



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

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

THE HONOURABLE )

MONDAY, THE 28<sup>th</sup>

MR. JUSTICE MCEWEN )

DAY OF OCTOBER, 2019

B E T W E E N :

**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**

**ORDER  
(FOREIGN ORDERS)**

**THIS MOTION**, made by Imerys Talc Canada Inc. ("ITC") in its capacity as the foreign representative (the "**Foreign Representative**") of the Debtors, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Motion Record, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the affidavit of Anthony Wilson sworn October 22, 2019 (the "**Wilson Affidavit**"), the Fourth Report of Richter Advisory Group Inc., in its capacity as information officer (the "**Information Officer**") dated October , 2019, each filed, and upon being provided with copies of the documents required by section 49 of the CCAA,

**AND UPON HEARING** the submissions of counsel for the Foreign Representative, counsel for the Information Officer, no one else appearing for any other parties although duly served as appears from the Affidavit of Service of Patricia Joseph sworn October 23, 2019,

## 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) an order dated May 21, 2019 authorizing the employment and retention of Willkie Farr & Gallagher LLP as Special Litigation and Corporate Counsel to the Official Committee of Tort Claimants (the "**Committee**"), (the "**Willkie Farr & Gallagher Order**");
- (b) an order dated May 21, 2019 authorizing the employment and retention of Robinson & Cole LLP as Counsel to the Committee (the "**Robinson & Cole Order**");
- (c) an order dated June 6, 2019 authorizing the employment and retention of Gilbert LLP as Special Insurance Counsel to the Committee (the "**Gilbert Order**");
- (d) an order dated June 25, 2019 authorizing the employment of Legal Analysis Systems, Inc. as the Tort Liability Consultant to the Committee (the "**Legal Analysis Systems Order**");
- (e) an order dated August 7, 2019 authorizing the employment and retention of Ducera Partners LLC and Ducera Securities LLC ("**Ducera**") as Investment Banker to the Committee (the "**Ducera Order**");

- (f) an order dated August 7, 2019 authorizing the employment and retention of GlassRatner Advisory & Capital Group, LLC as Financial Advisor to the Committee (the "**GlassRatner Order**");
- (g) An order dated June 3, 2019 appointing James L. Patton as Future Claimants' Representative (the "**FCR**" and the "**FCR Order**");
- (h) An order dated June 6, 2019 authorizing the FCR to retain and employ Young Conway Stargatt & Taylor LLP as Counsel (the "**Young Conway Order**");
- (i) An order dated June 12, 2019 authorizing the FCR to retain and employ Ankura Consulting Group, LLC as Consultants (the "**Ankura Order**");
- (j) An order dated September 26, 2019 authorizing the FCR to co-retain and employ Ducera as Investment Banker with the Committee (the "**Ducera Co-Retention Order**");
- (k) An order dated September 27, 2019 authorizing the FCR to co-retain and employ Gilbert LLP as Special Insurance Counsel with the Committee (the "**Gilbert Co-Retention Order**");
- (l) An order dated August 16, 2019 authorizing the Debtors to assume the Leases listed in Exhibit 1 of the order (the "**Assumption of Leases Order**"); and
- (m) An order dated September 27, 2019 approving a protective order for sharing of documents in discovery (the "**Stipulated Protective 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.



A handwritten signature in black ink, appearing to be 'M. G. S.', written over a horizontal line.

SUPERIOR COURT OF JUSTICE  
ENTERED  
OCT 28 2019  
AC  
COUR SUPÉRIEURE DE JUSTICE  
ENTRÉ

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36,  
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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**ORDER  
(FOREIGN ORDERS)**

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