

**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 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**

**MOTION RECORD
(FOREIGN ORDERS)
(returnable December 3, 2019)**

November 26, 2019

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TO: ATTACHED SERVICE LIST

**ONTARIO
SUPERIOR COURT OF JUSTICE
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**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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**APPLICATION OF IMERYS TALC CANADA INC., UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**SERVICE LIST
(November 26, 2019)**

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INDEX

**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**

I N D E X

TAB	DOCUMENT
1.	Notice of Motion, returnable December 3, 2019
2.	Affidavit of Anthony Wilson, sworn November 26, 2019
	Exhibit A: Affidavit of Alexandra Picard, sworn February 14, 2019
	Exhibit B: Indirect Talc Claim Bar Date Order, dated November 22, 2019
	Exhibit C: KERP Order, dated November 22, 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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**AND IN THE MATTER OF IMERYYS TALC AMERICA, INC., IMERYYS TALC VERMONT, INC.,
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**APPLICATION OF IMERYYS TALC CANADA INC., UNDER SECTION 46 OF THE
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**NOTICE OF MOTION
(returnable December 3, 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 December 3, 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 (the "**Foreign Orders**"), including the following:
 - (1) an order dated November 22, 2019 establishing (i) a bar date by which all entities, except as otherwise provided in the order, asserting Indirect Talc Claims must file proofs of claim and related procedures for filing proofs of claim and (ii) approving the general form and manner of notice of the Indirect Talc Claim Bar Date (the "**Indirect Talc Claims Bar Date Order**"); and
 - (2) an order dated November 22, 2019 authorizing (i) the implementation of a key employee retention program (the "**KERP**") and (ii) approving the terms of the Debtors' proposed KERP (the "**KERP 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 November 26, 2019 and the exhibits referred to therein ("**Wilson Affidavit**");
- (b) the Fifth 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.

November 26, 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 IMERY'S TALC AMERICA, INC., IMERY'S TALC VERMONT, INC., AND
IMERY'S TALC CANADA INC. (THE "DEBTORS")

APPLICATION OF IMERY'S 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

**NOTICE OF MOTION
(returnable December 3, 2019)**

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TAB 2

**ONTARIO
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**AFFIDAVIT OF ANTHONY WILSON
(sworn November 26, 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 KERP Order and the Indirect Talc Claims Bar Order (as these terms are defined below) in respect of the jointly administered proceeding of the Debtors under title 11 of the United States Code (the "**US Bankruptcy Code**").¹

I. OVERVIEW

4. The Debtors are three debtors in possession in the Chapter 11 Cases (as defined below) 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 have sought protection under the US Bankruptcy Code 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 approximately 14,674 lawsuits 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

¹ Capitalized terms used but not defined herein shall have the meanings attributable to such terms in the previous affidavits filed with the Court including the First Picard Affidavit sworn February 15, 2019, Second Picard Affidavit sworn March 28, 2019, Third Picard Affidavit sworn May 15, 2019, the First Wilson Affidavit sworn July 31, 2019 and the Second Wilson Affidavit sworn October 22, 2019.

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 Cases 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 the US Bankruptcy Code (the "**Chapter 11 Cases**") with the US Court (the "**US Proceeding**").
9. In support of the Petitions, on the Filing Date, Alexandra Picard ("**Ms. Picard**") in her role as 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, is attached at **Exhibit 'A'** to this affidavit.
10. On February 14, 2019, the US Court entered various orders in the US Proceeding (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 Proceeding.
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.

II. UPDATE ON THE US AND CANADIAN PROCEEDINGS

Claims Process Update

12. On August 7, 2019, this Court recognized the Bar Date Order which established October 15, 2019 as the date by which all persons or entities that wish to assert a claim against the Debtors that arose prior to the Filing Date but excluding any "Talc Claims" (as defined in the Bar Date Order) (a "**General Claim**") had to file a proof of claim in

accordance with the procedures described therein. Pursuant to the Bar Date Order, persons or entities that appeared on the Debtors' Schedules as having claims against ITC would only have to file a proof of claim if they disputed the (a) amount of the claim listed on the Schedules, (b) the classification of the claim on the Schedules or (c) the Debtor who is liable for such claim, and/or the claim was listed as being disputed, unliquidated or contingent.

13. As of November 25, 2019, the Debtors are still undertaking a claims reconciliation process to identify outstanding claims, including trade claims, against each of the Debtors, including ITC. The Debtors believe that, following the completion of the reconciliation process, the outstanding prepetition trade claims against ITC will be relatively minimal.
14. The Debtors will have an opportunity to challenge any claims against them in accordance with court-approved procedures. The timing of such a claims objection process is still being determined.

III. OVERVIEW OF THE FOREIGN ORDERS SOUGHT TO BE RECOGNIZED

Indirect Talc Claims Bar Date Order

15. On November 22, 2019, the US Court entered the Indirect Talc Claims Bar Date Order which authorizes the Debtors to establish January 9, 2020 at 5:00 pm, prevailing eastern time (the "**Indirect Claims Bar Date**") as the date by which all persons or entities that wish to assert Indirect Talc Claims (as described and defined below) against the Debtors must file a proof of claim in accordance with the procedures described therein. The Indirect Claims Bar Date would apply to all creditors holding Indirect Talc Claims against the Debtors that arose, or are deemed to have arisen, prior to the Petition Date, except as provided in the Indirect Talc Claims Bar Date Order.
16. An Indirect Talc Claim is any Talc Claim of any corporation (as defined in section 101(9) of the US Bankruptcy Code), co-defendant of a Debtor, or predecessor of a Debtor for contribution, reimbursement, subrogation, or indemnity, whether contractual or implied by law (as those terms are defined by applicable non-bankruptcy law of the relevant jurisdiction), and any other derivative Talc Claim of such claimant whether in the nature of or sounding in contract, tort, warranty, or other theory of law (the "**Indirect Talc**

Claims”). Importantly, an Indirect Talc Claim does not include any claim for or otherwise relating to death, injury, or damages caused by talc or a product or material containing talc that is asserted by or on behalf of any injured individual, the estate, legal counsel, relative, assignee, or other representative of any injured individual, or an individual who claims injury or damages are a result of the injury or death of another individual irrespective of the form of relief or damages sought.

17. At this time, the Debtors do not intend to seek a claims bar date for direct Talc Claims in these proceedings but reserve the right to seek such relief in the future if necessary or appropriate.
18. The treatment of all claims other than Talc Claims and those claims subject to the Indirect Talc Claims Bar Date Order is governed by the Bar Date Order which was recognized by this Court on August 7, 2019.
19. Any claimant holding an Indirect Talc Claim (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 in the Schedules 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 in the Schedules and desires to have its claim allowed against another Debtor, must file a proof of claim. The Indirect Talc Claims Bar Date Order is attached at **Exhibit ‘B’** to this affidavit.
20. The US Court also ordered that no later than 13 days after the entry of the Indirect Talc Claims Bar Date Order, the Debtors, through their claims and noticing agent (“**Prime Clerk**”), shall provide actual notice of the Indirect Talc Claims Bar Date by mailing the Bar Date Notice (as defined in the Indirect Talc Claims Bar Date Order) and the Proof of Claim Form (together, the “**Indirect Talc Claims Bar Date Notice Package**”) by first class United States mail, postage prepaid to various persons and entities including (but not limited to): (a) all holders of claims listed on the Debtors’ Schedules, excluding holders of Talc Claims (other than holders of Indirect Talc Claims); (b) all counterparties to executory contracts and unexpired leases listed in the Schedules; (c) the U.S. Internal Revenue Service; (d) the U.S. Securities and Exchange Commission; (e) the taxing and

other regulatory entities for jurisdictions where 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 U.S. Bankruptcy Rule 2002 as of the date of the entry of the Indirect Talc Claims Bar Date Order; (h) all known holders of equity securities in the Debtors as of the date of the Indirect Talc Claims Bar Date Order (i) all other entities listed on the Debtors' matrix of creditors, except holders of Talc Claims (other than holders of Indirect Talc Claims); (j) the attorneys general for each of the states in the U.S. in which the Debtors conduct a substantial amount of business operations; (k) all parties that have filed proofs of claim in the Chapter 11 Cases as of the date of the Indirect Talc Claims Bar Date Order; (l) all environmental authorities listed in the Debtors' Schedules; (m) Canadian unions relevant to the Debtors' operations; and (n) 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 official committee of tort claimants, the representative for future talc personal injury claimants and the respective counsel to the foregoing. For the avoidance of doubt, the Debtors are *not required* to serve the Indirect Talc Claims Bar Date Notice Package on holders of Talc Claims (other than Indirect Talc Claims) or their counsel.

21. The US Court further ordered that the Debtors shall provide publication notice in substantially the form attached to the Indirect Talc Claims Bar Date Order to be published once within 13 days of the entry of the Indirect Talc Claims 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**").
22. The US Court found good and sufficient cause to grant the Indirect Talc Claims Bar Date Order and that the form and manner of notice established by the Indirect Talc Claims 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 Federal Bankruptcy Rules, the Delaware Bankruptcy Court Local Rules and applicable law. As such, the Debtors are authorized to serve the Indirect Talc Claims Bar Date Notice Package and publish the Publication Notice in the manner described in the Indirect Talc Claims Bar Date Order. Unless the US Court orders otherwise and except as set forth in the Indirect Talc Claims Bar Date Order, any holder of Indirect Talc Claims that is required to file a claim under the Indirect Talc Claims Bar Date Order but fails to do so, 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. The Indirect Talc Claims Bar Date Order therefore provides the Debtors with finality in these proceedings and the ability to predict any cash flow constraints (in addressing such claims) that may arise in emerging from the Chapter 11 Cases.

23. The recognition of the Indirect Talc Claims Bar Date Order in Canada is appropriate for the same reasons. Canadian creditors are equally required to file proof of claims on account of claims that fall within the ambit of the Indirect Talc Claims Bar Date Order against any of the Debtors, as applicable. Any Canadian creditors that do not adhere to the established timelines as laid out in the Indirect Talc Claims 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 Indirect Talc Claims 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.

KERP Order

24. On November 22, 2019, the US Court approved a key employee retention program (the "KERP Order"). A Copy of the KERP Order is attached at **Exhibit 'C'** to this affidavit.
25. The Chapter 11 Cases present complex and unique issues which require a focused effort on the part of the Debtors' employees. The Debtors are reliant on their employees and, in particular, certain key personnel, to maintain successful operations and preserve meaningful customer and vendor relationships despite the ongoing Chapter 11 process.
26. The key personnel as to which the KERP Order applies are necessary to maintain the operations of the Debtors during the chapter 11 proceedings. These individuals have critical knowledge relating to the Debtors' products, vendors, customers, finances, and operations.
27. The Debtors have determined it necessary to develop the KERP to properly incentivize and retain certain critical employees. The KERP will help ensure that sixteen non-insider employees will remain with the Debtors throughout the reorganization process to help

manage the Debtors' ongoing operations, administer the estates, and ensure a successful outcome in these Chapter 11 proceedings.

28. In developing the KERP, the Debtors were focused on ensuring an adequate workforce to continue the Debtors' operations as they look towards implementing a plan of reorganization.
29. The amounts payable to KERP participants will be based upon a specified percentage of the annual compensation of each potential KERP recipient and dependent upon the participant remaining employed by the Debtors through certain milestone dates, with the possibility of earning a percentage of the maximum payout under the KERP upon each such date. There are two potential retention payments under the KERP:
 - i. A payment that is earned either upon the effective date of a plan of reorganization or June 30, 2020, whichever is earlier; and
 - ii. A payment that is earned upon the effective date of a plan of reorganization (if such date is after June 30, 2020) or December 31, 2020, whichever is earlier. This second payment is prorated based on the time that has elapsed between July 1, 2020 and the effective date.
30. The KERP covers sixteen (16) non-insider employees each having a specific qualification, skill and expertise. The KERP payments range from 30% to 35% of the employee's base salary on an annualized basis. All KERP payments will be forfeited upon voluntary termination or termination for cause prior to payment. The remaining funds may then be reallocated to other employees receiving a KERP payment to compensate for the additional responsibilities they may have to take on.
31. The aggregate amount of KERP payments that can be made is US\$672,000. In addition, there is a US\$100,000 discretionary pool for other key, non-insider employees later identified for inclusion under the KERP by the Debtors' senior management.
32. Five of the sixteen KERP employees work for ITC and their KERP entitlement will be paid out of the ITC estate.
33. The ITC employees that are KERP participants are employed in the following capacities: Senior Manager – Operations Talc Canada, Financial Controller – Canadian operations,

Timmins Operations Manager, Continuous Improvement Coordinator, Environmental Manager, and Director, Eastern Operations. All five employees perform functions exclusively for ITC, with the exception of the Director, Eastern Operations, who performs limited work for the benefit of ITV. Certain of the non-ITC employees that are subject to the KERP perform limited work for the benefit of ITC.

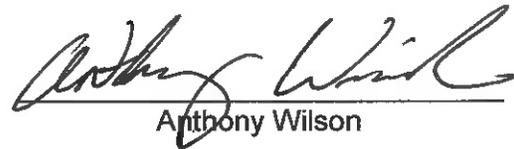
- 34. ITC will not be responsible for any of the KERP payments to non-ITC employees.
- 35. The KERP will provide the necessary incentives to the applicable employees to add value to the Debtors' estates and to promote the successful resolution of the Chapter 11 Cases. Without the implementation of the KERP, the relevant employees may pursue employment elsewhere or not be incentivized to perform optimally.
- 36. The US Court found good and sufficient cause to grant the KERP Order and that the payments were reasonable and appropriate under the circumstances of the Chapter 11 Cases and satisfy the standard for approval of such a plan.

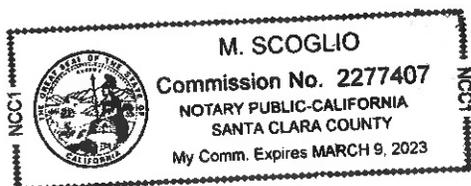
IV. CONCLUSION

- 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 the Chapter 11 cases.

SWORN BEFORE ME in the State of California, on November 26, 2019.


Commissioner for Taking Affidavits


Anthony Wilson



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

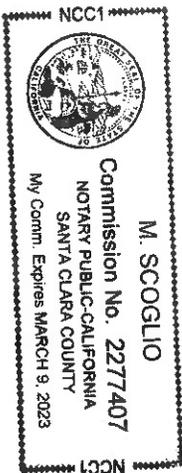
Court File No: CV-19-614614-00CL

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

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



November 26, 2019



ONTARIO

SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

AFFIDAVIT OF ANTHONY WILSON
SWORN NOVEMBER 26, 2019

STIKEMAN ELLIOTT LLP
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5300 Commerce Court West
199 Bay Street
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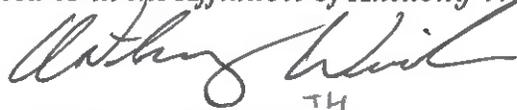
Patricia Joseph LSO#: 75535Q
Tel: (416) 869-5642
Fax: (416) 947-0866

Lawyers for the Debtors

EXHIBIT A

THIS IS EXHIBIT "A"

referred to in the Affidavit of Anthony Wilson



Sworn before me this 26TH

day of November, 2019



A Commissioner for Taking Affidavits



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; aluminosilicate 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 Pajolet).

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 (Penhorwood), 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 Tak Canada, Inc., Royal Bank of Canada, Operating Account (USD), Account No: ***9146 (the "USD Account"); and
- Imerys Tak 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/Foleyet 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 Inerys Talc Canada Inc. (the "Union Plan") and the Pension Plan for Employees of Inerys Talc Canada Inc. (the "Salaried Plan"). As of December 31, 2017, the Union Plan had a total of 22 active and 31 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 Inerys 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 Inerys 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 JTC, the Debtors believe it is only a matter of time until that occurs as the vast majority of the talc produced by JTC 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 Inerys 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 Inerys 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 Inerys 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 Inerys Clays, Inc. (which is a wholly-owned subsidiary of Inerys 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 talc 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");

- l) 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 Inmerys 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.

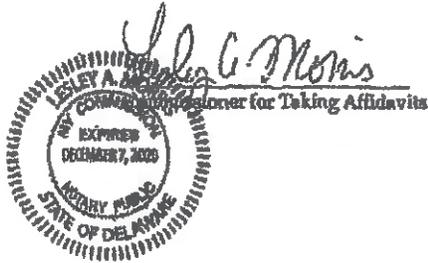
VIII. CONCLUSION

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 Fleard

EXHIBIT B

THIS IS EXHIBIT "B"

referred to in the Affidavit of Anthony Wilson

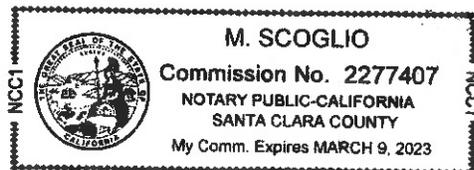


Sworn before me this 26TH

day of November, 2019



A Commissioner for Taking Affidavits



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

----- X
In re: : Chapter 11
: :
IMERYYS TALC AMERICA, INC., *et al.*,¹ : Case No. 19-10289 (LSS)
: :
Debtors. : (Jointly Administered)
: :
: **Re: Docket No. 1220**
----- X

**ORDER (I) ESTABLISHING A BAR DATE FOR INDIRECT TALC CLAIMS AND
RELATED PROCEDURES FOR FILING PROOFS OF CLAIM
FOR INDIRECT TALC 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 the Indirect Talc Claim Bar Date (as defined below) and approving procedures for filing proofs of claim with respect to Indirect Talc Claims (as defined below) in the Chapter 11 Cases, and approving the general form and manner of notice of the Indirect Talc Claim Bar Dates (as defined below); 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

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.

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 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 (as defined below). 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. As used herein, an "**Indirect Talc Claim**" is any Talc Claim of any corporation (as defined in section 101(9) of the Bankruptcy Code), co-defendant of a Debtor, or predecessor of a Debtor (each, a "**Claimant**") for contribution, reimbursement, subrogation, or indemnity, whether contractual or implied by law (as those terms are defined by applicable non-bankruptcy law of the relevant jurisdiction), and any other derivative Talc Claim of a Claimant, whether in the nature of or sounding in contract, tort, warranty, or other theory of law. For the avoidance of doubt, an

Indirect Talc Claim shall not include any claim for or otherwise relating to death, injury, or damages caused by talc or a product or material containing talc that is asserted by or on behalf of any injured individual, the estate, legal counsel, relative, assignee, or other representative of any injured individual, or an individual who claims injury or damages as a result of the injury or death of another individual regardless of whether such claim is seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative, or any other costs or damages, or any legal, equitable or other relief whatsoever, including pursuant to a settlement, judgment, or verdict. By way of illustration and not limitation, an Indirect Talc Claim shall not include any claim for loss of consortium, loss of companionship, services and society, or wrongful death.

6. As used herein, “**General Bar Date Order**” means the *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* [Docket No. 881] entered by the Court on July 25, 2019.

7. Except as otherwise provided in this Order, all entities (including, without limitation, individuals, partnerships, corporations, trusts and governmental units) that wish to assert an Indirect Talc Claim against the Debtors that arose or is deemed to have arisen prior to the Petition Date, but *excluding* any Talc Claim that is not an Indirect Talc Claim, 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 January 9, 2020** (the “**Indirect Talc Claim Bar**”).

Date”).³ The Indirect Talc Claim Bar Dates shall be identified in the Indirect Talc Claim Bar Date Notice and the Indirect Talc Claim Publication Notice.

8. The forms of the Indirect Talc Claim Bar Date Notice, the Proof of Claim Form and the Indirect Talc Claim Publication Notice substantially in the form attached to this Order as Exhibit 1, Exhibit 2 and Exhibit 3, respectively, and the manner of providing notice of the Indirect Talc Claim Bar Dates established by this Order, are approved in all respects pursuant to Bankruptcy Rules 2002(a)(7) and 2002(l). The form and manner of notice of the Indirect Talc Claim 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 Indirect Talc Claim Bar Date Notice Package (as defined below) and publish the Indirect Talc Claim Publication Notice in the manner described herein.

9. As soon as practicable, but in any event no later than 13 days after the entry of this Order, the Debtors, through Prime Clerk, shall provide actual notice of the Indirect Talc Claim Bar Dates by mailing the Indirect Talc Claim Bar Date Notice and the Proof of Claim Form (together, the “**Indirect Talc Claim Bar Date Notice Package**”) by first class United States mail, postage prepaid to all known potential holders of Indirect Talc Claims, as well as the following entities: (a) all holders of claims listed on the Schedules, excluding holders of Talc Claims (other than holders of Indirect 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

³ As used herein “**Indirect Talc Claim Bar Dates**” means the Indirect Talc Claim Bar Date together with the Indirect Talc Claim Rejection Bar Date and the Indirect Talc Claim Amended Schedule Bar Date (each as defined below).

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 Indirect Talc Claim Bar Date Order; (h) all known holders of equity securities in the Debtors as of the date of the Indirect Talc Claim Bar Date Order; (i) all other entities listed on the Debtors' matrix of creditors, except holders of Talc Claims (other than holders of Indirect 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 Indirect Talc Claim Bar Date Order; (l) all environmental authorities listed in the Debtors' Schedules; (m) Canadian unions relevant to the Debtors' operations; and (n) counsel to any of the foregoing, if known. The Debtors, through Prime Clerk, also will mail the Indirect Talc Claim 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 Indirect Talc Claim Bar Date Notice Package on holders of Talc Claims (other than holders of Indirect Talc Claims) or their counsel.

10. In the event that: (a) one or more Indirect Talc Claim 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 Indirect Talc Claim 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 Indirect Talc Claims become known to the Debtors, the Debtors may make supplemental mailings of the Indirect Talc Claim Bar Date Notice Package up to and including the date that is 30 days in advance of the Indirect Talc Claim Bar Date, with any such supplemental mailings being deemed timely. If Indirect Talc Claim 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 Indirect Talc Claim 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).

11. As part of the Indirect Talc Claim Bar Date Package, the Debtors, through Prime Clerk, shall mail a Proof of Claim Form to the parties receiving the Indirect Talc Claim Bar Date Notice. For holders of potential Indirect Talc 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 Indirect Talc Claim in the Schedules and, if so, whether the claimant's Indirect Talc Claim is listed as: (a) disputed, contingent or unliquidated; and (b) secured, unsecured or priority. If an Indirect Talc 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 Indirect Talc 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 Indirect Talc 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 Indirect Talc 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, once the deadline to object thereto has passed, if there is a conflict between the claim information in the Satisfaction Notice and the claim information in the Schedules.

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

- (a) any entity (i) whose prepetition Indirect Talc 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 Indirect Talc Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition Indirect Talc 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 Indirect Talc 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 Indirect Talc Claim allowed against a Debtor other than the Debtor identified in the Schedules.

13. The following entities shall not be required to file proofs of claim in the Chapter 11 Cases on or before the Indirect Talc Claim Bar Date:

- (a) any entity holding or asserting a Talc Claim other than an Indirect Talc Claim;
- (b) any entity holding or asserting a General Claim, as such claims were required to have been filed in accordance with the deadlines established by the General Bar Date Order;
- (c) any entity holding an Indirect Talc 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;
- (d) any entity (i) whose Indirect Talc 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 Indirect Talc Claim as identified in the

Schedules and that its Indirect Talc Claim is an obligation of the specific Debtor that listed its Indirect Talc Claim in its Schedules;

- (e) any entity whose Indirect Talc Claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;⁴
- (f) any entity holding an Indirect Talc Claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable bar date;
- (g) any current officers and directors of the Debtors holding an Indirect Talc Claim as a result of such officers' or directors' prepetition or postpetition services to the Debtors; and
- (h) any Debtor having an Indirect Talc Claim against another Debtor.

14. Notwithstanding anything to the contrary contained herein, this Order shall not apply to or bind (a) Certain Underwriters at Lloyd's, London and Certain London Market Insurers (collectively "**LMI**");⁵ or (b) the Excess Insurers.⁶ For the avoidance of doubt, LMI and the Excess Insurers (i) shall have no obligation to file a proof of claim for any Indirect Talc Claim, and (ii) shall not be bound or barred by the Indirect Talc Claim Bar Date; *provided, however*, that nothing contained in this Order shall prohibit any party in interest including, but not limited to, the Debtors and any successor to the Debtors from objecting to any claim filed by any LMI or Excess Insurer entity on any basis except that such claim was due to be filed pursuant to this Order.

⁴ 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 Indirect Talc Claim and (ii) 30 days from the date of any disgorgement to file a proof of claim for the disgorged amount.

⁵ LMI are identified on Attachment I to the *Notice of Appearance and Request for Notices and Service of Papers* [Docket No. 433].

⁶ As used herein, "**Excess Insurers**" means Columbia Casualty Company, Continental Casualty Company, the Continental Insurance Company, as successor to CNA Casualty of California and as successor in interest to certain insurance policies issued by Harbor Insurance Company, Lamorak Insurance Company (formerly known as OneBeacon America Insurance Company), as successor to Employers' Surplus Lines Insurance Company, Stonewall Insurance Company (now known as Berkshire Hathaway Specialty Insurance Company), National Union Fire Insurance Company of Pittsburgh PA, and Lexington Insurance Company.

15. Any entity asserting an Indirect Talc Claim 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 Indirect Talc Claim 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 "**Indirect Talc Claim Rejection Bar Date**"). For orders approving the rejection of executory contracts or unexpired leases entered after the date this Order is entered, the Debtors will include a description of the Indirect Talc Claim Rejection Bar Date in the text thereof, thus providing at least 30 days' notice of the Indirect Talc Claim Rejection Bar Date.

16. The Debtors retain the right to (a) dispute, or assert offsets or defenses against, any filed Indirect Talc Claim or any Indirect Talc Claim listed or reflected in the Schedules as to nature, amount, priority, liability, classification, or otherwise; (b) subsequently designate any Indirect Talc 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 Indirect Talc Claim against the Debtors, the holder of the Indirect Talc Claim may file a timely proof of claim or amend any previously filed proof of claim in respect of the amended scheduled Indirect Talc Claim on or before the later of (a) the Indirect Talc Claim Bar Date and (b) 30 days after the date that notice of the applicable amendment to the Schedules is served on the affected claimant (the "**Indirect Talc Claim 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 Indirect Talc Claim and (b) the affected claimant previously was served with a notice of the Indirect Talc Claim Bar Dates, the affected claimant may not file additional claims or amend a related previously filed proof of claim by the Indirect Talc Claim Amended Schedule Bar Date. If the Debtors amend or modify schedule D, E or F of their Schedules with respect to any Indirect Talc 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 Indirect Talc Claim unless the creditor 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. the Debtors will provide affected parties with at least 30 days' notice of the Indirect Talc Claim Amended Schedule Bar Date.

17. 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 holder of an Indirect Talc Claim that is required to file a proof of claim in the Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order against the Debtors, but that fails to do so by the Indirect Talc Claim Bar Dates (as applicable), 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.

18. 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 Indirect Talc Claim 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 Indirect Talc Claim 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.

19. 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.

20. 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 Indirect Talc Claim 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.

21. Pursuant to Bankruptcy Rule 2002(l), the Debtors shall cause notice of the Indirect Talc Claim Bar Dates in substantially the form of the Publication Notice to be published once within 13 days of the entry of this 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 Indirect Talc Claim Bar Dates. Details of the Publication Notices will be filed with the Court in affidavits of publication submitted by Prime Clerk.

22. 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.

23. 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 Indirect Talc Claim Bar Dates established herein (including holders of Talc Claims) must file proofs of claim or interest.

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

Dated: November 22nd, 2019
Wilmington, Delaware



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Indirect Talc Claim Bar Date Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM FOR INDIRECT
TALC CLAIMS**

**INDIRECT TALC CLAIM BAR DATE IS JANUARY 9, 2020
AT 5:00 P.M. EASTERN TIME**

TO: ALL PERSONS AND ENTITIES WITH INDIRECT TALC 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 “**Indirect Talc Claim Bar Date Order**”) establishing certain deadlines for the filing of proofs of claim for Indirect Talc Claims (as defined below) 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 Indirect Talc Claim Bar Date Order, the Court established **January 9, 2020 at 5:00 p.m., prevailing Eastern Time** (the “**Indirect Talc Claim Bar Date**”)² 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 Indirect Talc 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**”), except as otherwise provided in the Indirect Talc Claim Bar Date Order. Indirect Talc Claims expressly exclude Talc Claims (as defined below), other than Indirect Talc Claims, and General Claims (as defined below). As described below, the Indirect Talc Claim 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 As used in this Notice “**Indirect Talc Claim Bar Dates**” means the Indirect Talc Claim Bar Date together with the Indirect Talc Claim Rejection Bar Date and the Indirect Talc Claim Amended Schedule Bar Date (each as defined below).

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 your Indirect Talc Claim 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 Indirect Talc 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 Indirect Talc Claims against the Debtors, you will receive multiple proof of claim forms, each of which will reflect the nature, amount and classification of your Indirect Talc Claims 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 Indirect Talc 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 Indirect Talc 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 Indirect Talc 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, once the deadline to object thereto has passed, 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 other than Indirect Talc Claims.*

As used in this Notice, an “**Indirect Talc Claim**” is any Talc Claim of any corporation (as defined in section 101(9) of the Bankruptcy Code), co-defendant of a Debtor, or predecessor of a Debtor (each, a “**Claimant**”) for contribution, reimbursement, subrogation, or indemnity, whether contractual or implied by law (as those terms are defined by applicable non-bankruptcy law of the relevant jurisdiction), and any other derivative Talc Claim of a Claimant, whether in the nature of or sounding in contract, tort, warranty, or other theory of law. For the avoidance of doubt, an Indirect Talc Claim shall not include any claim for or otherwise relating to death, injury, or damages caused by talc or a product or material containing talc that is asserted by or on behalf of any injured individual, the estate, legal counsel, relative, assignee, or other representative of any injured individual, or an individual who claims injury or damages as a result of the injury or death of another individual regardless of whether such claim is seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative, or any other costs or damages, or any legal, equitable or other relief whatsoever, including pursuant to a settlement, judgment, or verdict. By way of illustration and not limitation, an Indirect Talc Claim shall not include any claim for loss of consortium, loss of companionship, services and society, or wrongful death.

As used in this Notice, “**General Bar Date Order**” means the *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* [Docket No. 881] entered by the Court on July 25, 2019.

WHO MUST FILE A PROOF OF CLAIM AND THE INDIRECT TALC CLAIM BAR DATES

The Indirect Talc Claim Bar Date Order establishes the following deadlines for filing proofs of claim in the Debtors' chapter 11 cases:

- (a) The Indirect Talc Claim Bar Date. Pursuant to the Indirect Talc Claim Bar Date Order, except as described below, all Entities holding Indirect Talc 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 Indirect Talc Claim Bar Date.

- (b) The Indirect Talc Claim Rejection Bar Date. Any Entity whose Indirect Talc 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 Indirect Talc Claim 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 "Indirect Talc Claim Rejection Bar Date."
- (c) The Indirect Talc Claim 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 an Indirect Talc 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 Indirect Talc Claim so that it is received by Prime Clerk on or before the later of: (i) the Indirect Talc Claim 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 "Indirect Talc Claim 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 Indirect Talc Claim and (ii) the affected claimant previously was served with a notice of the Indirect Talc Claim Bar Dates, the affected claimant is not permitted to file additional claims or amend a related previously filed proof of claim by the Indirect Talc Claim Amended Schedule Bar Date. If the Debtors amend or modify schedule D, E or F of their Schedules with respect to any Indirect Talc 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 Indirect Talc Claim has been satisfied.

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

- (a) any Entity (i) whose prepetition Indirect Talc 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 Indirect Talc Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition Indirect Talc 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 Indirect Talc 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 Indirect Talc Claim allowed against a Debtor other than the Debtor identified in the Schedules.

If it is unclear from the Schedules whether your prepetition Indirect Talc 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 Indirect Talc Claim Bar Date. Any Entity that relies on the information in the Schedules bears responsibility for determining that its Indirect Talc Claim is accurately listed therein.

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

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

- (a) any Entity holding or asserting a Talc Claim other than an Indirect Talc Claim;
- (b) any Entity holding or asserting a General Claim, as such claims were required to have been filed in accordance with the deadlines established by the General Bar Date Order;
- (c) any Entity holding an Indirect Talc 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;

- (d) any Entity (i) whose Indirect Talc 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 Indirect Talc Claim as identified in the Schedules and that its Indirect Talc Claim is an obligation of the specific Debtor that listed its Indirect Talc Claim in its Schedules;
- (e) any Entity whose Indirect Talc Claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;³
- (f) any Entity holding an Indirect Talc Claim for which specific deadlines have been fixed by an order of the Court entered on or before the applicable bar date;
- (g) any current officers and directors of the Debtors holding an Indirect Talc Claim as a result of such officers' or directors' prepetition or postpetition services to the Debtors; and
- (h) any Debtor having an Indirect Talc 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 AN INDIRECT TALC CLAIM AGAINST THE DEBTORS BUT THAT FAILS TO DO SO BY THE INDIRECT TALC CLAIM BAR DATE (OR OTHER APPLICABLE BAR DATE) DESCRIBED IN THIS NOTICE OR THE INDIRECT TALC CLAIM 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.

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 Indirect Talc Claim Bar Date and (ii) 30 days from the date of any disgorgement to file a proof of claim for the disgorged amount.

PROCEDURE FOR FILING PROOFS OF CLAIM

Any Entity asserting an Indirect Talc 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 Indirect Talc Claim 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 Indirect Talc 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.

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 Indirect Talc Claim 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 an Indirect Talc Claim against a 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 Indirect Talc Claim 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 Indirect Talc Claim 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 INDIRECT TALC CLAIM 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.

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- and -

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Counsel for Debtors and Debtors-in-Possession

EXHIBIT 2

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 Form

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?	<input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should payments to the creditor be sent? (if different)
	Contact phone _____ Contact email _____	Contact phone _____ Contact email _____
4. Does this claim amend one already filed?	<input type="checkbox"/> No <input type="checkbox"/> 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?	<input type="checkbox"/> No <input type="checkbox"/> 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 credit card.
 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.

Executed on date _____ (mm/dd/yyyy)

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: _____

Modified 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, either 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 <https://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
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

Do not file these instructions with your form

EXHIBIT 3

Indirect Talc Claim Publication Notice

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

In re:	X	
	:	Chapter 11
	:	
IMERYYS 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 FOR
INDIRECT TALC CLAIMS**

INDIRECT TALC CLAIM BAR DATE IS JANUARY 9, 2020 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 “**Indirect Talc Claim Bar Date Order**”) establishing certain deadlines for the filing of proofs of claim for Indirect Talc Claims (as defined below) 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 Indirect Talc Claim 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 Indirect Talc Claim Bar Date Order, the Court established **January 9, 2020 at 5:00 p.m., prevailing Eastern Time** (the “**Indirect Talc Claim 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 Indirect Talc 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**”), except as otherwise provided in the Indirect Talc Claim Bar Date Order and expressly excluding Talc Claims (other than Indirect Talc Claims) and General Claims (each as defined below). As described therein, the Indirect Talc Claim Bar Date Order also establishes different bar dates for certain categories of claims.

Except as provided herein, the Indirect Talc Claim Bar Date applies to all Indirect Talc Claims against the Debtors. **Please review the Indirect Talc Claim Bar Date Order for instructions on how**

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 file a proof of claim in the Debtors' chapter 11 cases. All proofs of claim must be received by the Indirect Talc Claim 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 chapter 11 of title 11 of the United States Code (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 other than Indirect Talc Claims.*

As used in this Notice, an “**Indirect Talc Claim**” is any Talc Claim of any corporation (as defined in section 101(9) of the Bankruptcy Code), co-defendant of a Debtor, or predecessor of a Debtor (each, a “**Claimant**”) for contribution, reimbursement, subrogation, or indemnity, whether contractual or implied by law (as those terms are defined by applicable non-bankruptcy law of the relevant jurisdiction), and any other derivative Talc Claim of a Claimant, whether in the nature of or sounding in contract, tort, warranty, or other theory of law. For the avoidance of doubt, an Indirect Talc Claim shall not include any claim for or otherwise relating to death, injury, or damages caused by talc or a product or material containing talc that is asserted by or on behalf of any injured individual, the estate, legal counsel, relative, assignee, or other representative of any injured individual, or an individual who claims injury or damages as a result of the injury or death of another individual regardless of whether such claim is seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative, or any other costs or damages, or any legal, equitable or other relief whatsoever, including pursuant to a settlement, judgment, or verdict. By way of illustration and not limitation, an Indirect Talc Claim shall not include any claim for loss of consortium, loss of companionship, services and society, or wrongful death.

As used in this Notice, “**General Bar Date Order**” means the *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* [Docket No. 881] entered by the Court on July 25, 2019.

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 holders of Indirect Talc Claims must file proofs of claim on or before the Indirect Talc Claim Bar Date: (a) any Entity (i) whose prepetition Indirect Talc 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 Indirect Talc Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition Indirect Talc 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 Indirect Talc 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 Indirect Talc Claim allowed against a Debtor other than the Debtor identified in the Schedules. If it is unclear from the Schedules whether your prepetition Indirect Talc 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 Indirect Talc Claim Bar Date. Any Entity that relies on the information in the Schedules bears responsibility for determining that its Indirect Talc Claim is accurately listed therein.

PROOFS OF CLAIM NOT REQUIRED TO BE FILED BY THE INDIRECT TALC CLAIM BAR DATE

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

- a) any Entity holding or asserting a Talc Claim other than an Indirect Talc Claim;
- b) any Entity holding or asserting a General Claim, as such claims were required to have been filed in accordance with the deadlines established by the General Bar Date Order;
- c) any Entity holding an Indirect Talc 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;
- d) any Entity (i) whose Indirect Talc 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 Indirect Talc Claim as identified in the Schedules and that its Indirect Talc Claim is an obligation of the specific Debtor that listed its Indirect Talc Claim in its Schedules;

- e) any Entity whose Indirect Talc Claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;²
- f) any Entity holding an Indirect Talc Claim for which specific deadlines have been fixed by an order of the Court entered on or before the applicable bar date;
- g) any current officers and directors of the Debtors holding an Indirect Talc Claim as a result of such officers' or directors' prepetition or postpetition services to the Debtors; and
- h) any Debtor having an Indirect Talc 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 AN INDIRECT TALC CLAIM AGAINST THE DEBTORS BUT THAT FAILS TO DO SO BY THE INDIRECT TALC CLAIM BAR DATE (OR OTHER APPLICABLE BAR DATE) DESCRIBED IN THIS NOTICE OR THE INDIRECT TALC CLAIM 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 Indirect Talc Claim Bar Date Order, Indirect Talc Claim Bar Date Notice (as defined in the Indirect Talc Claim Bar Date Order), 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 Indirect Talc Claim 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 INDIRECT TALC CLAIM BAR DATE ORDER AND RELATED MATERIALS ON THE PRIME CLERK WEBSITE. YOU MAY WISH TO CONSULT AN ATTORNEY REGARDING THIS MATTER.

Dated: _____, 2019

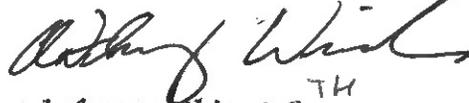
BY ORDER OF THE COURT

² 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 Indirect Talc Claim Bar Date and (ii) 30 days from the date of any disgorgement to file a proof of claim for the disgorged amount.

EXHIBIT C

THIS IS EXHIBIT "C"

referred to in the Affidavit of Anthony Wilson

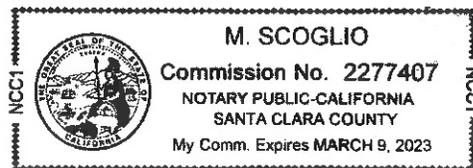


Sworn before me this 26TH

day of November, 2019



A Commissioner for Taking Affidavits



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
In re: : Chapter 11
: :
IMERYYS TALC AMERICA, INC., *et al.*,¹ : Case No. 19-10289 (LSS)
: :
Debtors. : (Jointly Administered)
: :
: Re: Docket Nos. 1201 & 1252
----- X

ORDER APPROVING DEBTORS' KEY EMPLOYEE RETENTION PROGRAM

Upon the motion (the "**Motion**")² of the Debtors for entry of an order, pursuant to sections 363(b) and 503(c) of the Bankruptcy Code (i) authorizing the implementation of the KEIP and KERP, (ii) approving the terms of the Debtors' proposed KEIP and KERP, and (iii) and granting related relief; and the Court having reviewed the Motion, the Mosley Declaration, and the *Supplemental Declaration of Edgar William Mosley II in Support of the Debtors' Motion for Order Approving the Implementation of a Key Employee Incentive Plan and a Key Employee Retention Plan* [Docket No. 1252]; and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. § 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 authority to hear the matters raised in the Motion pursuant to 28 U.S.C. § 157; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and the Court

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 them in the Motion.

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. Pursuant to sections 363(b) and 503(c) of the Bankruptcy Code, the KERP is hereby approved in its entirety, and the Debtors are hereby authorized to implement the KERP as to the sixteen KERP Participants specified in Appendix 1 to the Mosley Declaration up to the maximum percentage of their salary specified in Appendix 1 to the Mosley Declaration with a total aggregate cap of \$672,000 (excluding the discretionary pool). Based on the evidence submitted, the KERP Participants are not “insiders” within the meaning of section 101(31)(B) of the Bankruptcy Code.
3. The Debtors are hereby authorized to maintain a discretionary pool in the aggregate amount of \$100,000 under the KERP to pay to key, non-insider employees later identified for inclusion in the KERP by the Debtors’ senior management. Prior to the payment of funds from the discretionary pool, the Debtors shall file a supplement to the Motion that sets forth the titles of the persons to whom such payments will be made, the percentage of each such person’s salary that they will receive from the discretionary pool, and information sufficient to evidence that such person is not an “insider” as that term is defined in section 101(31)(B) of the Bankruptcy Code.
4. The Debtors are authorized to take all actions necessary to implement the KERP on the terms set forth in the Motion, including making any payments that become due in connection therewith.
5. As used in the Motion, payment upon “emergence” or “emergence from bankruptcy” is intended to refer to the “effective date” of a plan of reorganization.

6. The authorization hereunder to make payments pursuant to the KERP shall not create any obligation on the part of the Debtors to make payments under the KERP, unless the Key Employees meet the necessary conditions under the KERP.

7. The Debtors' obligations to pay amounts that are earned under the KERP, during the course of the bankruptcy cases prior to or concurrent with the effective date of any plan, shall constitute administrative expenses pursuant to section 503(b) of the Bankruptcy Code, thereby entitled to priority payment pursuant to section 507(a)(2) of the Bankruptcy Code.

8. Nothing in this Order or any action taken by the Debtors in furtherance of the implementation hereof shall be deemed to constitute an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and all of the Debtors' rights with respect to such matters are expressly reserved.

9. Nothing in this Order nor the Debtors' payment of claims pursuant to this Order shall be construed as or deemed to constitute (a) an agreement or admission by the Debtors as to the validity of any claim against the Debtors on any grounds, (b) a waiver or impairment of the Debtors' rights to dispute any claim on any grounds, (c) a promise by the Debtors to pay any claim, or (d) an implication or admission by the Debtors that such claim is payable pursuant to this Order.

10. Any Bankruptcy Rule (including, but not limited to, Bankruptcy Rule 6004(h)) or Local Rule that might otherwise delay the effectiveness of this Order is hereby waived, and the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

11. The entry of this Order is without prejudice to the Debtors' right to request further relief with respect to any other incentive plan.

12. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

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

Dated: November 22nd, 2019
Wilmington, Delaware



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

TAB 3

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

THE HONOURABLE

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)
)
)

TUESDAY, THE 3rd

JUSTICE

DAY OF DECEMBER, 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
(INDIRECT TALC CLAIMS BAR DATE AND KERP 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 November 26, 2019 (the "**Wilson Affidavit**"), the Fifth Report of Richter Advisory Group Inc., in its capacity as information officer (the "**Information Officer**") dated November 27, 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 November 27, 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 November 22, 2019 establishing (i) a bar date by which all entities, except as otherwise provided in the order, asserting Indirect Talc Claims must file proofs of claim and related procedures for filing proofs of claim and (ii) approving the general form and manner of notice of the Indirect Talc Claim Bar Date (the "**Indirect Talc Claims Bar Date Order**"); and
- (b) an order dated November 22, 2019 authorizing (i) the implementation of a key employee retention program (the "**KERP**") and (ii) approving the terms of the Debtors' proposed KERP (the "**KERP 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
(INDIRECT TALC CLAIMS BAR DATE AND
KERP 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
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

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

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

Proceeding commenced at Toronto

**MOTION RECORD
(FOREIGN ORDERS)
(returnable December 3, 2019)**

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Barristers & Solicitors
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199 Bay Street
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Lawyers for the Applicant