

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

THE HONOURABLE

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WEDNESDAY, THE 3rd

MR. JUSTICE MCEWEN

DAY OF APRIL, 2019

BETWEEN:

**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**

**ORDER
(FOREIGN ORDERS)**



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

ON READING the affidavit of Alexandra Picard sworn March 28, 2019 (the "**Second Picard Affidavit**"), the First Report of Richter Advisory Group Inc., in its capacity as information officer (the "**Information Officer**") dated April 1, 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 March 29, 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 Second Picard 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 extending the time for filing schedules and statements (the "**Schedules and Statements Order**");
- (b) an order authorizing the employment and retention of KCIC LLC as insurance and valuation consultant (the "**KCIC LLC Retention Order**");
- (c) an order authorizing the employment and retention of Prime Clerk LLC as administrative advisor (the "**Prime Clerk LLC Retention Order**");
- (d) an order authorizing the employment and retention of Richards, Layton & Finger, P.A. as US co-counsel (the "**Richards, Layton & Finger, P.A. Retention Order**");
- (e) an order authorizing the employment and payment of professionals utilized in ordinary course of business (the "**Ordinary Course Professionals Order**");
- (f) an order establishing procedures for interim compensation for professional services and reimbursement of professional expenses (the "**Interim Compensation and Reimbursement Order**");

- (g) an order authorizing the employment and retention of Stikeman Elliott LLP as Canadian counsel (the “**Stikeman Retention Order**”);
- (h) an order (i) authorizing, but not directing, the Debtors to pay certain prepetition claims as described in the Second Picard Affidavit held by (a) Shippers in an amount not to exceed USD\$3.3 million on a final basis (b) Lien Claimants in an amount not to exceed USD\$1.4 million on a final basis and (c) Royalty Interest Owners in an amount not to exceed USD\$900,000 on a final 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 USD\$300,000 absent further order of the Court; (iii) and 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 (the “**Final Lien Claimants Order**”);
- (i) an order (i) authorizing, but not directing, the Debtors to pay prepetition obligations owed to certain critical vendors, up to USD\$1.1 million on a final basis, absent further order of the Court; and (ii) authorizing financial institutions to honor and process related checks and transfers (the “**Final Critical Vendor Order**”);
- (j) an order (i) authorizing, but not directing, the Debtors to pay prepetition obligations owed to foreign vendors, up to USD\$1.4 million on a final basis, absent further order of the Court; and (ii) authorizing financial institutions to honor and process related checks and transfers (the “**Final Foreign Vendor Order**”);
- (k) an 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 USD\$1.505 million on a final basis, absent further order of the Court; and (ii) authorizing financial institutions to honor and process related checks and transfers (the “**Final Taxes Order**”);
- (l) an order (i) authorizing the Debtors to (a) pay prepetition insurance and bonding obligations, up to USD\$700,000, absent further order of the Court, (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 (the “**Final Insurance and Bonding Order**”);
- (m) an order (i) authorizing the Debtors to pay certain prepetition workforce obligations, including compensation, expense reimbursements, benefits, and related obligations, not exceeding the amount of USD\$2.587 million on a final basis, absent further order of the Court, and (ii) authorizing financial institutions to honor and process related checks and transfers (the “**Final Workforce Obligations Order**”);
- (n) an order with respect to utilities providers: (i) prohibiting 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 (the “**Final Utilities Order**”);
- (o) an order (i) authorizing the ability 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 not exceeding the amount of USD\$1.9 million in the aggregate, absent further order of the Court (the “**Final Customer Programs Order**”);
- (p) an interim order authorizing, but not directing, maintenance of 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 (and administrative expense priority status of) certain ordinary course intercompany transactions (the “**Second Interim Cash Management Order**”); and
- (q) an 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, based on the volume of filings, potential scope, and type of alleged liability of the Debtors, or related factors, in lieu of a list of the holders of the thirty largest

unsecured claims, and (ii) approving certain notice procedures for talc claimants (the "**Final Limit Notice and Approve Notice Procedures Order**").

GENERAL

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

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

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

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

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

APR 03 2019

PER / PAR: *RW*

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

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

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

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CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

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

Proceeding commenced at Toronto

ORDER

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