Claim;
- b) any Entity holding a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or Prime Clerk in a form substantially similar to Official Bankruptcy Form No. 410;
- c) any Entity (i) whose General Claim against the Debtors is not listed as disputed, contingent or unliquidated, and/or in an unknown amount or assigned a \$0 amount in the Schedules and (ii) that agrees with the nature, classification and amount of its General Claim as identified in the Schedules and that its General Claim is an obligation of the specific Debtor that listed its General Claim in its Schedules;
- d) any Entity whose claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;³
- e) any Entity holding or asserting a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense of the chapter 11 cases (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- f) any Entity holding an administrative expense claim for postpetition fees and expenses incurred by any professional allowable under sections 328, 330, 331 and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- g) any Entity holding a claim for which specific deadlines have been fixed by an order of the Court entered on or before the applicable Bar Date;
- h) any current officers and directors of the Debtors holding a claim for indemnification, contribution or reimbursement arising as a result of such officers' or directors' prepetition or postpetition services to the Debtors;
- i) any Entity holding a claim that is payable to the Court or to the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- j) any present or former employee of a Debtor whose employment is or was, as applicable, subject to the terms of a collective bargaining agreement (and, with respect to benefit claims, spouses and beneficiaries of such employees) or any labor union representing such employees (collectively, "**CBA Parties**") with respect to prepetition General Claims based solely on the payment of wages, salaries, employee medical benefits, insurance benefits,

³ To the extent that any amounts paid by the Debtors to a creditor are subject to disgorgement pursuant to a postpetition trade agreement or otherwise, that creditor shall have until the later of (i) the General Bar Date and (ii) 30 days from the date of any disgorgement to file a proof of claim for the disgorged amount.

or other benefits the Court has authorized the Debtors to honor in the ordinary course of business. CBA Parties need not submit proofs of claim for such amounts unless the Debtors have provided written notice to certain CBA Parties and their unions, where applicable, that the Debtors do not intend to pay such prepetition General Claims with respect to those certain CBA Parties, in which case those CBA Parties will have until the later of (i) the General Bar Date and (ii) 35 days after the date of written notice to submit proofs of claim. Notwithstanding the foregoing, employees (present or former) or the labor unions must submit claims relating to grievances prior to the General Bar Date to the extent the grounds for such grievances arose on or before the Petition Date, provided that labor unions may submit a claim itemizing such grievances on behalf of their respective members; and

k) any Debtor having a claim against another Debtor.

**CONSEQUENCES OF FAILURE TO FILE
A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

UNLESS THE COURT ORDERS OTHERWISE, ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTORS BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE OR THE BAR DATE ORDER SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR PURPOSES OF VOTING UPON ANY PLAN IN THE CHAPTER 11 CASES AND DISTRIBUTION FROM PROPERTY OF THE DEBTORS' ESTATES.

ADDITIONAL INFORMATION

A copy of the Bar Date Order, Bar Date Notice, proof of claim form and the Debtors' Schedules may be obtained free of charge by contacting Prime Clerk, in writing, at 850 Third Avenue, Suite 412, Brooklyn, NY 11232, or online at <http://cases.primeclerk.com/ImerysTalc>, by clicking in the "Information Center" under the tab marked "Submit a Claim". The Bar Date Order can also be viewed on the Court's website at www.deb.uscourts.gov, for a fee. If you have questions concerning the filing or processing of claims, you may contact the Debtors' claims agent, Prime Clerk, at (844) 339-4096, or imerysinfo@primeclerk.com.

YOU ARE ENCOURAGED TO CAREFULLY REVIEW THE BAR DATE ORDER AND RELATED MATERIALS ON THE PRIME CLERK WEBSITE. YOU MAY WISH TO CONSULT AN ATTORNEY REGARDING THIS MATTER.

Dated: _____, 2019

BY ORDER OF THE COURT

TAB C

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | |
|--|---------------------------|
| ----- | X |
| In re: | : Chapter 11 |
| | : : |
| IMERY'S TALC AMERICA, INC., <i>et al.</i> , ¹ | : Case No. 19-10289 (LSS) |
| | : : |
| Debtors. | : (Jointly Administered) |
| ----- | X |

ORDER APPOINTING FEE EXAMINER

Upon the certification of counsel, dated May 1, 2019 (the "Certification of Counsel"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") regarding the appointment of a fee examiner (the "Fee Examiner"); and this Court having jurisdiction to consider the Certification of Counsel and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and consideration of the Certification of Counsel and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having reviewed the Certification of Counsel; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. M.J. Renick Associates, LLC is appointed as the Fee Examiner in these chapter 11 cases.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Imerys Talc America, Inc. (6358), Imerys Talc Vermont, Inc. (9050), and Imerys Talc Canada Inc. (6748). The Debtors' address is 100 Mansell Court East, Suite 300, Roswell, Georgia 30076.

² Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Certification of Counsel.

2. The Debtors shall, in consultation with the Committee and the U.S. Trustee, work with the Fee Examiner to establish procedures for the review of professional fees and expenses. The Debtors shall submit an order establishing such procedures under certification of counsel.

3. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.


LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

Dated: May 22, 2019
Wilmington, Delaware

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|--|---|---------------------------|
| | x | |
| In re: | : | Chapter 11 |
| | : | |
| IMERYYS TALC AMERICA, INC., <i>et al.</i> , ¹ | : | Case No. 19-10289 (LSS) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| | x | Re: Docket No. 703 |

**ORDER APPOINTING FEE EXAMINER AND
ESTABLISHING RELATED PROCEDURES FOR THE
REVIEW OF APPLICATIONS OF RETAINED PROFESSIONALS**

Upon consideration of the *Order Under 11 U.S.C. §§ 105(a) and 331, Fed. R. Bankr. P. 2016(a), and Del. Bankr. L.R. 2016-2 Establishing Procedures for Interim Compensation and Reimbursement of Professionals* [D.I. 301] (the “Interim Compensation Order”)² entered on March 25, 2019; and this United States Bankruptcy Court for the District of Delaware (the “Court”) having determined that the appointment of a fee examiner (the “Fee Examiner”) is in the best interests of the Debtors’ estates; and it further appearing that (a) the Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334 and (b) this is a core proceeding under 28 U.S.C. § 157(b)(2); and the Debtors, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) and the Official Committee of Unsecured Creditors (the “Committee”) having conferred with respect to the appointment of a fee examiner in these chapter 11 cases (the “Chapter 11 Cases”) and with respect to the establishment of related procedures set forth in this Order; and good and sufficient cause appearing therefor; it is hereby,

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Imerys Talc America, Inc. (6358), Imerys Talc Vermont, Inc. (9050), and Imerys Talc Canada Inc. (6748). The Debtors’ address is 100 Mansell Court East, Suite 300, Roswell, Georgia 30076.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Interim Compensation Order.

FOUND AND DETERMINED THAT:

A. On February 13, 2019 (the "Petition Date"), the Debtors each filed a petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), commencing these Chapter 11 Cases. The Chapter 11 Cases are jointly administered.

B. Given the size and complexity of the Debtors' Chapter 11 Cases, the Court proposed that a fee examiner be appointed to review and report on, as appropriate, all monthly fee applications (collectively, the "Monthly Fee Applications"), interim fee applications (collectively, the "Interim Fee Applications"), and final fee applications (collectively, the "Final Fee Applications," and, together with Monthly Fee Applications and Interim Fee Applications, the "Applications") submitted in accordance with the Interim Compensation Order by any professional retained in these Chapter 11 Cases under section 105, 327, or 1103 of the Bankruptcy Code (collectively, the "Retained Professionals").

C. The Fee Examiner's purpose will be to assist the Court in its determination of whether the Applications submitted by the Retained Professionals are compliant with the Bankruptcy Code, all applicable Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") and the Interim Compensation Order, and to provide transparency in the administration of the Chapter 11 Cases.

D. M. Jacob Renick of M. J. Renick & Associates LLC, the proposed Fee Examiner, is a "disinterested person" as that term is defined in 11 U.S.C. § 101(14). Mr. Renick's declaration of disinterestedness is attached hereto as **Exhibit 1**.

E. The appointment of a Fee Examiner is in the best interests of the Debtors' estates.

F. Upon the direction of the Court and the agreement of the Debtors and the

Committee, and upon consultation of the U.S. Trustee, as to the identity of the Fee Examiner and the procedures outlined herein:

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. This Court hereby appoints M. Jacob Renick of M. J. Renick & Associates LLC as the Fee Examiner.

2. Unless otherwise ordered by the Court, this Order shall apply to all Retained Professionals; *provided*, the term “Retained Professional” shall not include: (i) any professional asserting claims for reimbursement of professional fees and expenses under section 503(b) of the Bankruptcy Code that are permitted by the Court; (ii) any professional in these cases employed or to be employed pursuant to section 363 of the Bankruptcy Code; (iii) any professional whose compensation and reimbursement is authorized pursuant to any order, on an interim or final basis, approving any of the Debtors’ post-petition financing facilities; or (iv) any professional whose retention is authorized pursuant to the *Order Under 11 U.S.C. §§ 105(a), 327, 330, and 331 Authorizing Employment and Payment of Professionals Utilized in Ordinary Course of Business* [D.I. 297] (the “OCP Order”), except the extent such professional is required, under the terms of the OCP Order, to file a fee application.

3. This Order shall remain in effect unless and until this Court orders otherwise.

4. The Fee Examiner shall ensure that the fees and expenses requested by the Retained Professionals are reasonable, actual, and necessary as required by section 330 of the Bankruptcy Code by monitoring, reviewing, and, where appropriate, objecting to Applications filed by Retained Professionals. The Fee Examiner shall conduct his duties in compliance with (i) the Bankruptcy Code (specifically, sections 328, 329, 330, and 331, as applicable, pursuant to each Retained Professional’s retention order), (ii) the Bankruptcy Rules, including Bankruptcy Rule

2016, (iii) the Local Rules, including Local Rule 2016-2, (iv) all other applicable rules and guidelines, and (v) the Interim Compensation Order.

5. The terms and conditions of the Interim Compensation Order shall not be modified by this Order, except that: no later than three (3) business days after the filing of each Application, the Retained Professional shall send to the Fee Examiner via electronic mail the Application, including the fee detail containing the time entries and the expense detail ("Fee Detail") in Adobe Acrobat (pdf) format and searchable electronic format (in Ledes, or Excel, as specified by the Fee Examiner). A Retained Professional need not send to the Fee Examiner the electronic-formatted Fee Detail for any (i) Interim Fee Application if such Retained Professional has previously submitted the relevant Fee Detail with the applicable Monthly Fee Application or otherwise, or (ii) Final Fee Application if such Retained Professional has previously submitted the relevant Fee Detail with the applicable Interim Fee Application or otherwise. If any Retained Professional cannot reasonably convert its Fee Detail to the electronic formats described above, the Fee Examiner will work with such Retained Professional to find an appropriate electronic format.

6. All previously filed Applications and related Fee Details shall be provided to the Fee Examiner by each Retained Professional within twenty (20) days of entry of this Order. All previously filed Applications, all future Applications, and all other documents, notices, or pleadings required to be sent to or served upon any Notice Party under the Interim Compensation Order on and after the date hereof, shall also be served upon the Fee Examiner at the following address: 51 Seacord Road, New Rochelle, NY 10804, email: jrenick@mjrenick.com.³

7. Without limiting any provision of this Order, to the extent that any order approving

³ The Fee Examiner shall also be deemed to have filed a request for notice of papers filed in the Chapter 11 Cases under Rule 2002 of the Bankruptcy Rules and the Fee Examiner shall be served with all such papers in the main bankruptcy case as well as in any adversary proceedings.

the retention of any Retained Professionals in whole or in part under Bankruptcy Code section 328 authorizes any party, including, without limitation, the U.S. Trustee, to object to the allowance of fees or expenses sought by such Retained Professional on any grounds, including without limitation, based on the reasonableness standard provided in Bankruptcy Code section 330, the Fee Examiner shall also be authorized (and shall have standing) to object on the same grounds as such party by filing and serving Initial Reports and Final Reports (as defined below) as to such Retained Professionals' Applications.

8. The Fee Examiner shall:
 - (a) review Applications (and related Fee Detail) filed by each Retained Professional in these Chapter 11 Cases. To the extent practicable, the Fee Examiner shall avoid duplicative review when reviewing (i) Interim Fee Applications comprised of Monthly Fee Applications; and (ii) Final Fee Applications comprised of Interim Fee Applications that have already been reviewed by the Fee Examiner;
 - (b) during the course of his review of an Application, consult, as he deems appropriate, with each Retained Professional concerning such Application;
 - (c) during the course of his review of an Application, review, to the extent appropriate, any relevant documents filed in these Chapter 11 Cases and to be generally familiar with these Chapter 11 Cases and the dockets;
 - (d) within thirty (30) days after a Retained Professional files an Interim Fee Application or Final Fee Application (or in the case of Interim Fee Applications filed prior to entry of this Order, thirty (30) days following service of such Interim Fee Applications on the Fee Examiner), serve an initial report (the "Initial Report") on the Retained Professional designed to quantify and present factual data relevant to whether the requested fees, disbursements, and expenses meet the applicable standards of section 330 of the Bankruptcy Code and Local Rule 2016-2;
 - (e) within fifteen (15) days after service of the Initial Report, communicate with each Retained Professional, the objective of which is to resolve matters raised in the Initial Report and endeavor to reach consensual resolution with each Retained Professional with respect to that Retained Professional's requested fees and expenses. The Fee Examiner may also use the resolution process to revise findings contained in the Initial Report. Each Retained

Professional may provide the Fee Examiner with supplemental information that the Retained Professional believes is relevant to the Initial Report;

- (f) following communications between the Fee Examiner and the Retained Professional, and the Fee Examiner's review of any supplemental information provided by such Retained Professional in response to the Initial Report, conclude the resolution period by filing with the Court a report with respect to each Application (the "Final Report"), within 21 days after the service of the Initial Report, subject to paragraph 7(ii) below. The Final Report shall be in a format designed to quantify and present factual data relevant to whether the requested fees and expenses of each Retained Professional meet the applicable standards of section 330 of the Bankruptcy Code and Local Rule 2016-2. The Final Report shall also inform the Court of any proposed consensual resolutions of the fee or expense reimbursement request for each Retained Professional and the basis for such proposed consensual resolution; and
- (g) serve each Final Report on counsel for the Debtors, the Committee, the U.S. Trustee, the Future Claimants' Representative, and each Retained Professional whose fees and expenses are addressed in the Final Report.

9. A Retained Professional subject to a Final Report may (i) file with the Court a response (a "Final Response") to such Final Report no later than twenty (20) days after the Fee Examiner's service of a Final Report and request a ruling with respect to any fees or expenses to which an objection was made (the "Incremental Amount") at the next interim fee hearing or the final fee hearing *or*, in the alternative, (ii) defer filing the Final Response and request a ruling at any subsequent fee hearing, so as to allow continuing discussions with the Fee Examiner. Any Final Response shall be served upon those parties served with the Final Report, and the Fee Examiner.

10. The Fee Examiner, the Retained Professionals, and the Debtors shall use best efforts to have the undisputed portion of Applications allowed by the Court and paid as soon as reasonably practicable, even if the Incremental Amount remains disputed and subject to the procedures set forth above.

11. Subject to further order of the Court, an Application shall not be considered by the Court prior to review by the Fee Examiner and the submission to the Court of a Final Report specific to such Application, *unless* the Fee Examiner has expressly stated that such hearing should go forward without the Final Report being filed. If applicable, hearings on the Applications shall be scheduled by the Court in consultation with the Debtors' counsel after the filing of the applicable Final Reports by the Fee Examiner. The Fee Examiner may conduct discovery in connection with any contested Application.

12. Any of the periods set forth above may be extended with the consent of the Fee Examiner, and the applicable Retained Professional. Should a Retained Professional fail to meet one or more deadlines set forth herein for the review of an Application, and in the reasonable discretion of the Fee Examiner, the Retained Professional's failure to meet these deadlines does not allow sufficient time for the review process to be completed, such Application shall be heard at a subsequent hearing date. Nothing herein shall be construed or interpreted to require the filing of Final Reports on all Applications prior to any Application and the Final Report specific thereto being considered by the Court, and the delay or adjournment of consideration of an Application shall not affect the timing of hearings on the Applications of other Retained Professionals.

13. The Fee Examiner is authorized to take, defend, or appear in any appeal regarding an Application and to conduct and respond to discovery, including making herself available for depositions, consistent with Rule 706 of the Federal Rules of Evidence.

14. The Debtors and all Retained Professionals shall cooperate with all reasonable requests made by the Fee Examiner in the discharge of his duties and shall respond as soon as practicable to any such reasonable request for information or meetings with the Fee Examiner. The Fee Examiner may request that Retained Professionals provide budgets, staffing plans, or

other information to the Fee Examiner. Any such budgets requested of Retained Professionals shall not constitute a limit on the amount of fees or expenses that may be allowed or restrict the extent or scope of services that a Retained Professional may, in his professional discretion, determine are necessary for such Retained Professional to fulfill its professional responsibilities.

15. If a Retained Professional or its client provides privileged or work product information to the Fee Examiner and identifies the nature of such information to the Fee Examiner, the Fee Examiner shall treat such information as confidential. The disclosure of such information to the Fee Examiner shall not be deemed to be a waiver by the disclosing party of any applicable work product, attorney client, or other privilege.

16. The Fee Examiner may retain attorneys and other professionals that he deems necessary to assist him in the discharge of his duties. The Fee Examiner's retention of professionals shall be subject to Court approval. The requirements pursuant to Local Rule 9010-1(c) and (d) shall be waived with respect to the Fee Examiner and any attorneys retained by the Fee Examiner, and the Fee Examiner shall not be required to obtain representation by or associate with a member of the Bar of the District Court of Delaware.

17. The Fee Examiner, and any professionals retained by the Fee Examiner, shall be entitled to compensation from the Debtors' estates for their reasonable fees and expenses. The fees and expenses of the Fee Examiner shall be subject to application, allocation, and review pursuant to section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rule 2016-2, the applicable U.S. Trustee Guidelines, and the Interim Compensation Order, and shall be paid from the Debtors' estates as an administrative expense under section 503(b)(2) of the Bankruptcy Code. The total fees paid to the Fee Examiner for his services in accordance with this Order shall be charged to the ordinary hourly rate of the Fee Examiner for services of this nature (which rate is a

maximum of \$515.00 per hour) and shall not include any contingency or success fees. The Fee Examiner's expenses shall be subject to the information detail requirements set forth in Local Rule 2016-2(e).

18. Counsel for the Debtors shall promptly serve a copy of this Order, in accordance with the Local Rules, on (i) the U.S. Trustee and (ii) each Retained Professional, other than professionals whose fees are specifically exempted from the Fee Examiner's review pursuant to paragraph C above.

19. This Order does not limit the statutory rights and obligations of interested parties in these cases, including, but not limited to, the rights of parties-in-interest to object to Applications. Nothing herein shall (i) affect the exemptions and waivers granted to, and the standard of review applied to the Retained Professionals as established under any orders previously entered by this Court; or (ii) affect any party's right to request a waiver of the requirements of Local Rule 2016-2 or the U.S. Trustee Guidelines, to the extent they apply.

20. The Fee Examiner is hereby appointed an officer of the Court with respect to the performance of his duties as Fee Examiner and shall be provided the maximum immunity permitted by law from civil actions for all acts taken or omitted in the performance of his duties and powers. No person or entity shall seek discovery from the Fee Examiner, subpoena the Fee Examiner as a witness, or commence an action against the Fee Examiner in connection with his duties and powers hereunder except in this Court, and with the prior approval of this Court (or, with respect to discovery, the Fee Examiner's consent), which retains exclusive jurisdiction therefor.

21. Any and all claims or causes of action not instituted against the Fee Examiner prior to the tenth calendar day after entry of an order determining the last Final Fee Application in these

Chapter 11 Cases shall be forever barred and discharged, and all persons and entities shall be forever enjoined from prosecuting such claims in any manner thereafter.

22. The Debtors and the Fee Examiner are authorized and empowered to take any and all actions necessary to implement and effectuate the terms of this Order.

23. Notwithstanding any applicability of Bankruptcy Rules 6004(h), 7062 or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order. Notwithstanding any provisions of this Order to the contrary, the Court shall retain the ultimate authority to determine whether fees and expenses requested are necessary and reasonable under section 330 of the Bankruptcy Code



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

{BAY:029/071432}
Dated: June 25th, 2019
Wilmington, Delaware

EXHIBIT 1

DECLARATION OF DISINTERESTEDNESS AND DISCLOSURE STATEMENT OF

M. Jacob Renick

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

----- X
In re: : Chapter 11
: :
IMERYS TALC AMERICA, INC., *et al.*,¹ : Case No. 19-10289 (LSS)
: :
Debtors. : (Jointly Administered)
: :
: :
: :
----- X

**DECLARATION OF DISINTERESTEDNESS
BY M. JACOB RENICK**

I, M. Jacob Renick, pursuant to 28 U.S.C. § 1746, hereby declares that the following is true to the best of my knowledge, information and belief:

1. I am a principal of the firm of M.J. Renick & Associates LLC (the “Renick Firm”), which maintains offices at 51 Seacord Road, New Rochelle, NY 10804.
2. I submit this Declaration to establish that I am a “disinterested person” as that term is defined in 11 U.S.C. § 101(14) in connection with my appointment as the independent Fee Examiner in the above-captioned chapter 11 cases of Imerys Talc America, Inc. and its affiliated debtors (collectively, the “Debtors”).
3. Except as otherwise indicated, I have personal knowledge of the facts set forth herein.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Imerys Talc America, Inc. (6358), Imerys Talc Vermont, Inc. (9050), and Imerys Talc Canada Inc. (6748). The Debtors’ address is 100 Mansell Court East, Suite 300, Roswell, Georgia 30076.

4. With respect to my "disinterestedness" under Section 101(14) of the Bankruptcy Code, I provide the following information:

- (a) Neither any professional at the Renick Firm nor I is, or has been, during the pendency of these chapter 11 cases, a creditor, equity security holder or insider of any of the Debtors.
- (b) Neither any professional at the Renick Firm nor I is, and has not been, a director, officer or employee of any of the Debtors.
- (c) Neither any professional at the Renick Firm nor I has an interest materially adverse to the interests of these bankruptcy estates or any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with or interest in any of the Debtors, or for any other reason.
- (d) Neither any professional at the Renick Firm nor I is a relative of any Bankruptcy Judge of the United States Bankruptcy Court for the District of Delaware, the United States Trustee (Region 3) or any person employed by the United States Trustee (Region 3).
- (e) Neither any professional at the Renick Firm nor I represent or has represented in the past any of the Debtors or any of their affiliates.
- (f) Except as indicated on Schedule I, neither the Renick Firm nor I represent or has represented in the past any party in interest in connection with the Debtors or their chapter 11 cases.
- (g) Except as indicated on Schedule I, neither the Renick Firm nor I has any connection with any of the creditors or other parties in interest or their respective attorneys, financial consultants, and accountants that are included on the list of parties in interest provided by the Debtors' counsel (a copy of which is attached as Schedule II) except (i) we have in the past, currently, and may in the future, represent some of such entities in connection with matters unrelated to the Debtors or their chapter 11 cases. (ii) may hire the financial consultants or accountants included on the list as experts or

consultants on behalf of one of our clients, or (iii) may represent a client in a matter in which such entities represent an adverse party or serve as an expert or consultant for an adverse party. The Renick Firm has not represented such entities or any other entities in connection with the Debtors or their chapter 11 cases and, if I am appointed the Fee Examiner, will not represent any other entity in connection with the Debtors or their chapter 11 cases.

(h) I, individually, held shares of common stock of Johnson & Johnson which I sold on May 23, 2019. The Renick Firm never held any financial interest in Johnson & Johnson.

5. As required by Section 504 of the Bankruptcy Code, I will not share any compensation or reimbursement received in connection with these chapter 11 cases with another person.

6. If I discover any facts bearing on the matters described herein, I will supplement the information contained in this Declaration.

I certify under penalty of perjury under the laws of the United States that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: June 13, 2019
New Rochelle, New York

M.J. Renick & Associates LLC

A handwritten signature in black ink, appearing to read 'M. Jacob Renick', is written over a horizontal line. The signature is stylized and somewhat cursive.

M. Jacob Renick

Schedule I

Parties (or affiliates thereof) who are current or past clients of M.J. Renick & Associates LLC or M. Jacob Renick, or with whom M.J. Renick & Associates LLC or M. Jacob Renick has a connection (all of which are in matters unrelated to the Debtors or their chapter 11 cases.

Johnson & Johnson- see item 4(h) above.

Schedule II – List of Parties in Interest

Debtors and Affiliated Entities

| | |
|---------------------------------------|---|
| 000 Calderys | ECCA Minerals Pty Ltd |
| Africa Refractory Consultants Pty Ltd | Eco-Bos Development Limited |
| Akrotirio Trahilas Dyo SA | Elmin Bauxites |
| Almatech Mineral International Ltd | Elmin Bauxites Srl |
| Almeria, SA de CV | Euroargille |
| Alumica Canada Inc. | Fagersta Eldfasta AB |
| Americarb, Inc. | Fiberlean Technologies Limited |
| AMMIN Holdings, Inc. | Fokis Mining Park |
| Angang Stollberg & Samil | Guiyang Jianai Special Aluminates Co. Ltd |
| Ardoisières d'Angers | Gimpex-Imerys India Private Ltd |
| Ardoise et Jardin | Harborlite Aegean Endustri Mineralleri Sanayi AS |
| Australian Vermiculite Ind. Pty Ltd | Imerplast UK Limited |
| B&B Refractories Pty Ltd | ImerTech |
| Calderys Algérie Services SPA | Imerys Administrative Germany GmbH |
| Calderys Algérie SPA | Imerys Al Zayani Fused Minerals Co. W.L.L. |
| Calderys Australia Pty Ltd | Imerys Alüminät Dis Ticaret |
| Calderys Belgium | Imerys Aluminates Asia Pacific PTE LTD |
| Calderys China Co., Ltd | Imerys Aluminates Corporate SAS |
| Calderys Danmark A/S | Imerys Aluminates GMBH |
| Calderys de Mexico, SA de CV | Imerys Aluminates Group SAS |
| Calderys Deutschland GmbH | Imerys Aluminates Italia S.R.L |
| Calderys Finland OY | Imerys Aluminates Limited |
| Calderys France | Imerys Aluminates Nordic AB |
| Calderys Ibérica Refractorios, SA | Imerys Aluminates SA |
| Calderys India Refractories Limited | Imerys Argentina Srl |
| Calderys Italia s.r.l. | Imerys Asia Pacific Pte Ltd |
| Calderys Japan Co Ltd | Imerys Belgium SA |
| Calderys KFT | Imerys Bentonite Georgia LTD |
| Calderys Korea Co. Ltd | Imerys Bentonite Hungary Kft |
| Calderys Nordic AB | Imerys Bentonite Italy S.p.A. |
| Calderys Norway AS | Imerys Bentonite USA, LLC |
| Calderys Polska Sp. Zoo | Imerys Canada 2004 Inc. |
| Calderys Refractorios Venezolanos | Imerys Canada L.P. |
| Calderys Refrakter | Imerys Carbonates Austria GmbH |
| Calderys South Africa Pty Ltd | Imerys Carbonates India Limited |
| Calderys Taiwan Co. Ltd | Imerys Carbonates (Thailand) Co, Ltd |
| Calderys The Netherlands BV | Imerys Carbonates USA, Inc. |
| Calderys Ukraine Ltd | Imerys Ceramics Brasil – Minerais para Cerâmicas Ltda |
| Calderys UK Ltd | Imerys Ceramics Egypt |
| Calderys USA, Inc. | Imerys Ceramics France |
| Carbonatos Andinos SA | Imerys Ceramics (India) Private Limited |
| Cebo Holland B.V. | Imerys Ceramics Italia |
| Cebo International B.V. | Imerys Ceramics New Zealand |
| Cebo Marine B.V. | Imerys Ceramics Portugal, SA |
| Cebo UK limited | Imerys Ceramics (Thailand) Ltd |
| Changbai Celite Diatomite Co., Ltd | Imerys Clays, Inc. |
| Choicewise Ltd | Imerys CSI Switzerland Sagl |
| Donbasskeramika | Imerys Diatomita Alicante, S.A. |
| Donkaolin | Imerys Diatomita Mexico, SA de CV |
| ECCA Holdings Pty Ltd | |

Imerys do Brasil Comercio de Extracao de Minerios Ltda
 Imerys Filtration France
 Imerys Filtration Minerals, Inc.
 Imerys Fine Chemical (Changshu) Co., Ltd
 Imerys Fused Minerals Beyrède SAS
 Imerys Fused Minerals Domodossola SpA
 Imerys Fused Minerals France Sarl
 Imerys Fused Minerals Greeneville, Inc.
 Imerys Fused Minerals Guizhou Co. Ltd
 Imerys Fused Minerals Hull Limited
 Imerys Fused Minerals Laufenburg GmbH
 Imerys Fused Minerals Murg GmbH
 Imerys Fused Minerals Niagara Falls, Inc.
 Imerys Fused Minerals Ruse d.o.o.
 Imerys Fused Minerals Salto Ltda
 Imerys Fused Minerals Teutschenthal GmbH
 Imerys Fused Minerals Villach GmbH
 Imerys Fused Minerals (Yingkou) Co. Ltd
 Imerys Fused Minerals Zschornowitz GmbH
 Imerys Gecko Holding (Namibia) (Pty) Ltd
 Imerys Gecko Graphite (Namibia) (Pty) Ltd
 Imerys Gecko Okanjande Mining (Pty) Ltd
 Imerys Graphite & Carbon Belgium SA
 Imerys Graphite & Carbon Canada Inc.
 Imerys Graphite & Carbon Japan K.K.
 Imerys Graphite & Carbon Korea
 Imerys Graphite & Carbon Switzerland SA
 Imerys High Resistance Minerals Japan K.K.
 Imerys Industrial Minerals Denmark A/S
 Imerys Industrial Minerals Greece S.A.
 Imerys Itatex Soluções Minerais Ltda
 Imerys Kaolin Belgium
 Imerys Kaolin, Inc.
 Imerys Kiln Furniture España, S.A.
 Imerys Kiln Furniture Hungary Kft.
 Imerys Kiln Furniture (Thailand) Ltd
 Imerys Metalcasting France Sarl
 Imerys Metalcasting Germany GmbH
 Imerys Mica Kings Mountain, Inc.
 Imerys Mica Suzorite Inc.
 Imerys Middle East Holding Company W.L.L.
 Imerys Mineral AB
 Imerys Mineral Arabia LLC
 Imerys Minerales Chile SpA
 Imerys Minerales Peru SA
 Imerys Minerali SpA
 Imerys Minerali Gamalero Srl
 Imerys Minerali Corsico Srl
 Imerys Minerals Australia Pty Ltd
 Imerys Minerals Bulgaria AD
 Imerys Minerals China, Inc.
 Imerys Minerals GmbH
 Imerys Minerals Holding Limited
 Imerys Minerals (India) Private Ltd
 Imerys Minerals International Sales
 Imerys Minerals Japan K.K.
 Imerys Minerals Korea Ltd
 Imerys Minerals Ltd
 Imerys Minerals Malaysia Sdn Bhd
 Imerys Minerals Netherlands B.V.
 Imerys Minerals Oy
 Imerys Minerals (Taiwan) Ltd
 Imerys Minerals (Thailand) Ltd
 Imerys Minerals USA, Inc.
 Imerys Minerals Vietnam Ltd
 Imerys Mineraux Belgique SA
 Imerys Minéraux France
 Imerys Newquest (India) Pte Ltd
 Imerys Oilfield Minerals, Inc.
 Imerys Pacific Ltd
 Imerys Participações Ltda
 Imerys PCC France
 Imerys PCC UK Ltd
 Imerys Performance and Filtration Minerals Private Limited
 Imerys Perlita Barcelona, S.A.
 Imerys Perlita Paulinia Minerais Ltda
 Imerys Perlita Tucuman S.A.
 Imerys Perlite Sardinia Srl
 Imerys Perlite USA, Inc.
 Imerys Pigments (Qingyang) Co., Ltd
 Imerys Pigments Trading (Shanghai) Co., Ltd
 Imerys Pigments (Wuhu) Co., Ltd
 Imerys RE
 Imerys Refractory Minerals Clérac
 Imerys Refractory Minerals Glomel
 Imerys Refractory Minerals International Sales
 Imerys Refractory Minerals South Africa (Pty) Ltd
 Imerys Refractory Minerals USA, INC.
 Imerys Rio Capim Caulim
 Imerys S.A.
 Imerys Seramik Hammdeleri Sanayi ve Ticaret AS
 Imerys Services
 Imerys Services Germany GmbH & Co. KG
 Imerys (Shanghai) Filtration Minerals Trading Co., Ltd
 Imerys (Shanghai) Investment Management Co., Ltd
 Imerys South Africa Pty Ltd
 Imerys South Europe S.L.
 Imerys Specialities Japan Co., Ltd
 Imerys Steelcasting do Brasil Ltda
 Imerys Steelcasting India Private Limited
 Imerys Steelcasting USA, Inc.
 Imerys Tableware Balkans Srl
 Imerys Tableware CR sro
 Imerys Tableware Deutschland GmbH
 Imerys Tableware France
 Imerys Talc America, Inc.
 Imerys Talc Austria GmbH

Imerys Talc Australia Pty Ltd
 Imerys Talc Belgium
 Imerys Talc Canada Inc.
 Imerys Talc Europe
 Imerys Talc Finland Oy
 Imerys Talc Germany GmbH
 Imerys Talc Italy S.p.A.
 Imerys Talc Luzenac France
 Imerys Talc Mexico, S.A. de C.V.
 Imerys Talc Spain, S.A.
 Imerys Talc UK Holding Ltd
 Imerys Talc Vermont, Inc.
 Imerys TCSI Switzerland Sagl
 Imerys Technology Center Austria GmbH
 Imerys Trading Minerals Egypt
 Imerys Trustees Ltd
 Imerys UK Finance
 Imerys UK Ltd
 Imerys UK Pension Fund Trustees Ltd
 Imerys USA, Inc.
 Imerys Wollastonite USA, LLC
 Imerys Zhejiang Zirconia Co., Ltd
 Industria Macinazione Minerali Per L'Industria
 Ceramica S.P.A.
 Industrial Minerals of Greece
 Industrialmin
 Isocon S.A.
 K-T Clay de Mexico, SA de CV
 Kaolin Australia Pty Ltd
 Kentucky-Tennessee Clay Company
 Kerneos Aluminat Dis Tic As
 Kerneos Australia Pty Ltd
 Kerneos (China) Aluminate Technologies Co. Ltd
 Kerneos de Mexico SA de CV
 Kerneos do Brasil Comercial Ltda
 Kerneos Espana SL
 Kerneos Holding North America Inc.
 Kerneos Holding Northern Europe Ltd
 Kerneos Inc.
 Kerneos India Aluminate Private Ltd
 Kerneos India Aluminate Technologies Private Ltd
 Kerneos Polska SP Zoo
 Kerneos Southern Africa Pty Ltd
 Kinta Powdertec Sdn Bhd
 L-Imerys Industria e Comércio de Cal Ltda
 Latomia N. Korakas SA
 Laviosa Chimica Mineraria S.p.A.
 Laviosa France
 Laviosa India Private Limited
 Laviosa Promasa S.A.
 Laviosa Sanayi ve Ticaret Ltd Sirketi
 Linjiang Imerys Diatomite Co., Ltd
 Liquid Quimica Mexicana, SA de CV
 LLC Imerys Aluminates
 Metalleion-Metalleymaton SA
 Mikro Mineral Endüstriyel Mineraller Sanayi ve
 Ticaret AS
 Milos Initiative
 Milos Mining Museum
 Mineralien Schiffahrt Spedition und Transport GmbH
 Micron-Ita Industria E Comercio de
 Micron-Ita Mineração Ltda
 Minera Montparnas SA
 Minera Roca Rodando Srl de CV
 Minerais Ltda
 Minven
 MIRCAL SA
 MIRCAL Australia Pty Ltd
 MIRCAL Bresil
 MIRCAL de Mexico, SA de CV
 MIRCAL Europe
 MIRCAL Italia SpA
 MONREFCO GmbH
 MRD Co., Ltd
 MRD-ECC Co., Ltd
 MSL Minerais S.A.
 N.G. Johnson Limited
 N.G. Johnson (Northern) Holdings Limited
 N.G. Johnson (Northern) Limited
 NAIMEX Srl
 Niigata GCC Ltd
 Nippon Power Graphite Co., Ltd
 Nizerolles SA
 North African Industrial Mineral Exploration Sarl -
 Naimex
 Nyco Minerals LLC
 Organik Madencilik AS
 Pabalk Maden Sanayi ve Ticaret AS
 Parimetal
 Para Pigmentos SA – PPSA
 Parnasse Trente Deux
 Parnasse Trente Trois
 Peramin
 Pergem Mineral
 PGB SA
 Plibrico Instalaciones Refractarias
 Plibrico Ltd
 PPSA Overseas
 PT. Esensindo Cipta Cemerlang
 PT. Stollberg - Samil Indonesia
 PT Binah Surindah Cemerlang
 PT Imerys Ceramics Indonesia
 PT Indoporlen
 PT Indoporlen Sakti
 Pyramax Ceramics Southeast, LLC
 QA Refractories Pty Ltd
 QingDao Stollberg & Samil Co., Ltd
 QS Abrasivi Marengo Srl
 Quartz Corp (Shanghai) Co., Ltd
 Quartz de Mauritanie SA

ReClaym Limited
Refractory Minerals Pty Ltd
Rumico Feuerfeste Baustoffe GmbH
S&B Bentonite (Chaoyang) Co., Ltd
S&B Endustriyel Mineraller A.S.
S&B Holding GmbH
S&B Industrial Minerals (Tianjin) Co., Ltd
S&B Minerals US Holding GmbH
S&B Minerals Finance Sarl
S&B Minerals Participations LLC
S&B Minerals Participations Sarl
S&B Minerals Participations 2 Sarl
S&B Industrial Minerals (Henan) Co., Ltd
S&B Industrial Minerals Morocco
S&B Industrial Minerals Spain Slu
S&B Wines S.A.
SA des Kaolins de Nozay
Samrec Pty Ltd
SCEA Sainte-Colombe
Servicios Piedra Tumbante Srl de CV
Set Linings GmbH

Sibimin Overseas Ltd
Sidex Monolithiques SRL
Societe de Valorisation des Mineraux Industriels SAS
Spica
Springdeals Six Pty Ltd
Stollberg & Samil Co., Ltd
Termorak (Thailand) Co Ltd
The Quartz Corp SAS
The Quartz Corp USA
The Quartz Corp AS
Tygerkloof Mining (Proprietary) Ltd
Vatutinsky Kombinat Vognetryviv
Vermiculita y Derivados, SI
Vougjoukli Quarries AVEE
World Minerals USD LLC
World Minerals USD Sarl
Xinyang-Athenian Mining Co. Ltd
YBB Calcium Products Co, Ltd
Yueyang Imerys Antai Minerals Co., Ltd
Zhengzhou Jianai Special Aluminates Co. Ltd

Debtors' Previous Names

DOCROM, Inc.
Cyprus Talc Corporation
Cyprus Windsor Minerals Corporation
Eastern Magnesia Talc Co., Inc.

Luzenac America, Inc.
Luzenac, Inc.
Windsor Minerals, Inc.

Debtors' Restructuring and Other Significant Professionals

Alston & Bird LLP
Alvarez and Marsal North America, LLC
Bowles & Verna LLP
Dentons US LLP
Ernst & Young, LLP
Fasken Martineau DuMoulin LLP
Finnegan, Henderson Farabow, Garrett & Dunner,
LLP
Ford & Harrison, LLP
Gordon Rees Scully Mansukhani, LLP
Haynsworth Sinkler Boyd, P.A.
Kazmarek Mowrey Cloud Laseter, LLP
KCIC, LLC
Lamb and McNaughton, PC
Latham & Watkins LLP

Mathews, Dinsdale & Clark, LLP
McGuire Woods, LLP
Neal Gerber & Eisenberg LLP
Ogletree, Deakins, Nash, Smoak & Stewart, P.C.
PricewaterhouseCoopers, LLP – Canada
Prime Clerk LLC
Rawle & Henderson LLP
Richards, Layton & Finger, P.A.
Richter Advisory Group Inc.
Ryan, LLC
Stikeman Elliott LLP
Taylor & Anderson, LLP
The Levinson Group

Major Secured Lenders (Including Current and Former Administrative Agents)

None

Counsel/Professionals to Major Secured Lenders

None

Holders of 1% or More of Outstanding Common Equity Securities of the Debtors

None²

Current and Former Officers and Directors

Alexandra Picard
Anthony Wilson
Bernd Beyer
Brent Roper
Brian Hanrahan
Catherine Caouette
Cheree Finan
Christopher Robinson
Cindy Hein
Dave Marek
Diane Hryshko
Didier Arseguel
Eva Brooks
Gary Goldberg
Giorgio La Motta
Ivan Balazard
James Kuykendall
Jeffrey C. Hicks
Jim Miller

Joel Ventura
Julie Cummings
Karin Jonsson
Kent Cutler
Kevin Collins
Lucie Gouanelle Gardette
Mario Seixas
Mekalaradha (Radha) Murphy
Michel Francoeur
Noa Tal
Oliver Wolfsensberger
Peter Yoxall
Ralph Calmes
Richard Pierce Jr.
Ryan Van Meter
Shannon Delquadro
Shannon Freeman
Susan B. Radcliffe

Potential Major Unsecured Creditors (Excluding Creditors Asserting Talc Claims)

AOC, LLC
Amatic CPA Group
BNSF Railway Company
C.H. Robinson Worldwide, Inc.
Canadian National Railway Company
Casella Organics
Challenger Pallet & Supply, Inc.
Cole International, Inc.
Corning, Inc.
DMS Machining & Fabrication
Emera Energy Gas Trading
Farber & Company
Geomapping Associates, Ltd. Inc.
Johnson Controls Fire Protection LP
Laforest Electrick

Material Motion, Inc.
McLanahan Corporation
Nasco Propane
Nederman Mikropul Canada, Inc.
Normand Verville Enterprises
Northwestern Corporation
Savage Trucking, Inc.
Steel Pro, Inc.
Traffic Tech
Tyoga Container Company
UE Compression Holdings
Union Gas, Ltd.
Univar Canada, Ltd.
Watkins & Shepard Trucking, Inc.
William Day Construction Limited

Major Suppliers, Vendors, and Other Parties

Shareholders are accounted for in Section 1 above.

Adams Warehouse & Delivery, Inc.
AM Welles, Inc.
Asahi Kasei Plastics North America Inc.
Atlas Boiler & Equipment Co.
Atlas Copco Compressors, Inc.
Autumn Transport, Inc.
B.H. Roettker Company, Inc.
Border States Electric Supply
Charger Logistics, Inc.
Cianbro Corporation
CIBC Mellon
Cit Group / Capital Finance, Inc.
Comprehensive Traffic Systems LLC
Connell Brothers Company
Constellation NewEnergy, Inc.
Crete Carrier Corporation
D&B
Dalian Helm International Logistics Co LTD
Dick Irvin, Inc.
Dixon Electric
Do All Maintenance
Echo Global Logistics, Inc.
EDF Trading North America, LLC
Evonik Corporation
Fanuc Robotics America, Inc.
FTI Consulting (SC) Inc.
Gotar Technologies, Inc.
Grancisco J. Martinez
Green Mountain Ent. Inc.
Gui Lin Minerals Co., Ltd.
H Bar N
Haicheng No.2 Talc Powder Factory
Haoran International, Inc.
Harris County, Texas
Highlands Fuel Delivery, LLC
HJR Services, LLC
Hood Flexible Packaging Corporation
Hudson Shipping Lines, Inc.
Hughes Hubbard & Reed LLP
Hydro One Networks, Inc.
IXOM Colombia S.A.S
Ixom Orica Chemicals Chile SA
Joseph Macuba
Kaeser Compressors Canada, Inc.
Kaeser Compressors, Inc.
Lakeland Freightways, Inc. c/o Manitoulin Transport
LC Staffing Service
Levert Personnel Resources, Inc.
Levick Strategic Communications
Ludlow Electric Dept.
Manitoulin Warehousing & Distribution
Marine Chartering Co Inc.
Markowski's Excavating Inc.
McDougall Energy, Inc.
Micromeritics Instrument Corporation
Minchem International, Inc.
Minister of Finance
MMC, Inc.
MMKK, Inc.
Mondi Bags USA, LLC
Mondi Romeoville, Inc.
Motion Industries, Inc.
Neopal, LLC
New England Mechanical Overlay, Inc.
Nikede Comercio E Representacoes LTDA
Norred & Associates Inc.
North Monsen Company
Orica Mountain West
Orica USA, Inc.
Pallets Inc.
PCC Logistics - Pacific Coast Container
Personnel Management Group Inc.
Pro-Min
Quinn Emanuel Urquhart & Sullivan UK, LLP
Robert J. Smith, Jr. & Jean Smith
Rocky Mountain Supply, Inc.
RW Smith & Co., Inc.
S&S Tin Baling, Inc.
Savage Safe Handling
Shell Energy North America (US), LP
SM Hewitt (Sarnia), Ltd.
ST Equipment & Technology
Swift Transportation Services, LLC
TEA Solutions, Inc.
The Andersons
The Bucket Shop Group
Thiele Kaolin Company, Inc.
Tractor & Equipment Co.
Univar USA, Inc.
UPS Supply Chain Solutions, Inc.
Vermont Railway, Inc.
Watco Companies, LLC
Wells Fargo Rail Corporation
Werner Global Logistics US, LLC
Workplace Safety & Insurance Board
Yuan Da Plastic Corporation

Potential Investors and Their Counsel/Advisors

None

Significant Customers

Adell Plastics, Inc.
Advanced Composites Mexicana SA de CV
Advanced Composites, Inc.
AE Fleming
Alberta Pacific
AOFU Environmental
Basell Poliolefinas S De RI
BASF
Borealis Compounds, Inc.
BPI Coatings Solutions, LLC
Brenntag Specialties
Canadian Forest Products
Carlisle SynTec
CGC, Inc.
Chemco International (Hong Kong) Ltd.
Chemical Distributors
CMPC Pulp SA (Fabrica Santa Fe)
Contitech USA, Inc.
Corning GmbH
Corning Shared Services
Dae Ha America Corp.
Daishowa Marubeni International, Ltd.
Dar Tech, Inc.
Domtar Inc.
Equistar Chemicals. LP
Fibria Celulose SA
Finch Paper. LLC
Firestone Building Products
Fitz Chem Corporation
GTM Mexico Product and Services S.A. De C.V.
Harris and Ford, LLC
Henkel Global Supply Chain B.V.
Heritage Plastics, Inc.
HM Royal of California, Inc.
IMCD Canada Limited
Ingenia Polymers

Interplastic Corp.
ITW Evercoat
Jeld-Wen
Johnson & Johnson
Kohl Marketing, Inc.
Kopla America, Inc.
Lintech International, LLC
LMI Custom Mixing, LLC
Mytex Polymers
ND Paper Inc.
NGK Materials USA, Inc.
Nippon Dynawave Packaging Company
Pactiv
Pharma Tech Industries
PolyOne
Rheteck, Inc.
Rustoleum Corporation
Sappi Fine Paper
Sherwin Williams
St. Bernard Soap Company
Sumika Polymer Compounds, Inc.
Suzano Papel E Celulose SA
Synthetic Specialties
The Horn Company
TimberTech Limited
Total Petrochemicals USA, Inc.
Twin Rivers Madawaska
Universal Forest Products
US Gypsum
Valspar
Van Horn Metz
Verso Corporation
West Pharmaceutical Services, Inc.
Westrock MWV, LLC
Wolf Container & Chemical Co., Inc.
Woodland Pulp, LLC

Top Plaintiffs' Law Firms Representing Parties Asserting Talc Claims Against the Debtors

Ashcraft & Gerel, LLP
Beasley Allen Crow Methvin Portis & Miles PC
Belluck & Fox, LLP
Brayton Purcell LLP
Burns Charest LLP
Cohen & Malad LLP
Cohen Placitella & Roth, PC
Cooney & Conway
Dean Omar Branham, LLP
Deaton Law Firm
Early, Lucarelli, Sweeney & Meisenkothen, LLC
Flint Law Firm, LLC

Girardi Keese
Goldberg Persky & White, P.C.
Goldenberg Law, PLLC
Golomb & Honik, PC
Gori Julian & Associates PC
Heygood Orr & Pearson
Holland Law Firm
Johnson Becker PLLC
Johnson Law Group
Kazan, McClain, Satterley & Greenwood
Kiesel Law, LLP
Levin Simes LLP

Levy Konigsberg LLP
Lipsitz & Ponterio, LLC
Locks Law Firm
Maune, Raichle, Hartley, French & Mudd, LLC
McDermott & Hickey, LLC
Meirowitz & Wasserberg, LLP
Morelli Law Firm, PLLC
Morris Bart, LLC
Motley Rice LLC
Napoli Shkolnik, PLLC
Onder, Shelton, O'Leary & Peterson, LLC
Phillips & Paolicelli LLP
Potts Law Firm
Porter & Malouf, PC
Rebecca S. Vinocur, P.A.
Robinson Calcagnie, Inc.
Ross Feller Casey, LLP

Sanders Phillips Grossman, LLP
Satterley & Kelley PLLC
Seeger Weiss, LLP
Simmons Hanly Conroy, LLC
Simon Greenstone Panatier, PC
Szaferman, Lakind, Blumstein & Blader, P.C.
The Dugan Law Firm APLC
The Ferraro Law Firm, P.A.
The Lanier Law Firm, PLLC
The Miller Firm, LLC
The Simon Law Firm, PC
The Smith Law Firm, PLLC
Thornton Law Firm LLP
Wagstaff & Cartmell, LLP
Waters Krause & Paul
Weitz & Luxenberg P.C.

Prepetition Legal Representative for Future Talc Personal Injury Claimants

James L. Patton, Jr.

Professionals to Prepetition Legal Representative for Future Talc Personal Injury Claimants

Ankura Consulting Group LLC

Young Conaway Stargatt & Taylor, LLP

Insurers and Issuers of Surety Bonds

AGCS
A.G. Securitas
Aetna Casualty and Surety Company
Affiliated FM Insurance Company
AIG Europe Limited
AIG Insurance Company of Canada
AIU Insurance Company
Allianz Global Corporate & Specialty
Allianz Global Risks US Insurance Co.
Allianz Insurance Company
Allianz Underwriters Insurance Company
American Centennial Insurance Company
American Excess Insurance Company
American Motorists Insurance Company
American Re-Insurance Company
Aon Reed Stenhouse
AON Risk Services Swiss Ré & XL
Assurances Generales De France
Assurantiekantoor VanWijk & Co.
Birmingham Fire Ins. Company
Birmingham Fire Insurance Company of
 Pennsylvania
Central National Insurance Company of Omaha (The)
Chubb Insurance Company

City Insurance Company
CNA & XL
Colonia Versicherungs AG, Koln
Columbia Casualty Company
Continental Casualty Company
Drake Insurance Company of New York
Employers Insurance of Wausau, A Mutual Company
Employers Mutual Casualty Company
Employers Surplus Lines Insurance Company
Eurinco Allgemeine Versicherungs AG, Dusseldorf
Federal Insurance Co. (Chubb)
Fireman's Fund Insurance Company
First State Insurance Company
FM Global
Gibraltar Casualty Company
Granite State Insurance Company
Great Northern Insurance Company
Great Southwest Fire Insurance Company
Groupe Drouot
Harbor Insurance Company
Hartford Accident and Indemnity Company
Home Insurance Company
Ideal Mutual Insurance Company
Industrial Indemnity

Ins. Co. of PA
Ins. Corp. of Singapore
Insurance Company of North America
Insurance Company of the State of Pennsylvania
(The)
Integrity Insurance Company
International Insurance Company
International Sureties, Ltd
International Surplus Lines Insurance Company
L'Union Atlantique S.A. D'Assurances
Landmark Insurance Company
Lexington Insurance Company
Lloyds of London
London Guarantee and Accident Company of New
York
London Market
Manhattan Fire & Marine Insurance Company (The)
Marsh S.A.
Mead Reinsurance Corporation
Middlesex Assurance Company
Midland Insurance Company
Mission Insurance Company
Mission National Insurance Company
Munich Ré
Mutual Fire, Marine and Inland Insurance Company
(The)
N.V. Rotterdamse Assurantiekas
N.V. Schadeverzekeringsmaatschappij Maas Lloyd
National Casualty Company
National Union Fire Insurance Company of
Pittsburgh, PA
New Hampshire Insurance Company
North River Insurance Company
Northbrook Excess and Surplus Insurance Company
Northeastern Fire Insurance Company of

Pennsylvania
Old Republic Insurance Company
Pacific Employers Ins. Company
Pine Top Insurance Company
Prudential Reinsurance Company
Republic Indemnity Company of America
Republic Insurance Company
Republic Western Ins. Company
Reserve Insurance Company
Royal Belge I.R., S.A. d'Assurances
Royal Indemnity Company
Royal Insurance Co. of America
Safety Mutual Casualty Corp.
Seguros La Republica SA
Siaci Saint Honore
Sompo International
Southern American Insurance Company
Starr Indemnity & Liability Company
Stonewall Insurance Company
The American Insurance Company
Transamerica Premier Insurance Company
Transcontinental Insurance Company
Transit Casualty Company
Travelers Indemnity Company
Truck Exchange Insurance
Truck Insurance Exchange
UAP
Unigard Mutual Insurance Company
Union Indemnity
Union Indemnity Insurance Company of New York
Westchester Fire (ACE) / Zurich American
XL Insurance America, Inc.
Zurich American Insurance Company
Zurich Insurance Company

Taxing and Other Significant Governmental Authorities

Alabama Department of Revenue
Ann Harris Bennett Tax Assessor-Collector & Voter
Registrar
Arizona Department of Revenue
Calaveras County Tax Collector
California Franchise Tax Board
Canada Revenue Agency
Cavendish Town Treasurer
City of Timmins
Colorado Department of Revenue
Delaware Division of Revenue
Department of Taxation and Finance
Gallatin County Treasurer
Georgia Department of Revenue
Grafton Town Treasurer
Illinois Department of Revenue

IRS Department of Treasury
Kentucky Department of Revenue
Madison County Clerk & Recorder
Madison County Treasurer
Maine Revenue Services
Massachusetts Department of Revenue
Michigan Department of Treasury
Mine Safety & Health Administration
Minister of Finance of Ontario
Minister of Finance of Quebec
Minister of Revenue Quebec
Minnesota Department of Revenue
Mississippi Department of Revenue
Missouri Department of Revenue
Montana Bureau of Land Management
Montana Department of Environmental Quality

Montana Department of Revenue
Nebraska Department of Revenue
New Jersey Division of Taxation
New York Department of Taxation and Finance
North Carolina Department of Revenue
Ohio Department of Taxation
Ontario Aggregate Resources Corporation
Ontario Ministry of Labour and Employment
Practices
Oregon Department of Revenue
Pennsylvania Department of Revenue
Receiver General of Canada
Rhode Island Department of Revenue Division of
Taxation
Sheldon ISD Tax Office
South Carolina Department of Revenue

Tennessee Department of Revenue
Texas Commission On Environmental Quality
Texas Comptroller of Public Accounts
Three Forks City
Town of Chester
Town of Ludlow
Town of Reading
Town of Troy
Town of West Windsor
Town of Windham
Vermont Department of Taxes
Virginia Department of Taxation
Washington State Department of Revenue
West Virginia Department of Revenue
Wisconsin Department of Revenue

United States Bankruptcy Judges in the District of Delaware

The Honorable Brendan L. Shannon
The Honorable Christopher S. Sontchi, Chief Judge
The Honorable Kevin Gross
The Honorable Kevin J. Carey

The Honorable Laurie Selber Silverstein
The Honorable Mary F. Walrath

Staff for the Honorable Laurie Selber Silverstein

Cacia Batts

Lora Johnson

United States Trustee for the District of Delaware (and Key Staff Members)

Benjamin Hackman, Trial Attorney
Brya Keilson, Trial Attorney
Christine Green, Paralegal Specialist
David Buchbinder, Trial Attorney
Diane Giordano, Bankruptcy Analyst
Dion Wynn, Paralegal Specialist
Edith A. Serrano, Paralegal Specialist
Hannah M. McCollum, Trial Attorney
Holly Dice, Auditor (Bankruptcy)
Jaelyn Weissgerber, Trial Attorney
James R. O'Malley, Bankruptcy Analyst
Jane Leamy, Trial Attorney
Jeffrey Heck, Bankruptcy Analyst
Juliet Sarkessian, Trial Attorney
Karen Starr, Bankruptcy Analyst
Linda Casey, Trial Attorney
Linda Richenderfer, Trial Attorney
Lauren Attix, OA Assistant
Michael Panacio, Bankruptcy Analyst
Michael West, Bankruptcy Analyst
Ramona Vinson, Paralegal Specialist
Richard Schepacarter, Trial Attorney
Shakima L. Dortch, Paralegal Specialist
T. Patrick Tinker, Assistant U.S. Trustee

Timothy J. Fox, Jr., Trial Attorney

Clerk of Court and Deputy for the District of Delaware

Stephen Grant, Chief Deputy Clerk

Una O'Boyle, Clerk of Court

TAB D

CALIFORNIA COPY CERTIFICATION
BY DOCUMENT CUSTODIAN

I, Anthony Wilson hereby declare that the attached reproduction
of Exhibit D is a true, correct and
complete photocopy of the original document in my possession.

Anthony Wilson
Signature of Original Document Custodian
233 W. San Carlos St., Suite 5-116
San Jose, CA 95110
Address

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

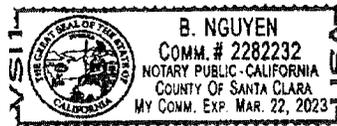
County of Santa Clara

On July 31st 2019, before me, B. Nguyen, Notary Public, personally appeared
Anthony Wilson

who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under Penalty of Perjury under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS MY HAND AND OFFICIAL SEAL.



B. Nguyen
Signature of Notary Public

(Notary Seal)

OPTIONAL INFORMATION

DESCRIPTION OF ATTACHED DOCUMENT

Exhibit D

Number of Pages (Including acknowledgment)

Document Date 7/31/19

(Additional Information)

CAPACITY CLAIMED BY SIGNER

Individual
 Corporate Officer
 Partner
 Attorney-In-Fact
 Trustee
 Other: _____

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|--|---|---|
| | X | |
| In re: | : | Chapter 11 |
| | : | |
| IMERYYS TALC AMERICA, INC., <i>et al.</i> , ¹ | : | Case No. 19-10289 (LSS) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| | : | Response Deadline: July 22, 2019 at 4:00 p.m. (ET) |
| | : | |
| | X | |

**DEBTORS’ FIRST NOTICE OF
CLAIMS SATISFIED IN FULL**

The above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) file this notice (the “**Notice**”) identifying amounts scheduled by the Debtors in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) which have been satisfied postpetition in full (such Claims, the “**Satisfied Claims**”) pursuant to Orders of this Court. In support of this Notice, the Debtors respectfully state as follows:

Background

1. On February 13, 2019 (the “**Petition Date**”), the Debtors commenced the Chapter 11 Cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors continue to operate as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. On March 5, 2019, the United States Trustee for the District of Delaware appointed an Official Committee of Tort Claimants pursuant

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Imerys Talc America, Inc. (6358), Imerys Talc Vermont, Inc. (9050), and Imerys Talc Canada Inc. (6748). The Debtors’ address is 100 Mansell Court East, Suite 300, Roswell, Georgia 30076.

to section 1102(a)(1) of the Bankruptcy Code, and on June 3, 2019, the Court appointed a legal representative for future talc personal injury claimants. No trustee or examiner has been requested or appointed in the Chapter 11 Cases.

2. On April 12, 2019, the Debtors each filed a *Statement of Financial Affairs* [Docket Nos. 363, 366, and 368] and, on May 20, 2019, Debtor Imerys Talc America, Inc. filed an amendment to its *Statement of Financial Affairs* [Docket No. 578] (collectively, the “**SOFAs**”). On April 12, 2019 and May 20, 2019, the Debtors filed their *Schedules of Assets and Liabilities* and amendments thereto [Docket Nos. 362, 365, 367, 577 and 579] (collectively, the “**Schedules**”).

3. In the ordinary course of business, the Debtors maintain books and records that reflect, among other things, the Debtors’ aggregate liabilities and the specific amounts owed to each of their creditors. The Debtors and their advisors are reviewing and continue to reconcile all prepetition claims, including both claims identified on the Schedules (the “**Scheduled Claims**”) and proofs of claim filed by claimants in the Chapter 11 Cases.

Claims Satisfied After the Petition Date

4. In connection with their review of the Schedules and their books and records, the Debtors have determined that the Scheduled Claims, as set forth on Exhibit A attached hereto, have been satisfied by the Debtors in full after the Petition Date in accordance with authority granted to the Debtors pursuant to Orders² of this Court, including without limitation:

- A. *Final Order (I) Authorizing Payment of Certain Prepetition Workforce Obligations, Including Compensation, Expense Reimbursements, Benefits, and Related Obligations, (II) Confirming Right to Continue Workforce Programs on*

² For the avoidance of doubt, any reference to the relief granted pursuant to a final order entered by the Court also includes any interim relief granted by the Court related to same category of claims (as applicable).

Postpetition Basis, (III) Authorizing Payment of Withholding and Payroll-Related Taxes, (IV) Authorizing Payment of Prepetition Claims Owing to Administrators of, or Third Party Providers Under, Workforce Programs, and (V) Authorizing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments [Docket No. 256];

B. Final Order Under 11 U.S.C. §§105(a), 362(d), 363(b), and 503(b), Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, and (IV) Maintain Their Bonding Program [Docket No. 308];

C. Final Order Under 11 U.S.C. §§ 105(a), 363(b), 503(b)(9), 1107(a), and 1108 and Fed. R. Bankr. P. 6003 (I) Authorizing Payment of Prepetition Claims of Critical Vendors; (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers; and (III) Granting Related Relief [Docket No. 298];

D. Final Order Under 11 U.S.C. §§ 105(a), 363(b), and 1107(a), and Fed. R. Bankr. P. 6003 (I) Authorizing Payment of Prepetition Claims of Foreign Vendors; (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers; and (III) Granting Related Relief [Docket No. 252];

E. Final Order Under 11 U.S.C. §§ 105(a), 363(b), 503(b), 541, 1107(a), and 1108 and Fed. R. Bankr. P. 6003 (I) Authorizing Debtors to Pay Certain Prepetition Claims of Shippers, Lien Claimants, Royalty Interest Owners, and 503(b)(9) Claimants, (II) Confirming Administrative Expense Priority of Undisputed and

Outstanding Prepetition Orders, and (III) Granting Related Relief [Docket No. 247]; and

F. *Final Order Under 11 U.S.C. §§ 105(a), 363(b), 363(c), 506(a), and 553 and Fed. R. Bankr. P. 6003 and 6004 Authorizing (I) the Debtors to Honor Prepetition Obligations to Customers and to Otherwise Continue Customer Programs and (II) Financial Institutions to Honor and Process Related Checks and Transfers* [Docket No. 251].

5. Accordingly, the Debtors intend to designate on the register of claims maintained by Prime Clerk LLC (“**Prime Clerk**”) the Scheduled Claims listed on Exhibit A as having been previously satisfied in full. Out of an abundance of caution, the Debtors will cause this Notice to be served on all holders of the Satisfied Claims to provide them with an opportunity to interpose an objection, if any, to the Debtors’ determination that such Scheduled Claims have been fully satisfied.

Responses to the Notice

6. By this Notice, the Debtors request that any holder of a Satisfied Claim who disputes the Debtors’ determination that its Scheduled Claim has been satisfied or released file a written response (the “**Response**”) with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware (the “**Clerk**”), 824 North Market Street, Wilmington, Delaware 19801. In addition, such Claimant (as defined below) must serve its Response upon the following entities, so that the Response is received no later than **July 22, 2019, at 4:00 p.m. (prevailing Eastern Time)** (the “**Response Deadline**”): (a) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, CA 90071-1560 (Attn: Kimberly A. Posin, Esq.) (email: kim.posin@lw.com) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King

Street, Wilmington, Delaware 19801 (Attn: Michael Merchant, Esq.) (email: merchant@rlf.com).

7. Every Response must contain, at a minimum, the following information:
 - a. a caption setting forth the name of this Court, the name of the Debtors, the case number, and the title of this Notice;
 - b. the name of the holder of the Satisfied Claim (the “**Claimant**”) and a description of the basis for the amount of the Satisfied Claim that the Claimant is contesting has not been satisfied;
 - c. the specific factual basis, supporting legal argument and any supporting documentation, to the extent such documentation was not included with any claim previously filed with the Clerk or Prime Clerk, upon which the Claimant will rely in opposing this Notice and the Debtors’ determinations set forth herein; and
 - d. the name, address, telephone number, electronic mail address, and fax number of the person(s) (which may be the Claimant or its legal representative) with whom counsel for the Debtors should communicate with respect to the Satisfied Claim or the Notice and who possesses authority to reconcile, settle, or otherwise resolve any issues relating to the Satisfied Claim on behalf of the Claimant.

8. Upon the Debtors’ receipt of a Response, the Debtors will then make a good faith effort to review the relevant Satisfied Claim in light of such Response to determine whether there is a basis upon which to sustain the Claimant’s assertion that its Scheduled Claim in fact is not a Satisfied Claim. In the event the parties are unable to reach a resolution, the Debtors will schedule a hearing on the Satisfied Claim. The Debtors reserve the right to contest any new assertions of liability against the Debtors made by Claimants with respect to their Scheduled Claims or any proofs of claim they may file.

9. If a Claimant fails to file and serve a timely Response by the Response Deadline, (i) the Claimant is deemed to have consented to the Notice and the Debtors’ determinations with respect to its Satisfied Claim, as set forth herein, and (ii) Prime Clerk shall immediately, and

without further notice to any party (including the Claimant), mark such Satisfied Claim as fully satisfied.

Reservation of Rights

10. The Debtors expressly reserve the right to amend, modify, or supplement this Notice and to file objections to any other claims (filed or not) that have been or may be asserted against the Debtors' estates. Notwithstanding anything contained in this Notice or the attached exhibit, nothing herein shall be construed as a waiver of any rights that the Debtors may have.

[Remainder of Page Intentionally Left Blank]

Dated: July 8, 2019
Wilmington, Delaware

/s/ Amanda R. Steele

RICHARDS, LAYTON & FINGER, P.A.

Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Amanda R. Steele (No. 5530)
Brett M. Haywood (No. 6166)
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Wilmington, DE 19801
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Facsimile: (302) 651-7701
E-mail: collins@rlf.com
merchant@rlf.com
steele@rlf.com
haywood@rlf.com

- and -

LATHAM & WATKINS LLP

Jeffrey E. Bjork (admitted *pro hac vice*)
Kimberly A. Posin (admitted *pro hac vice*)
Helena G. Tseregounis (admitted *pro hac vice*)
355 South Grand Avenue, Suite 100
Los Angeles, California 90071-1560
Telephone: (213) 485-1234
Facsimile: (213) 891-8763
E-mail: jeff.bjork@lw.com
kim.posin@lw.com
helena.tseregounis@lw.com

- and -

Richard A. Levy (admitted *pro hac vice*)
330 North Wabash Avenue, Suite 2800
Chicago, Illinois 60611
Telephone: (312) 876-7700
Facsimile: (312) 993-9767
E-mail: richard.levy@lw.com

Counsel for Debtors and Debtors-in-Possession

Exhibit A

Satisfied Claims

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION | |
|---|--|---|---------------------------------------|---|---|
| 1 | 10079952 | CANADA/REAP AIR COMPRESSOR SERVICES 4450 MAINWAY BURLINGTON, ON L7L 5Y5 CANADA | 1003465 | IMERYS TALC CANADA INC. \$2,568.15 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 2 | 1211291 | ONTARIO, INC. 86 CEDAR STREET SOUTH TIMMINS, ON P4N 2G6 CANADA | 1003466 | IMERYS TALC CANADA INC. \$415.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 3 | 1979249 | ONTARIO INC/BEERMAN CONSTRUCTION 1220 FERGUSON ROAD PORCUPINE, ON P0N 1K0 CANADA | 1003467 | IMERYS TALC CANADA INC. \$3,714.56 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 4 | 3200 | MYERS STREET PARTNERS LLC 216 S ARROWHEAD AVE SAN BERNADINO, CA 92408 | 1000134 | IMERYS TALC AMERICA, INC. \$1,982.31 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 5 | ACCURATE ELECTRIC 1761 LAFOREST ROAD TIMMINS, ON P4P 7C7 CANADA | 1003468 | IMERYS TALC CANADA INC. \$2,771.50 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. | |
| 6 | ACTION REFRIGERATION & ELECTRICAL 428 CEDAR STREET SOUTH TIMMINS, ON P4N 2H9 CANADA | 1003469 | IMERYS TALC CANADA INC. \$6,293.60 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. | |
| 7 | ALLEN ENGINEERING & CHEMICAL CORPORATION P.O. BOX 613 RUTLAND, VT 05702 | 999901 | IMERYS TALC AMERICA, INC. \$390.59 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. | |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|---|
| 8 ALLEN ENGINEERING & CHEMICAL CORPORATION P.O. BOX 613 RUTLAND, VT 05702 | 1003646 | IMERYS TALC VERMONT, INC. | \$1,066.77 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 9 ALS CANADA, LTD. 2103 DOLLARTON HIGHWAY NORTH VANCOUVER, BC V7H 0A7 CANADA | 1003471 | IMERYS TALC CANADA INC. | \$545.71 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 10 AM WELLES, INC. P.O. BOX 2808 NORRIS, MT 59745 | 1000139 | IMERYS TALC AMERICA, INC. | \$30,569.31 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 11 AMATIC CPA GROUP P.O. BOX 1207 BOZEMAN, MT 59771 | 999950 | IMERYS TALC AMERICA, INC. | \$25,593.70 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 12 AON REED STENHOUSE INC. 333 PRESTON STREET, SUITE 600 PRESTON SQUARE, TOWER 1 OTTAWA, ON K1S 5N4 CANADA | 1003472 | IMERYS TALC CANADA INC. | \$731.35 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION INSURANCE OBLIGATIONS AND BONDING OBLIGATIONS ENTERED ON 3/26/2019. |
| 13 AON RISK SERVICES, INC. P. O. BOX 7247-7376 PHILADELPHIA, PA 19170-7376 | 1004268 | IMERYS TALC AMERICA, INC. | \$191,790.42 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION INSURANCE OBLIGATIONS AND BONDING OBLIGATIONS ENTERED ON 3/26/2019. |
| 14 APEX SYSTEMS LLC 3750 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693 | 1004269 | IMERYS TALC AMERICA, INC. | \$8,207.37 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 15 ARRIVE LOGISTICS 4407 MONTEREY OAKS BLVD STE 150 AUSTIN, TX 78749 | 999874 | IMERYS TALC AMERICA, INC. | \$5,934.14 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|--|
| 16 ARRIVE LOGISTICS 4407 MONTEREY OAKS BLVD STE 150 AUSTIN, TX 78749 | 1003656 | IMERYS TALC VERMONT, INC. | \$1,285.24 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 17 ATLAS COPCO CANADA 5060 LEVY STREET VILLE ST-LAURENT, QC H4R 2P1 CANADA | 1004284 | IMERYS TALC AMERICA, INC. | \$3,319.60 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 18 ATLAS COPCO CANADA 5060 LEVY STREET VILLE ST-LAURENT, QC H4R 2P1 CANADA | 1003658 | IMERYS TALC VERMONT, INC. | \$4,783.85 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 19 AUTUMN TRANSPORT, INC. 6550 COURTLY ROAD WOODBURY, MN 55125 | 1000353 | IMERYS TALC AMERICA, INC. | \$6,601.13 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 20 AUTUMN TRANSPORT, INC. 6550 COURTLY ROAD WOODBURY, MN 55125 | 1003659 | IMERYS TALC VERMONT, INC. | \$69,119.68 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 21 AXIOM STAFFING GROUP P.O. BOX 890536 CHARLOTTE, NC 28289-0536 | 1000355 | IMERYS TALC AMERICA, INC. | \$372.60 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 22 BELL MOBILITY, INC. P.O. BOX 5102 BURLINGTON, ON L74 4R7 CANADA | 1003475 | IMERYS TALC CANADA INC. | \$987.31 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 23 BERCELL INTEGRATED TECHNOLOGIES, INC. P.O. BOX 280 MOOSE FACTORY, ON P0L 1W0 CANADA | 1003476 | IMERYS TALC CANADA INC. | \$2,549.02 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|--|-------------------|---------------------------|------------------|---|
| 24 BH ROETTKER 7593 BRIDGETOWN ROAD CINCINNATI, OH 45248 | 1000958 | IMERYS TALC AMERICA, INC. | \$960.08 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION OBLIGATIONS TO CUSTOMERS ENTERED ON 3/19/2019. |
| 25 BIEGERT CONSULTING LLC 7505 ORCHID LANE NORTH MAPLE GROVE, MN 55311 | 1000960 | IMERYS TALC AMERICA, INC. | \$1,487.50 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 26 BNSF RAILWAY COMPANY (CHICAGO REMIT) 3110 SOLUTIONS CENTER CHICAGO, IL 60677-3001 | 1000263 | IMERYS TALC AMERICA, INC. | \$114,962.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 27 BSP WAREHOUSING AND DISTRIBUTION 11430 FERRELL DRIVE DALLAS, TX 75234 | 1000340 | IMERYS TALC AMERICA, INC. | \$1,265.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 28 BSP WAREHOUSING AND DISTRIBUTION 11430 FERRELL DRIVE DALLAS, TX 75234 | 1003685 | IMERYS TALC VERMONT, INC. | \$8,198.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 29 BUBBLE TECHNOLOGY INDUSTRIES, INC. P.O. BOX 100 CHALK RIVER, ON K0J 1J0 CANADA | 1003477 | IMERYS TALC CANADA INC. | \$153.47 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 30 C.H. ROBINSON P.O. BOX 57729, POSTAL STATION A TORONTO, ON M5W 5M5 CANADA | 1000411 | IMERYS TALC AMERICA, INC. | \$26,271.09 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 31 C.H. ROBINSON P.O. BOX 57729, POSTAL STATION A TORONTO, ON M5W 5M5 CANADA | 1003478 | IMERYS TALC CANADA INC. | \$750.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|--|
| 32 C.H. ROBINSON P.O. BOX 57729, POSTAL STATION A TORONTO, ON M5W 5M5 CANADA | 1003686 | IMERYS TALC VERMONT, INC. | \$2,657.68 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 33 CAIN SAFETY FIRE PROTECTION P.O. BOX 385 TIMMINS, ON P4N 7E3 CANADA | 1003479 | IMERYS TALC CANADA INC. | \$1,166.07 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 34 CANAMEX GLOBAL DISTRIBUTION SERVICES INC #100-915 CLIVEDEN AVENUE DELTA, BC V3M 5R6 CANADA | 1000641 | IMERYS TALC AMERICA, INC. | \$2,237.69 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 35 CARL STAHL AMERICAN LIFTING, LLC W233 N2800 ROUNDY CIRCLE WEST SUITE 250 PEWAUKEE, WI 53072 | 1000837 | IMERYS TALC AMERICA, INC. | \$6,762.64 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 36 CASELLA ORGANICS P. O. BOX 1372 WILLISTON, VT 05495-1372 | 1003693 | IMERYS TALC VERMONT, INC. | \$49,191.12 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 37 CENTRE DE RECHERCHE INDUSTREET DU QUEBEC 333, RUE FRANQUET QUEBEC, QC G1P 4C7 CANADA | 1003480 | IMERYS TALC CANADA INC. | \$2,151.35 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 38 CHALLENGER PALLET & SUPPLY, INC. 24 N. 3210 E. IDAHO FALLS, ID 83401 | 1000244 | IMERYS TALC AMERICA, INC. | \$21,922.20 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|--|
| 39 CHARGER LOGISTICS, INC - USD 2650 ROYAL WINDSOR DRIVE MISSISSAUGA, ON L5J 1K7 CANADA | 1003481 | IMERYS TALC CANADA INC. | \$39,244.16 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 40 CHARGER LOGISTICS, INC. 25 PRODUCTION ROAD BRAMPTON, ON L6T 4N8 CANADA | 1003482 | IMERYS TALC CANADA INC. | \$28,659.56 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 41 CIBC MELLON 255 QUEENS AVE SUITE 800 LONDON, ON N6A 5R8 CANADA | 1003485 | IMERYS TALC CANADA INC. | \$17,962.30 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 42 CIT GROUP / CAPITAL FINANCE, INC. P.O. BOX 4339, CHURCH STREET STATION NEW YORK, NY 10261-4339 | 1000722 | IMERYS TALC AMERICA, INC. | \$8,453.17 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 43 CJ EQUIPMENT REPAIRS P.O. BOX 533 STATION MAIN TIMMINS, ON P4N 7E7 CANADA | 1003486 | IMERYS TALC CANADA INC. | \$2,813.83 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 44 CN P.O. BOX 11774, SUCC. CENTRE VILLE MONTREAL, QC H3C 0A4 CANADA | 1003487 | IMERYS TALC CANADA INC. | \$11,885.61 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 45 CN - CHICAGO P.O. BOX 71206 CHICAGO, IL 60694-1206 | 1000425 | IMERYS TALC AMERICA, INC. | \$245.76 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 46 CN - CHICAGO P.O. BOX 71206 CHICAGO, IL 60694-1206 | 1003707 | IMERYS TALC VERMONT, INC. | \$16,123.90 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|-------------------|---------------------------|------------------|---|
| 47 CN - USD P.O. BOX 11774, SUCC. CENTRE VILLE MONTREAL, QC H3C 0A4 CANADA | 1003488 | IMERYS TALC CANADA INC. | \$66,737.91 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 48 COLE INTERNATIONAL, INC. 5955 AIRPORT ROAD, SUITE 223 AIRWAY CENTRE MISSISSAUGA, ON L4V 1R9 CANADA | 1003489 | IMERYS TALC CANADA INC. | \$25,683.96 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 49 COLE-PARMER INSTRUMENT COMPANY, INC. 13927 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693 | 1003490 | IMERYS TALC CANADA INC. | \$583.50 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 50 COMPREHENSIVE TRAFFIC SYSTEMS 4300 HARLAN STREET WHEAT RIDGE, CO 80033 | 1000519 | IMERYS TALC AMERICA, INC. | \$625.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 51 COMPUTERIZED LETTERING & SIGNS, LTD. 461 NORMAN STREET TIMMINS, ON P4N 4B9 CANADA | 1003491 | IMERYS TALC CANADA INC. | \$389.42 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 52 CONTRACT FREIGHTERS, INC. 4701 EAST 32ND STREET JOPLIN, MO 64804 | 1000511 | IMERYS TALC AMERICA, INC. | \$2,645.30 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 53 COOPER EQUIPMENT RENTALS 2001 RIVERSIDE DRIVE TIMMINS, ON P4R 0A3 CANADA | 1003492 | IMERYS TALC CANADA INC. | \$1,060.12 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 54 CORNING, INC. DIESEL MANUFACTURING PLANT 890 ADDISON ROAD PAINTED POST, NY 14870 | 1003493 | IMERYS TALC CANADA INC. | \$121,063.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION OBLIGATIONS TO CUSTOMERS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|---|
| 55 CRANE SUPPLY P.O. BOX 797, 1755 BURLINGTON STREET EAST HAMILTON, ON L8N 3N5 CANADA | 1003494 | IMERYS TALC CANADA INC. | \$4,495.26 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 56 CRETE CARRIER CORPORATION P.O. BOX 82634 LINCOLN, NE 68501 | 1000273 | IMERYS TALC AMERICA, INC. | \$16,594.12 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 57 CSXT N/A 011407 P.O. BOX 532652 ATLANTA, GA 30353-2652 | 1003495 | IMERYS TALC CANADA INC. | \$275.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 58 D&B (KWANJE-DONG, 205-902), KWANJEBUK-RO 80, SEO-GU, DAEJEON, 302-904 SEO-GU, 302-904 KOREA, REPUBLIC OF (SOUTH KOREA) | 1000487 | IMERYS TALC AMERICA, INC. | \$1,364.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION OBLIGATIONS TO CUSTOMERS ENTERED ON 3/19/2019. |
| 59 D&L TOWING, INC. 1761 LAFOREST ROAD TIMMINS, ON P4P 7C7 CANADA | 1003496 | IMERYS TALC CANADA INC. | \$643.23 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 60 DAHL WHOLESALE, INC. P.O. BOX 384 DRUMMOND, MT 59832 | 1000573 | IMERYS TALC AMERICA, INC. | \$2,937.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 61 DANIEL NOLIN CONSULTANTS INC 1889 CHEMIN ROYAL ST. PIERRE DE ILL D'ORLEANS QUEBEC, QC G0A 4E0 CANADA | 1000542 | IMERYS TALC AMERICA, INC. | \$4,498.41 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 62 DAYSTAR STITCHING, INC. 50 REA STREET SOUTH TIMMINS, ON P4N 3P7 CANADA | 1003497 | IMERYS TALC CANADA INC. | \$95.62 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|---|
| 63 DELMONTE GRAVEL & CONSTRUCTION, LTD. P.O. BOX 36 TIMMINS, ON P4N 7C5 CANADA | 1003498 | IMERYS TALC CANADA INC. | \$956.15 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 64 DICK IRVIN, INC. P.O. BOX 950 SHELBY, MT 59474-0950 | 1000448 | IMERYS TALC AMERICA, INC. | \$17,579.11 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 65 DIXON ELECTRIC DIV. OF SONEPAR CANADA INC., 1158 LORNE STREET SUDBURY, ON P3C 4S9 CANADA | 1003499 | IMERYS TALC CANADA INC. | \$682.41 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 66 DMS MACHINING & FABRICATION 10 TRANSPORT DR. BARRE, VT 05641 | 1003742 | IMERYS TALC VERMONT, INC. | \$16,639.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 67 DO ALL MAINTENANCE P.O. BOX 94 PORCUPINE, ON P0N 1C0 CANADA | 1003500 | IMERYS TALC CANADA INC. | \$35,949.22 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 68 DRIVERCHECK, INC. P.O. BOX 1186 AYR, ON N0B 1E0 CANADA | 1003501 | IMERYS TALC CANADA INC. | \$738.85 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 69 ECHO GLOBAL LOGISTICS, INC. 600 WEST CHICAGO AV STE 725 CHICAGO, IL 60654 | 1000677 | IMERYS TALC AMERICA, INC. | \$11,476.22 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 70 ECHO GLOBAL LOGISTICS, INC. 600 WEST CHICAGO AV STE 725 CHICAGO, IL 60654 | 1003502 | IMERYS TALC CANADA INC. | \$1,992.50 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|-------------------|---------------------------|------------------|---|
| 71 ECHO GLOBAL LOGISTICS, INC. 600 WEST CHICAGO AV STE 725 CHICAGO, IL 60654 | 1003757 | IMERYS TALC VERMONT, INC. | \$7,308.88 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 72 EMERA ENERGY GAS TRADING PO BOX 910 HALIFAX, NS B3J 2W5 CANADA | 1003503 | IMERYS TALC CANADA INC. | \$154,006.54 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 73 EMERGENCY RESPONSE & SUPPORT SERVICES 271 WALLINGFORD RD TIMMINS, ON P4R 0B1 CANADA | 1003504 | IMERYS TALC CANADA INC. | \$2,430.37 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 74 EPITRON, INC. P.O. BOX 894 TIMMINS, ON P4N 7G7 CANADA | 1003505 | IMERYS TALC CANADA INC. | \$1,060.98 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 75 EQUIPMENT WORLD, INC. 988 ALLOY DRIVE THUNDER BAY, ON P7B 6A5 CANADA | 1003506 | IMERYS TALC CANADA INC. | \$6,252.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 76 ERB TRANSPORT 290 HAMILTON ROAD NEW HAMBURG, ON N3A 1A2 CANADA | 1003507 | IMERYS TALC CANADA INC. | \$1,194.54 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 77 ESSEX PALLET & PELLET 10 ST. PATRICK'S PLACE PORT HENRY, NY 12974 | 1003773 | IMERYS TALC VERMONT, INC. | \$6,673.50 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 78 EST EQUIPMENT REPAIR 339 WINDY RISE LANE EAST S. LONDONDERRY, VT 05155 | 1003774 | IMERYS TALC VERMONT, INC. | \$1,338.75 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|--|----------------------|---------------------------|---------------------|---|
| 79 EVONIK CORPORATION 299 JEFFERSON ROAD PARSIPPANY, NJ 07054 | 1001121 | IMERYS TALC AMERICA, INC. | \$68,371.04 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 80 FAMILY EYE CARE TIMMINS 108 PINE STREET SOUTH TIMMINS, ON P4N 2K2 CANADA | 1003508 | IMERYS TALC CANADA INC. | \$369.23 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 81 FARBER & COMPANY 444 WEST OCEAN BOULEVARD, SUITE 516 LONG BEACH, CA 90802-4528 | 1001124 | IMERYS TALC AMERICA, INC. | \$104,579.89 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 82 FARBER & COMPANY 444 WEST OCEAN BOULEVARD, SUITE 516 LONG BEACH, CA 90802-4528 | 1003778 | IMERYS TALC VERMONT, INC. | \$2,738.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 83 FEDERAL EXPRESS CANADA, LTD. P.O. BOX 4626, TORONTO STATION A TORONTO, ON M5W 5B4 CANADA | 1003511 | IMERYS TALC CANADA INC. | \$2,778.82 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 84 FEDEX FREIGHT PO BOX 94515 PALATINE, IL 60094 | 1003779 | IMERYS TALC VERMONT, INC. | \$618.17 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 85 FILTERFAB COMPANY P.O. BOX 46063, POSTAL STATION A TORONTO, ON M5W 4K9 CANADA | 1003512 | IMERYS TALC CANADA INC. | \$10,129.15 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 86 FITZ CHEM CORP. 450 EAST DEVON AVENUE, SUITE 175 ITASCA, IL 60143-1261 | 1001135 | IMERYS TALC AMERICA, INC. | \$313.17 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION OBLIGATIONS TO CUSTOMERS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|--|-------------------|---------------------------|------------------|---|
| 87 FLYING POST FIRST NATION COMMUNITY FLYING POST BAND OFFICE, P.O. BOX 1027 NIPIGON, ON P0T 2J0 CANADA | 1003516 | IMERYS TALC CANADA INC. | \$2,112.85 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 88 FM FORKLIFT SALES & SERVICE, INC. P.O. BOX 2192 FARGO, ND 58108-2192 | 1001138 | IMERYS TALC AMERICA, INC. | \$2,624.73 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 89 FOLEYET GENERAL STORE P.O. BOX 137 FOLEYET, ON P0M 1T0 CANADA | 1003517 | IMERYS TALC CANADA INC. | \$285.86 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 90 FORTIER BEVERAGES LIMITED P.O. BOX 790, 158 SECOND AVENUE COCHRANE, ON P0L 1C0 CANADA | 1003518 | IMERYS TALC CANADA INC. | \$326.61 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 91 FOUNTAIN TIRE (TIMMINS), LTD. 2090 RIVERSIDE DRIVE TIMMINS, ON P4N 7J8 CANADA | 1003519 | IMERYS TALC CANADA INC. | \$4,764.96 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 92 FRANCO TYP-POSTALIA CANADA, INC. 82 CORSTATE AVENUE CONCORD, ON L4K 4X2 CANADA | 1003520 | IMERYS TALC CANADA INC. | \$82.02 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 93 FULL CUP COFFEE SERVICES TIMMINS 3956 REGIONAL ROAD 15 TIMMINS, ON P0M 1L0 CANADA | 1003521 | IMERYS TALC CANADA INC. | \$274.84 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 94 GARDEWINE NORTH 600 SHANNON ROAD SAULT STE. MARIE, ON P6B 3M1 CANADA | 1003522 | IMERYS TALC CANADA INC. | \$5,150.56 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|--|
| 95 GATEWAY FREIGHT SYSTEMS INC 1425 NORJOHN COURT UNIT 6 BURLINGTON, ON L7L 0E6 CANADA | 1003523 | IMERYS TALC CANADA INC. | \$5,800.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 96 GCM CONSULTANTS INC 9496, DU GOLF BOULEVARD MONTREAL, QC H1J 3A1 CANADA | 1003524 | IMERYS TALC CANADA INC. | \$12,007.88 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 97 GOLD HEART COURIER SERVICE 558 CEDAR STREET SOUTH TIMMINS, ON P4N 2J5 CANADA | 1003526 | IMERYS TALC CANADA INC. | \$13.26 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 98 GREENWAY CARRIERS 18 VIDAL ROAD BRAMPTON, ON L6Y 2X7 CANADA | 1003528 | IMERYS TALC CANADA INC. | \$5,969.80 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 99 GUNVILLE TRUCKING, INC. P.O. BOX 77 NIAGARA, WI 54151 | 1001236 | IMERYS TALC AMERICA, INC. | \$652.50 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 100 GWSI, INC. 300 W. FRONT STREET, BUILDING A-1 CHESTER, PA 19013 | 1001243 | IMERYS TALC AMERICA, INC. | \$4,019.75 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 101 H BAR N P.O. BOX 1020 FRENCHTOWN, MT 59834 | 1001244 | IMERYS TALC AMERICA, INC. | \$4,600.75 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 102 HOME DEPOT CREDIT SERVICES P.O. BOX 4609 STATION A TORONTO, ON M5W 4Z5 CANADA | 1003530 | IMERYS TALC CANADA INC. | \$30.29 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|---|
| 103 HORIZON SOLUTIONS LLC PO BOX 92367 ROCHESTER, NY 14692 | 1003812 | IMERYS TALC VERMONT, INC. | \$13,321.42 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 104 HOUSTON LF SOUTH DBA LABOR FORCE 14175 NORTHWEST FREEWAY SUITE B HOUSTON, TX 77040 | 1001288 | IMERYS TALC AMERICA, INC. | \$7,773.92 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 105 HUOT FAMILY ENTERPRISES, INC. DBA LAVALL P.O. BOX 955, 48 WINDCREST ROAD RUTLAND, VT 57020-0955 | 1001294 | IMERYS TALC AMERICA, INC. | \$71.10 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 106 HUOT FAMILY ENTERPRISES, INC. DBA LAVALL P.O. BOX 955, 48 WINDCREST ROAD RUTLAND, VT 57020-0955 | 1003813 | IMERYS TALC VERMONT, INC. | \$644.98 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 107 HYDRO ONE NETWORKS, INC. P.O. BOX 4102, STATION A TORONTO, ON M5W 3L3 CANADA | 1003531 | IMERYS TALC CANADA INC. | \$70,835.61 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 108 INTERNATIONAL BROTHERHOOD OF BOILERMAKERS 3597 DEEPSTEP ROAD SANDERSVILLE, GA 31082 | 1001325 | IMERYS TALC AMERICA, INC. | \$2,484.39 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 109 INTERSTATE POWER SYSTEMS INC NW7244 PO BOX 1450 MINNEAPOLIS, MN 55485 | 1001327 | IMERYS TALC AMERICA, INC. | \$1,401.58 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 110 IVANHOE MECHANICAL REPAIRS, LTD. 1275 KAMISKOTIA ROAD TIMMINS, ON P4R 0C8 CANADA | 1003541 | IMERYS TALC CANADA INC. | \$9,186.94 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|---|
| 111 IXOM COLOMBIA S.A.S CALLE 106 A 49-33 BOGOTA, COLOMBIA | 1001333 | IMERYS TALC AMERICA, INC. | \$3,035.09 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 112 JOSEPH MACUBA DBA MACUBA'S EQUIPMENT SER 903 BECKER STREET CHANNELVIEW, TX 77530 | 1001570 | IMERYS TALC AMERICA, INC. | \$5,196.79 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 113 K2D TECHNOLOGIES, INC. 86 6TH AVE COCHRANE, ON P0L 1C0 CANADA | 1003542 | IMERYS TALC CANADA INC. | \$8,706.22 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 114 LAFOREST ELECTRICK 897 GOVERNMENT ROAD SOUTH TIMMINS, ON P4R 1N4 CANADA | 1003544 | IMERYS TALC CANADA INC. | \$36,687.96 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 115 LAKE SUPERIOR WAREHOUSING CO., INC. 1310 PORT TERMINAL DRIVE DULUTH, MN 55802 | 1001807 | IMERYS TALC AMERICA, INC. | \$2,260.96 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 116 LANDTRAN LOGISTICS 4819-90 A AVENUE EDMONTON, AB Y6B 2Y3 CANADA | 1001815 | IMERYS TALC AMERICA, INC. | \$5,728.95 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 117 LC STAFFING SERVICE P.O. BOX 1736 ASHLEY SQ. KALISPELL, MT 59901 | 1001870 | IMERYS TALC AMERICA, INC. | \$9,237.28 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 118 LECO INSTRUMENTS LIMITED 2205 DUNWIN DRIVE MISSISSAUGA, ON L5L 1X1 CANADA | 1003546 | IMERYS TALC CANADA INC. | \$243.38 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|--|
| 119 LEVERT PERSONNEL RESOURCES, INC. 17 FROOD ROAD SUDBURY, ON P3C 4Y9 CANADA | 1003547 | IMERYS TALC CANADA INC. | \$14,068.70 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 120 LEVIS' FOODLAND 670 AIRPORT ROAD TIMMINS, ON P4P 1J2 CANADA | 1003548 | IMERYS TALC CANADA INC. | \$1,640.63 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 121 LINDE CANADA LIMITED T4070 P.O. BOX 15687, STATION A TORONTO, ON M5W 1C1 CANADA | 1003549 | IMERYS TALC CANADA INC. | \$2,553.99 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 122 LINTECH INTERNATIONAL P.O. BOX 116246 ATLANTA, GA 30368-6246 | 1001967 | IMERYS TALC AMERICA, INC. | \$988.81 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION OBLIGATIONS TO CUSTOMERS ENTERED ON 3/19/2019. |
| 123 LONDON LIFE GREAT-WEST LIFE GRP. RETIREMENT (T540), 255 DUFFERIN AVENUE LONDON, ON N6A 4K1 CANADA | 1003550 | IMERYS TALC CANADA INC. | \$343.08 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 124 MAC EQUIPMENT & STEEL CO., INC. P.O. BOX 796 RUTLAND, VT 05702 | 1003909 | IMERYS TALC VERMONT, INC. | \$3,488.25 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 125 MANITOULIN TRANSPORT, INC. P.O. BOX 390 GORE BAY, ON P0P 1H0 CANADA | 1003552 | IMERYS TALC CANADA INC. | \$10,904.22 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 126 MATERIAL MOTION, INC. 203 RIO CIRCLE DECATUR, GA 30030 | 1002284 | IMERYS TALC AMERICA, INC. | \$32,985.60 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|--|----------------------|-------------------------|---------------------|---|
| 127 MC MINES, INC. 793, RUE CHICOB LAUNAY, QC J0Y 1W0 CANADA | 1003554 | IMERYS TALC CANADA INC. | \$11,749.87 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 128 MCDUGALL ENERGY, INC. 421 BAY STREET, SUITE 301 SAULT STE. MARIE, ON P6A 1X3 CANADA | 1003555 | IMERYS TALC CANADA INC. | \$13,251.96 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 129 MCKAY BOILER SUPPLIES 1 WHITMORE ROAD, UNITS 21-24 WOODBRIIDGE, ON L4L 8G4 CANADA | 1003556 | IMERYS TALC CANADA INC. | \$1,865.09 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 130 MCKEE'S WEATHERPROOFING 12655 HIGHWAY 101 EAST CONNAUGHT, ON P0N 1A0 CANADA | 1003557 | IMERYS TALC CANADA INC. | \$652.36 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 131 MCKEVITT TRUCKING, LTD. 1200 CARRICK STREET THUNDER BAY, ON P7B 5P9 CANADA | 1003558 | IMERYS TALC CANADA INC. | \$1,488.82 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 132 MCLANAHAN CORPORATION P. O. BOX 229 HOLIDAYSBURG, PA 16648 | 1003559 | IMERYS TALC CANADA INC. | \$21,556.42 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 133 MENTEC SUDBURY UNIT D, 432 WESTMOUNT AVENUE SUDBURY, ON P3A 5Z8 CANADA | 1003561 | IMERYS TALC CANADA INC. | \$306.84 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 134 MILLER THOMSON, LLP PO BOX 1011 STE 5800 P.O. BOX 1011 TORONTO, ON M5H 3S1 CANADA | 1003562 | IMERYS TALC CANADA INC. | \$628.02 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|--|----------------------|---------------------------|---------------------|---|
| 135 MINUTEMAN PRESS 33 ELM STREET SOUTH TIMMINS, ON P4N 1W4 CANADA | 1003563 | IMERYS TALC CANADA INC. | \$1,290.80 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 136 MMC, INC. 186 ARDEN DRIVE BELGRADE, MT 59714 | 1002379 | IMERYS TALC AMERICA, INC. | \$9,688.80 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 137 MMC, INC. 186 ARDEN DRIVE BELGRADE, MT 59714 | 1003565 | IMERYS TALC CANADA INC. | \$8,248.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 138 MMKK, INC. DBA WALTON BARGE TERMINAL P.O. BOX 9787 HOUSTON, TX 77213 | 1002380 | IMERYS TALC AMERICA, INC. | \$3,116.20 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 139 MONTANA BROOM & BRUSH CO. P.O. BOX 3840 BUTTE, MT 59701 | 1002397 | IMERYS TALC AMERICA, INC. | \$182.97 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 140 MONTANA RAIL LINK INC PO BOX 16390 MISSOULA, MT 59808 | 1002399 | IMERYS TALC AMERICA, INC. | \$4,470.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 141 MORNEAU SHEPELL LIMITED P.O. BOX 6124 POSTAL STATION F TORONTO, ON M4Y 2Z2 CANADA | 1003566 | IMERYS TALC CANADA INC. | \$903.54 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 142 NASCO PROPANE P.O. BOX 90, 290 RAILWAY STREET TIMMINS, ON P4N 7E3 CANADA | 1003567 | IMERYS TALC CANADA INC. | \$37,314.14 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|--|----------------------|---------------------------|---------------------|---|
| 143 NEW TIN SHOP, LTD. 105 SPRUCE STREET SOUTH TIMMINS, ON P4N 2M6 CANADA | 1003569 | IMERYS TALC CANADA INC. | \$3,486.95 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 144 NEXEO SOLUTIONS, LLC 3 WATERWAY SQUARE PLACE, SUITE 1000 THE WOODLANDS, TX 77380 | 1002446 | IMERYS TALC AMERICA, INC. | \$1,471.41 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION OBLIGATIONS TO CUSTOMERS ENTERED ON 3/19/2019. |
| 145 NIAGARA LOGISTICS, INC. 7073 US HIGHWAY 2 & 41 & M35 GLADSTONE, MI 49837-2504 | 1002448 | IMERYS TALC AMERICA, INC. | \$100.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 146 NICK OBROVAC 1822 DUBLIN STREET NEW WESTMINSTER, BC V3M 3A3 CANADA | 1002450 | IMERYS TALC AMERICA, INC. | \$3,052.74 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 147 NORCAT 1545 MALEY DR SUDBURY, ON P3A 4R7 CANADA | 1003571 | IMERYS TALC CANADA INC. | \$5,606.07 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 148 NORDIC BEARINGS, INC. 1900 RIVERSIDE DRIVE TIMMINS, ON P4R 0A2 CANADA | 1003572 | IMERYS TALC CANADA INC. | \$14,988.81 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 149 NORFIL, INC 189B WILSON AVE. TIMMINS, ON P4N 2T2 CANADA | 1003573 | IMERYS TALC CANADA INC. | \$293.67 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 150 NORMAND VERVILLE ENTERPRISES FELDMAN ROAD, P O BOX 280 TIMMINS, ON P4N 7E2 CANADA | 1003574 | IMERYS TALC CANADA INC. | \$19,289.97 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|-------------------|---------------------------|------------------|---|
| 151 NORONT COMMUNICATIONS 467 RELIABLE LANE, UNIT C, BOX 205 TIMMINS, ON P4N 7H1 CANADA | 1003575 | IMERYS TALC CANADA INC. | \$680.54 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 152 NORTHERN COMMUNICATION SERVICES, INC. 230 ALDER STREET SUDBURY, ON P3C 4J2 CANADA | 1003576 | IMERYS TALC CANADA INC. | \$70.28 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 153 NORTHERN ENVIRONMENTAL SERVICES, INC. 740 PINE STREET SOUTH, P.O. BOX 903 TIMMINS, ON P4N 7H1 CANADA | 1003577 | IMERYS TALC CANADA INC. | \$365.14 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 154 NORTHERN INDUSTRIAL SERVICES GROUP 3300 RIVERSIDE DRIVE TIMMINS, ON P4R 0A7 CANADA | 1003578 | IMERYS TALC CANADA INC. | \$11,930.63 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 155 NORTHERN SAFETY CO., INC. P.O. BOX 4250 UTICA, NY 13504-4250 | 1002478 | IMERYS TALC AMERICA, INC. | \$165.88 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 156 NORTHERN TRANSPORT SERVICES, INC. 36 PINE STREET SOUTH TIMMINS, ON P4N 2J8 CANADA | 1003580 | IMERYS TALC CANADA INC. | \$220.54 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 157 OMEGA ENGINEERING, INC. P. O. BOX 405369 ATLANTA, GA 30384-5369 | 1003965 | IMERYS TALC VERMONT, INC. | \$1,235.04 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 158 ON TARGET COURIER & CARGO, LTD. 385 FRENETTE AVE. MONCTON, NB E1H 3S5 CANADA | 1002493 | IMERYS TALC AMERICA, INC. | \$905.53 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|---|
| 159 ONTERA P.O. BOX 848 NEW LISKEARD, ON P0J 1P0 CANADA | 1003581 | IMERYS TALC CANADA INC. | \$2,512.45 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 160 PACIFIC COAST CONTAINER / PCC LOGISTICS 432 ESTUDILLO AVENUE SAN LEANDRO, CA 94577 | 1002502 | IMERYS TALC AMERICA, INC. | \$37,883.85 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 161 PANELS & PIPES LIMITED 70 CEDAR STREET SOUTH, SUITE 301 TIMMINS, ON P4N 2G6 CANADA | 1003583 | IMERYS TALC CANADA INC. | \$3,483.45 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 162 PEOPLES CARTAGE, INC. P.O. BOX 20109 CANTON, OH 44701 | 1002597 | IMERYS TALC AMERICA, INC. | \$1,670.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 163 PICK OF THE CROP 70 ALGONQUIN BOULEVARD WEST TIMMINS, ON P4N 2R3 CANADA | 1003584 | IMERYS TALC CANADA INC. | \$2,495.45 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 164 PORCUPINE ADVANCE PRINTERS 219 ALGONQUIN BOULEVARD EAST TIMMINS, ON P4N 1B1 CANADA | 1003585 | IMERYS TALC CANADA INC. | \$326.83 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 165 PORCUPINE SKI RUNNERS 1875 HIGHWAY 101 E., BOX 250 SCHUMACHER, ON P0N 1G0 CANADA | 1003586 | IMERYS TALC CANADA INC. | \$230.77 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 166 PRO FILTRATION 464 WALLACE TERRACE SAULT STE. MARIE, ON P6C 1L3 CANADA | 1003587 | IMERYS TALC CANADA INC. | \$2,366.84 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|--|----------------------|---------------------------|---------------------|---|
| 167 PRO PIPE CONSTRUCTION 1280 LAFOREST ROAD TIMMINS, ON P4N 7C3 CANADA | 1003588 | IMERYS TALC CANADA INC. | \$434.62 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 168 PRO-MIN 7 MARTIA ROAD, #04-03 SINGAPORE, 424794 SINGAPORE | 1002632 | IMERYS TALC AMERICA, INC. | \$8,048.11 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION OBLIGATIONS TO CUSTOMERS ENTERED ON 3/19/2019. |
| 169 PT ASIA SUKSES MANDIRI RUKAN TAMAN MERUYA, BLOK N/11, MERUYA UTARA MERUYA UTARA, 11620 INDIA | 1002634 | IMERYS TALC AMERICA, INC. | \$762.50 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION OBLIGATIONS TO CUSTOMERS ENTERED ON 3/19/2019. |
| 170 PUROLATOR COURIER, LTD. PO BOX 4800 STN MAIN CONCORD, ON L4K 0K1 CANADA | 1003589 | IMERYS TALC CANADA INC. | \$1,300.51 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 171 QUEST TRANSPORTATION P.O. BOX 247 SAINT JOHNSBURY, VT 58190-0247 | 1003982 | IMERYS TALC VERMONT, INC. | \$4,899.50 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 172 RCI EQUIPMENT RENTALS 395 COMMERCIAL AVE TIMMINS, ON P4N 2X8 CANADA | 1003590 | IMERYS TALC CANADA INC. | \$178.19 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 173 RIVARD ENGINEERING P.O. BOX 223 TIMMINS, ON P4N 7C9 CANADA | 1003591 | IMERYS TALC CANADA INC. | \$7,880.87 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 174 RJ MARSHALL CO. P.O. BOX 674586 DETROIT, MI 48267-4586 | 1002749 | IMERYS TALC AMERICA, INC. | \$1,276.43 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|---|
| 175 ROBERT J. SMITH, JR. & JEAN SMITH 751 EAST HILL ROAD LUDLOW, VT 05149 | 1004004 | IMERYS TALC VERMONT, INC. | \$8,745.72 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 176 RON'S SIGNS & DISPLAYS 50 THERIAULT BLVD TIMMINS, ON P4N 5B5 CANADA | 1003592 | IMERYS TALC CANADA INC. | \$764.92 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 177 ROYAL ELECTRIC 33 CENTRAL STREET WOODSVILLE, NH 03785 | 1004017 | IMERYS TALC VERMONT, INC. | \$8,100.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 178 S&S TIN BALING, INC. P.O. BOX 98 HARRISON, MT 59735 | 1002865 | IMERYS TALC AMERICA, INC. | \$1,792.50 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 179 SAVAGE SAFE HANDLING P.O. BOX 57908 SALT LAKE CITY, UT 84157-0908 | 1002930 | IMERYS TALC AMERICA, INC. | \$5,472.58 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 180 SAVAGE TRUCKING, INC. 29 PECK ROAD CHESTER, VT 05143 | 1004032 | IMERYS TALC VERMONT, INC. | \$25,725.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 181 SCHNEIDER NATIONAL CARRIERS, INC. P.O. BOX 841831 DALLAS, TX 75284-1831 | 1003594 | IMERYS TALC CANADA INC. | \$3,870.60 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 182 SGS CANADA INC. P.O. BOX 4580 DEPT 5, STATION A TORONTO, ON M5W 4W2 CANADA | 1003595 | IMERYS TALC CANADA INC. | \$3,613.08 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|---|
| 183 SIAT 19 HAVENWOOD PLACE WHITBY, ON L1N 9V6 CANADA | 1003596 | IMERYS TALC CANADA INC. | \$640.83 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 184 SLING-CHOKER MFG. (TIMMINS), LTD. P.O. BOX 1810 TIMMINS, ON P4N 7W9 CANADA | 1003597 | IMERYS TALC CANADA INC. | \$55.38 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 185 SM HEWITT (SARNIA), LTD. P.O. BOX 606 SARNIA, ON N7T 7J4 CANADA | 1003027 | IMERYS TALC AMERICA, INC. | \$4,934.37 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 186 SOUCIE SALO SAFETY-TIMMINS P.O. BOX 967 SAINT JOHN, NB E2L 4E4 CANADA | 1003599 | IMERYS TALC CANADA INC. | \$1,606.64 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 187 SPECTRUM TELECOM GROUP, LTD. 505 FROOD ROAD SUDBURY, ON P3C 5A2 CANADA | 1003600 | IMERYS TALC CANADA INC. | \$34.77 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 188 ST JOHN AMBULANCE 323 ALBERT ST SUDBURY, ON P3C 4C2 CANADA | 1003601 | IMERYS TALC CANADA INC. | \$346.15 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 189 STAPLES ADVANTAGE DEPT. ATL P.O. BOX 405386 ATLANTA, GA 30384-5386 | 1003051 | IMERYS TALC AMERICA, INC. | \$118.06 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 190 STAPLES ADVANTAGE DEPT. ATL P.O. BOX 405386 ATLANTA, GA 30384-5386 | 1004047 | IMERYS TALC VERMONT, INC. | \$335.24 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 191 STEEL PRO, INC. P.O. BOX 449 ROCKLAND, ME 04841 | 1003067 | IMERYS TALC AMERICA, INC. | \$20,461.19 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|--|----------------------|---------------------------|---------------------|---|
| 192 STUART HUNT & ASSOCIATES, LTD. 5949 AMBLER DRIVE MISSISSAUGA, ON L4W 2K2 CANADA | 1003603 | IMERYS TALC CANADA INC. | \$9,229.49 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 193 SUNRISE TRANSPORT, LTD. P.O. BOX 638 CRANBROOK, BC V1C 4J2 CANADA | 1003105 | IMERYS TALC AMERICA, INC. | \$1,503.31 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 194 SWAFFORD WAREHOUSING INC PO BOX 1805 GREER, SC 29652 | 1003141 | IMERYS TALC AMERICA, INC. | \$3,999.48 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 195 SWIFT TRANSPORTATION SERVICES, LLC P.O. BOX 29243 PHOENIX, AZ 85038 | 1003142 | IMERYS TALC AMERICA, INC. | \$12,727.19 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 196 TECHNOSUB 1156, AV. LARIVIERE ROUYN-NORANDA, QC J9X 4K8 CANADA | 1003604 | IMERYS TALC CANADA INC. | \$10,996.65 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 197 TESTMARK LABORATORIES, LTD. 7 MARGARET STREET GARSON, ON P3L 1E1 CANADA | 1003605 | IMERYS TALC CANADA INC. | \$499.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 198 TEXAS MOTOR FREIGHT 2910 RAVENSPORT DR PEARLAND, TX 77584 | 1003205 | IMERYS TALC AMERICA, INC. | \$1,989.72 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 199 THE BUCKET SHOP GROUP 200 MCBRIDE ST. N. TIMMINS, ON P4N 7J5 CANADA | 1003606 | IMERYS TALC CANADA INC. | \$6,379.46 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|--|----------------------|---------------------------|---------------------|---|
| 200 THE MAINE OXY GROUP 100 WASHINGTON STREET N. AUBURN, ME 04210 | 1004064 | IMERYS TALC VERMONT, INC. | \$869.35 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 201 THE THIRD ELEMENT, INC. P.O. BOX 5747 HELENA, MT 59604 | 1003210 | IMERYS TALC AMERICA, INC. | \$2,715.92 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 202 THERMOGENICS, INC. 6 SCANLON COURT AURORA, ON L4G 7B2 CANADA | 1003607 | IMERYS TALC CANADA INC. | \$54.10 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 203 THIELE KAOLIN COMPANY, INC. 2111 17TH AVE N. WISCONSIN RAPIDS, WI 54495 | 1003223 | IMERYS TALC AMERICA, INC. | \$3,599.23 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 204 THIELE KAOLIN COMPANY, INC. 2111 17TH AVE N. WISCONSIN RAPIDS, WI 54495 | 1003608 | IMERYS TALC CANADA INC. | \$1,938.20 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 205 TIMMINS BUILDING SUPPLIES, INC. 1700 RIVERSIDE DRIVE TIMMINS, ON P4R 1N7 CANADA | 1003609 | IMERYS TALC CANADA INC. | \$2,213.93 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 206 TIMMINS ELECTRIC MOTORS 815 PINE STREET SOUTH TIMMINS, ON P4N 8S3 CANADA | 1003610 | IMERYS TALC CANADA INC. | \$2,010.54 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 207 TIMMINS FLOWER SHOP, INC. 210 THIRD AVENUE TIMMINS, ON P4N 1E1 CANADA | 1003611 | IMERYS TALC CANADA INC. | \$77.32 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 208 TIMMINS KENWORTH, LTD. P.O. BOX 1620 TIMMINS, ON P4N 7W8 CANADA | 1003612 | IMERYS TALC CANADA INC. | \$4,014.77 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|-------------------|---------------------------|------------------|---|
| 209 TITANIUM LOGISTICS, INC. 32 SIMPSON ROAD BOLTON, ON L7E 1G9 CANADA | 1003613 | IMERYS TALC CANADA INC. | \$2,412.12 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 210 TOROMONT INDUSTRIES, LTD. P.O. BOX 5511 CONCORD, ON L4K 1B7 CANADA | 1003614 | IMERYS TALC CANADA INC. | \$3,140.38 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 211 TRAFFIC TECH INC 180 N MICHIGAN AVE 7TH FLR STE 700 CHICAGO, IL 60601 | 1003279 | IMERYS TALC AMERICA, INC. | \$6,668.10 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 212 TRAFFIC TECH INC 180 N MICHIGAN AVE 7TH FLR STE 700 CHICAGO, IL 60601 | 1003615 | IMERYS TALC CANADA INC. | \$13,135.89 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 213 TRAFFIC TECH, INC - CAD 6665 COTE-DE-LIESSE MONTREAL, QC H4T 1Z5 CANADA | 1003616 | IMERYS TALC CANADA INC. | \$6,006.14 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 214 TRANSCANADA PIPELINES LIMITED 20TH FLOOR, 450 - 1ST STREET SW CALGARY, AB T2P 5H1 CANADA | 1003617 | IMERYS TALC CANADA INC. | \$11,463.87 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 215 TRANSPPLACE CANADA, LTD. 45A WEST WILMOT STREET #213 RICHMOND HILL, ON L4B 1K1 CANADA | 1003618 | IMERYS TALC CANADA INC. | \$2,380.68 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 216 TRANSX, LTD. P.O. BOX 36, GROUP 200, RR2 WINNIPEG, MB R3C 2E6 CANADA | 1003620 | IMERYS TALC CANADA INC. | \$775.93 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|-------------------|---------------------------|------------------|---|
| 217 TRI-STAR TRAFFIC & DISTRIBUTION, INC. P.O. BOX 924 MISSISSAUGA, ON L5M 2C5 CANADA | 1003621 | IMERYS TALC CANADA INC. | \$8,735.70 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 218 TRUE TO FORM 4524 FRANCES CRESCENT BEAMSVILLE, ON L0R 1B9 CANADA | 1003622 | IMERYS TALC CANADA INC. | \$499.81 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 219 TYOGA CONTAINER COMPANY INC 9 FISH STREET TIOGA, PA 16946 | 1003623 | IMERYS TALC CANADA INC. | \$104,837.40 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 220 UNION TANK CAR COMPANY, INC. 175 WEST JACKSON BLVD. CHICAGO, IL 60604 | 1003293 | IMERYS TALC AMERICA, INC. | \$538.76 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 221 UNITED PARCEL SERVICE (UPS) CANADA PO BOX 4900, STATION A TORONTO, ON M5W 0A7 CANADA | 1003626 | IMERYS TALC CANADA INC. | \$1.56 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 222 UNITED STEELWORKERS P.O. BOX 9083, COMMERCE CRT. PSTL. STN. TORONTO, ON M5L 1K1 CANADA | 1003627 | IMERYS TALC CANADA INC. | \$5,547.21 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 223 UNIVAR CANADA, LTD. P.O. BOX 2536 STATION M CALGARY, AB T2P 0V9 CANADA | 1003628 | IMERYS TALC CANADA INC. | \$25,925.33 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 224 UNIVAR USA, INC. FILE 56019 LOS ANGELES, CA 90074-6019 | 1004079 | IMERYS TALC VERMONT, INC. | \$10,966.42 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 225 UPS SUPPLY CHAIN SOLUTIONS P.O. BOX 689 STATION ST-LAURENT ST-LAURENT, QC H4L 4V9 CANADA | 1003296 | IMERYS TALC AMERICA, INC. | \$48.09 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|---|
| 226 UPS SUPPLY CHAIN SOLUTIONS P.O. BOX 689 STATION ST-LAURENT ST-LAURENT, QC H4L 4V9 CANADA | 1003629 | IMERYS TALC CANADA INC. | \$2,408.94 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 227 UPS/UPS SCS PO BOX 689, STATION ST-LAURENT ST. LAURENT, QC H4L 4V9 CANADA | 1003630 | IMERYS TALC CANADA INC. | \$3,239.91 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL VENDORS ENTERED ON 3/22/2019. |
| 228 VAN HORN, METZ & CO., INC P.O. BOX 269 CONSHOHOCKEN, PA 19428-0269 | 1003304 | IMERYS TALC AMERICA, INC. | \$904.64 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION OBLIGATIONS TO CUSTOMERS ENTERED ON 3/19/2019. |
| 229 VANPORT WAREHOUSING, INC. 600 SE ASSEMBLY AVE, SUITE # 185 VANCOUVER, WA 98661 | 1003311 | IMERYS TALC AMERICA, INC. | \$2,998.38 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 230 VERMONT RAILWAY, INC. 1 RAILWAY LANE BURLINGTON, VT 05401 | 1004082 | IMERYS TALC VERMONT, INC. | \$23,451.60 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 231 VERTICAL GLOBAL LOGISTICS INC 8150 DERRY ST. SUITE E HARRISBURG, PA 17111 | 1003332 | IMERYS TALC AMERICA, INC. | \$4,900.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 232 VHV COMPANY 16 TIGAN STREET WINOOSKI, VT 05404 | 1004086 | IMERYS TALC VERMONT, INC. | \$6,372.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 233 VINYL ADDITIVES, INC. 308 FALLING LEAF COURT SENECA, SC 29672 | 1003355 | IMERYS TALC AMERICA, INC. | \$356.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION OBLIGATIONS TO CUSTOMERS ENTERED ON 3/19/2019. |
| 234 VIRGIN PULSE, INC. 492 OLD CONNECTICUT PATH SUITE 601 FRAMINGHAM, MA 01701 | 1003631 | IMERYS TALC CANADA INC. | \$375.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|--|----------------------|---------------------------|---------------------|---|
| 235 W.D. MATTHEWS MACHINERY COMPANY P.O. BOX 319 AUBURN, ME 04212 | 1004091 | IMERYS TALC VERMONT, INC. | \$570.63 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 236 WABUN TRIBAL COUNCIL 313 RAILWAY STREET TIMMINS, ON P4N 2P4 CANADA | 1003632 | IMERYS TALC CANADA INC. | \$1,724.19 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 237 WAJAX INDUSTRIAL COMPONENTS, LP M9079C/U,PO BOX 11790 DEPT 26 MONTREAL, QC H3C 0C4 CANADA | 1003633 | IMERYS TALC CANADA INC. | \$5,867.72 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 238 WATKINS & SHEPARD TRUCKING, INC. P.O. BOX 5328 MISSOULA, MT 59806-5328 | 1003390 | IMERYS TALC AMERICA, INC. | \$39,521.88 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 239 WELD-TEK, DIVISION OF NEIL DANIELS, INC. P.O. BOX 246 ASCUTNEY, VT 05030 | 1004093 | IMERYS TALC VERMONT, INC. | \$5,500.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 240 WELLS FARGO RAIL CORPORATION P.O. BOX 60546 CHARLOTTE, NC 28260-0546 | 1003395 | IMERYS TALC AMERICA, INC. | \$825.22 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 241 WELLS FARGO RAIL CORPORATION P.O. BOX 60546 CHARLOTTE, NC 28260-0546 | 1003634 | IMERYS TALC CANADA INC. | \$2,440.00 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 242 WERNER LOGISTICS 39357TREASURY CENTER CHICAGO, IL 60694-9300 | 1003401 | IMERYS TALC AMERICA, INC. | \$2,470.06 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |

IMERYS TALC AMERICA, INC., ET AL.
FIRST NOTICE OF CLAIMS SATISFIED IN FULL

| NAME | SCHEDULED CLAIM # | DEBTOR NAME | SCHEDULED AMOUNT | EVIDENCE OF SATISFACTION |
|---|----------------------|---------------------------|---------------------|---|
| 243 WERNER LOGISTICS 39357 TREASURY CENTER CHICAGO, IL 60694-9300 | 1003635 | IMERYS TALC CANADA INC. | \$530.50 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 244 WILLIAM DAY CONSTRUCTION LIMITED P.O. BOX 1060 AZILDA, ON P0M 1B0 CANADA | 1003637 | IMERYS TALC CANADA INC. | \$974,551.74 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 245 WOODGROVE TECHNOLOGIES INC 367 RIMROCK ROAD UNIT 2 TORONTO, ON M3J 3C6 CANADA | 1003638 | IMERYS TALC CANADA INC. | \$5,505.12 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY PREPETITION CLAIMS OF FOREIGN VENDORS ENTERED ON 3/19/2019. |
| 246 WORKFORCE NORTH 151 PINE STREET SUDBURY, ON P3C 1X2 CANADA | 1003639 | IMERYS TALC CANADA INC. | \$4,607.33 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 247 WORKPLACE SAFETY & INSURANCE BOARD P.O. BOX 4115, STATION A TORONTO, ON M5W 2V3 CANADA | 1003640 | IMERYS TALC CANADA INC. | \$13,938.18 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 248 WORKSAFE BC P.O. BOX 9600, STN. TERMINAL VANCOUVER, BC V6B 5J5 CANADA | 1003641 | IMERYS TALC CANADA INC. | \$221.85 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY CERTAIN PREPETITION WORKFORCE OBLIGATIONS ENTERED ON 3/19/2019. |
| 249 WOW LOGISTICS COMPANY 3040 W. WISCONSIN AVE APPLETON, WI 54914 | 1003442 | IMERYS TALC AMERICA, INC. | \$608.50 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 250 XPO LOGISTICS FREIGHT INC. C/O T10289C PO BOX 4918 STN A TORONTO, ON M5W 0C9 CANADA | 1003445 | IMERYS TALC AMERICA, INC. | \$269.66 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |
| 251 XTL TRANSPORT 75 REXDALE BOULEVARD ETOBICOKE, ON M9W 1P1 CANADA | 1003446 | IMERYS TALC AMERICA, INC. | \$6,504.51 | CLAIM WAS SATISFIED PURSUANT TO ORDER TO PAY SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS ENTERED ON 3/19/2019. |

TAB 3

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

RECOGNITION OF FOREIGN ORDERS

2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Wilson Affidavit.

3. **THIS COURT ORDERS** that the following orders of the United States Bankruptcy Court for the District of Delaware (the "**US Court**") made in the insolvency proceedings of the Debtors under Chapter 11 of Title 11 of the United States Bankruptcy Code are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA:

- (a) orders dated May 22, 2019 and June 25, 2019, respectively, appointing M. Jacob Renick of M.J Renick & Associates LLC as Fee Examiner and establishing related procedures for the review of applications of retained professionals (the "**Fee Examiner Orders**"); and
- (b) an order establishing (i) bar dates and related procedures for filing proofs of claim other than with respect to talc personal injury claims and (ii) approving form and manner of notice thereof (the "**Bar Date Order**").

GENERAL

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to this Order and to assist the Debtors, the Foreign Representative, the Information Officer as officer of this Court, and their respective counsel and agents in carrying out the terms of this Order.

5. **THIS COURT ORDERS AND DECLARES** that this Order shall be effective as of 12:01 am on the date of this Order.

6. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days' notice to the Debtors and the Foreign Representative and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36,
AS AMENDED

Court File No: CV-19-614614-00CL

AND IN THE MATTER OF IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC., AND
IMERYS TALC CANADA INC. (THE "DEBTORS")

APPLICATION OF IMERYS TALC CANADA INC. UNDER SECTION 46 OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**ORDER
(FEE EXAMINER AND BAR DATE ORDERS)**

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Lawyers for the Applicant

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36,
AS AMENDED
AND IN THE MATTER OF IMERYYS TALC AMERICA, INC., IMERYYS TALC VERMONT, INC., AND
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APPLICATION OF IMERYYS TALC CANADA INC. UNDER SECTION 46 OF THE COMPANIES'
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Court File No: CV-19-614614-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**MOTION RECORD
(FEE EXAMINER AND BAR DATE ORDERS)
(returnable August 7, 2019)**

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