

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**

**APPLICATION RECORD
(Volume 2 of 2)
(Returnable February 19, 2019)**

February 15, 2019

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**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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TAB H

THIS IS EXHIBIT "H"

referred to in the Affidavit of Alexandra Picard

Sworn before me this 14th
day of February, 2019

Lesley A. Morris

A Commissioner for Taking Affidavits



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

| | | |
|---|---|-------------------------|
| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| IMERYS TALC AMERICA, INC., <i>et al.</i> , ¹ | : | Case No. 19-10289 (LSS) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | X | Re: Docket No. 4 |

INTERIM ORDER UNDER 11 U.S.C. §§ 105(a), 363(b), 503(b), 541, 1107(a), AND 1108 AND FED. R. BANKR. P. 6003 (I) AUTHORIZING DEBTORS TO PAY CERTAIN PREPETITION CLAIMS OF SHIPPERS, LIEN CLAIMANTS, ROYALTY INTEREST OWNERS, AND 503(B)(9) CLAIMANTS, (II) CONFIRMING ADMINISTRATIVE EXPENSE PRIORITY OF UNDISPUTED AND OUTSTANDING PREPETITION ORDERS, AND (III) GRANTING RELATED RELIEF

Upon the motion (the "Motion")² of the Debtors for an Interim Order (i) authorizing the Debtors to pay the Shipping Claims, Lien Claims, Royalty Payments, and 503(b)(9) Claims as provided herein; (ii) confirming the administrative expense priority status of Outstanding Orders and authorizing the Debtors to pay prepetition amounts related to the Outstanding Orders; and (iii) granting related relief, all as more fully set forth in the Motion; and the Court having reviewed the Motion and the Picard Declaration; 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 a final order

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 respective meanings ascribed to such terms in the Motion.

consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary, except as set forth in the Motion with respect to entry of this Order and notice of the final hearing; 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 on an interim basis, as set forth herein.
2. The Debtors are authorized, but not directed, to pay the prepetition Shipping Claims in an amount not to exceed \$1,900,000 in the aggregate (the “Interim Shipping Claims Cap”) absent further order of the Court.
3. The Debtors are authorized, but not directed, to pay the prepetition Lien Claims in an amount not to exceed \$1,000,000 in the aggregate (the “Interim Lien Claims Cap”) absent further order of the Court; *provided that* with respect to each Lien Claim, the Debtors shall not pay such Lien Claim unless the claimant has perfected, or is capable of perfecting in the future, in the Debtors’ business judgment, one or more liens in respect of such Lien Claim.
4. The Debtors are authorized, but not directed, to pay the prepetition Royalty Payments in an amount not to exceed \$200,000 in the aggregate (the “Interim Royalty Payments Cap”) absent further order of the Court.
5. The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment, to pay all or part of, and discharge, on a case-by-case basis, the 503(b)(9)

Claims in an amount not to exceed \$300,000 in the aggregate (the "503(b)(9) Claims Cap"), absent further order of the Court.

6. All undisputed obligations related to the Outstanding Orders are granted administrative expense priority status in accordance with section 503(b)(1)(A) of the Bankruptcy Code.

7. Each of the Banks at which the Debtors maintain their accounts relating to the payment of the Shipping Claims, Lien Claims, Royalty Payments, and 503(b)(9) Claims are authorized to (i) receive, process, honor, and pay all checks presented for payment and to honor all fund transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (ii) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of the Court, whether such checks, drafts, wires, or transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

8. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, on account of Shipping Claims, Lien Claims, Royalty Payments, and 503(b)(9) Claims as set forth herein and to replace any prepetition checks or electronic fund transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' Chapter 11 Cases.

9. Nothing in the Motion or this Interim Order, or the Debtors' payment of any claims pursuant to this Interim Order, shall be construed as: (a) an admission as to the validity of any claim against any Debtor or the existence of any lien against the Debtors' properties; (b) a waiver of the Debtors' rights to dispute any claim or lien on any grounds; (c) a promise to pay

any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code; or (f) a limitation on the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Interim Order. Nothing contained in this Interim Order shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

10. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

11. Under the circumstances of these Chapter 11 Cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

12. Notwithstanding Bankruptcy Rule 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry.

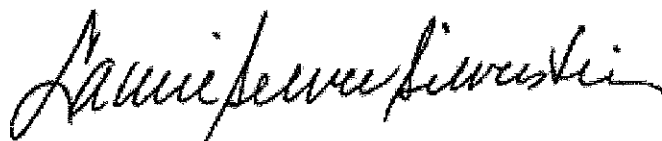
13. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Interim Order.

14. The final hearing (the "**Final Hearing**") on the Motion shall be held on March 20, 2019, at 2:00 p.m., prevailing Eastern Time. On or before 4:00 p.m., prevailing Eastern Time, on March 13, 2019, any objections or responses to entry of a final order on the Motion shall be filed with the Court, and served on: (a) Imerys Talc America, Inc., 100 Mansell Court East, Suite 300, Roswell, Georgia 30076 (Attn: Ryan J. Van Meter, Esq. (email: ryan.vanmeter@imerys.com)); (b) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, California 90071-1560 (Attn: Jeffrey E. Bjork, Esq. and Helena G. Tseregounis, Esq. (emails: jeff.bjork@lw.com and helena.tseregounis@lw.com)); (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn:

Mark D. Collins, Esq. (email: collins@rlf.com)); (d) counsel to the prepetition representative for future talc claimants, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Edwin Harron, Esq. and Robert Brady, Esq. (emails: eharron@ycst.com and rbrady@ycst.com)); (e) counsel to any statutory committee appointed in these cases, if any; and (f) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 19801 (Attn: Juliet M. Sarkessian, Esq. and Linda Richenderfer, Esq. (emails: juliet.m.sarkessian@usdoj.gov and linda.richenderfer@usdoj.gov)). In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

15. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Dated: February 14th, 2019
Wilmington, Delaware



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

TAB I

THIS IS EXHIBIT "I"

referred to in the Affidavit of Alexandra Picard

Sworn before me this 14th
day of February, 2019

Lesley A. Morris

A Commissioner for Taking Affidavits



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

----- x
In re: : Chapter 11
: :
IMERYS TALC AMERICA, INC., *et al.*,¹ : Case No. 19-10289 (LSS)
: :
Debtors. : (Jointly Administered)
: :
----- x Re: Docket No. 7

**INTERIM ORDER UNDER 11 U.S.C. §§ 105(a), 363(b), 503(b)(9), 1107(a), AND 1108
AND FED. R. BANKR. P. 6003 (I) AUTHORIZING PAYMENT OF PREPETITION
CLAIMS OF CRITICAL VENDORS; (II) AUTHORIZING FINANCIAL
INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS
AND TRANSFERS; AND (III) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")² of the Debtors for entry of an Interim Order under sections 105(a), 363(b), 503(b)(9), 1107(a), and 1108 of the Bankruptcy Code and Bankruptcy Rule 6003 (i) authorizing, but not directing, the Debtors to pay, in the ordinary course of business, the prepetition fixed, liquidated, and undisputed claims of critical vendors and service providers, subject to the conditions described herein, (ii) authorizing financial institutions to honor and process related checks and transfers, and (iii) granting certain related relief; and the Court having reviewed the Motion and the Picard Declaration; 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 a final order consistent with Article

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.

III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary, except as set forth in the Motion with respect to notice of the final hearing; 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 on an interim basis, as set forth herein.
2. The Debtors are authorized, but not directed, in their sole discretion, to pay, or cause to be paid, the Critical Vendor Claims of their Critical Vendors, subject to the terms and conditions of this Interim Order; *provided* that payments on account of Critical Vendor Claims shall not exceed \$500,000 in the aggregate without further order of this Court; *provided, however*, that, pending further order of this Court, the Debtors are not authorized to pay any Critical Vendor Claims held by vendors that are bound by an executory contract to continue to supply goods to the Debtors, unless such Critical Vendor Claims fall under section 503(b)(9) of the Bankruptcy Code.
3. The Debtors are authorized, but not directed, to undertake appropriate efforts to cause Critical Vendors to enter into a Trade Agreement with the Debtors substantially similar to the form attached as Exhibit C to the Motion, as a condition of payment of each Critical Vendor Claim.
4. If a Critical Vendor, whether under a Trade Agreement or otherwise, refuses to supply goods and/or services to the Debtors on Customary Trade Terms or Minimum Credit Terms (or such other terms as are agreed by the parties) following receipt of payment on its Critical Vendor Claim or otherwise fails to comply with any Trade Agreement entered into between such

Critical Vendor and the Debtors, then the Debtors reserve their rights to take any and all actions necessary to return the parties to the positions they held immediately prior to entry of this Interim Order with respect to all prepetition claims, including but not limited to: (a) declaring that any Trade Agreement between the Debtors and such Critical Vendor is terminated; (b) declaring that payments made to such Critical Vendor on account of its Critical Vendor Claims shall be deemed to have been made in payment of then-outstanding (or subsequently accruing) postpetition claims of such Critical Vendor without further order of the Court or action by any person or entity; and (c) recovering or seeking disgorgement of any payment made to such Critical Vendor on account of its Critical Vendor Claims to the extent that such payments exceed the value of the postpetition claims of such Critical Vendor, without giving effect to any rights of setoff, claims, provision for payment of reclamation or trust fund claims, or other defense. Nothing herein shall constitute a waiver of the Debtors' rights to seek damages or other appropriate remedies against any breaching Critical Vendor.

5. Notwithstanding the foregoing, the Debtors may, in their sole discretion, reinstate a Trade Agreement if the underlying default under the Trade Agreement is fully cured by the Critical Vendor not later than five business days following the Debtors' notification to the Critical Vendor that such default has occurred or the Debtors, in their sole discretion, reach a favorable alternative agreement with the Critical Vendor.

6. The amount of each Critical Vendor's Critical Vendor Claim set forth in connection with a Trade Agreement shall be used only for purposes of determining such Critical Vendor's claim for purposes of this Interim Order and shall not be deemed a claim allowed by the Court, and the rights of all interested persons to object to the allowance of such claim shall be fully preserved until further order of the Court. Further, signing a Trade Agreement containing a claim

amount for purposes of this Interim Order shall not excuse such Critical Vendor from filing a proof of claim in these cases.

7. No claimant who receives payment in full on account of a Critical Vendor Claim is permitted to file or perfect a Lien on account of such claim, assert a Reclamation Claim, and/or assert a 503(b)(9) Claim, and any such claimant shall take all necessary action, at its expense, to remove any existing Lien relating to such claim, and to withdraw any Reclamation Claim or 503(b)(9) Claim.

8. Nothing in the Motion or this Interim Order, or the Debtors' payment of any claims pursuant to this Interim Order, shall be deemed or construed as: (a) an admission as to the validity of any claim against any Debtor or the existence of any lien against the Debtors' properties; (b) a waiver of the Debtors' rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute a Critical Vendor Claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code; or (f) a limitation on the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Interim Order. Nothing contained in this Interim Order shall be deemed to increase, decrease, reclassify, elevate to an administrative expense status, change the priority, or otherwise affect the Critical Vendor Claims to the extent they are not paid.

9. Nothing in the Motion or this Interim Order, nor the Debtors' implementation of the relief granted in this Interim Order, shall be deemed to modify or waive any of the Debtors' rights with respect to goods and services requested or received from the Critical Vendors, including the Debtors' rights to (a) cancel a purchase order, (b) decline the acceptance of goods and/or

services, (c) return any defective, nonconforming or unacceptable good, or (d) contest the amount of any invoice or claims on any grounds.

10. At the direction of the Debtors, the Debtors' banks and financial institutions shall be and hereby are authorized to receive, process, honor, pay, and, if necessary, reissue all prepetition and postpetition checks and fund transfers, including prepetition checks and electronic payment and transfer requests that the Debtors reissue or re-request postpetition, on account of obligations owed to any Critical Vendor, provided that sufficient funds are on deposit in the applicable accounts to cover such payments. The Debtors' banks and other financial institutions are authorized to rely on the representations of the Debtors as to which checks and fund transfers should be honored and paid pursuant to this Interim Order.

11. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Interim Order shall be effective and enforceable immediately upon entry hereof.

12. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

13. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm.

14. The final hearing (the "**Final Hearing**") on the Motion shall be held on March 20, 2019, at 2:00 p.m., prevailing Eastern Time. On or before 4:00 p.m., prevailing Eastern Time, on March 13, 2019, any objections or responses to entry of a final order on the Motion shall be filed with the Court, and served on: (a) Imerys Talc America, Inc., 100 Mansell Court East, Suite 300, Roswell, Georgia 30076 (Attn: Ryan J. Van Meter, Esq. (email: ryan.vanmeter@imerys.com)); (b) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, California 90071-1560 (Attn: Jeffrey E. Bjork, Esq. and Helena G. Tseregounis, Esq. (emails: jeff.bjork@lw.com and helena.tseregounis@lw.com)); (c) Richards, Layton & Finger, P.A., One Rodney Square, 920

North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. (email: collins@rlf.com)); (d) counsel to the prepetition representative for future talc claimants, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Edwin Harron, Esq. and Robert Brady, Esq. (emails: eharron@ycst.com and rbrady@ycst.com)); (e) counsel to any statutory committee appointed in these cases, if any; and (f) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Juliet M. Sarkessian, Esq. and Linda Richenderfer, Esq. (emails: juliet.m.sarkessian@usdoj.gov and linda.richenderfer@usdoj.gov)). In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

15. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.

16. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Dated: February 14th, 2019
Wilmington, Delaware


LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

TAB J

THIS IS EXHIBIT "J"

referred to in the Affidavit of Alexandra Picard

Sworn before me this 14th
day of February, 2019

Lesley A. Morris

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., <i>et al.</i> , ¹ | : | Case No. 19-10289 (LSS) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | X | Re: Docket No. 15 |

INTERIM ORDER UNDER 11 U.S.C. §§ 105(a), 363(b), AND 1107(a), AND FED. R. BANKR. P. 6003 (I) AUTHORIZING PAYMENT OF PREPETITION CLAIMS OF FOREIGN VENDORS; (II) AUTHORIZING FINANCIAL INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS; AND (III) GRANTING RELATED RELIEF

Upon the motion (the "Motion")² of the Debtors for entry of an Interim Order under sections 105(a), 363(b), and 1107(a) of the Bankruptcy Code and Bankruptcy Rule 6003 (i) authorizing, but not directing, the Debtors to pay, in the ordinary course of business, the prepetition fixed, liquidated, and undisputed claims of foreign vendors and service providers, subject to the conditions described herein, (ii) authorizing financial institutions to honor and process related checks and transfers, and (iii) granting certain related relief; and the Court having reviewed the Motion and the Picard Declaration; 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

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.

pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary, except as set forth in the Motion with respect to notice of the final hearing; 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 on an interim basis, as set forth herein.
2. The Debtors are authorized, but not directed, in their sole discretion, to pay, or cause to be paid, the Foreign Vendor Claims, subject to the terms and conditions of this Interim Order; *provided* that payments on account of Foreign Vendor Claims shall not exceed \$900,000 in the aggregate without further order of this Court.
3. The Debtors are authorized, in their sole discretion, to pay the Foreign Vendor Claims upon such terms and in the manner provided in the Motion and this Interim Order, in the ordinary course of business, when due, *provided, however*, that the Debtors are authorized, but not directed, to undertake appropriate efforts to cause Foreign Vendors to supply goods and services to the Debtors postpetition on (a) the most favorable trade terms and practices (including, without limitation, credit limits, pricing, timing payments, allowances, rebates, discounts, and other applicable terms and programs) in effect between the Foreign Vendor and the Debtors within the sixty day period preceding the Petition Date or (b) such other trade terms and practices as agreed to by the Debtors and the Foreign Vendor (the “**Customary Trade Terms**”); *provided further, however*, that the Debtors have the right to adjust normal trade terms with any Foreign Vendor according to the facts and circumstances.

4. If a Foreign Vendor refuses to supply goods and/or services to the Debtors on Customary Trade Terms (or such other terms as are agreed by the parties) following receipt of payment on its Foreign Vendor Claim, then the Debtors reserve their rights to take any and all actions necessary to return the parties to the positions they held immediately prior to entry of this Interim Order with respect to all prepetition claims, including but not limited to: (a) declaring that payments made to such Foreign Vendor on account of its Foreign Vendor Claims shall be deemed to have been made in payment of then-outstanding (or subsequently accruing) postpetition claims of such Foreign Vendor without further order of the Court or action by any person or entity; and (b) recovering or seeking disgorgement of any payment made to such Foreign Vendor on account of its Foreign Vendor Claims to the extent that such payments exceed the value of the postpetition claims of such Foreign Vendor, without giving effect to any rights of setoff, claims, provision for payment of reclamation or trust fund claims, or other defense.

5. No claimant who receives payment in full on account of a Foreign Vendor Claim is permitted to file or perfect a lien on account of such claim, assert a claim for reclamation, and/or assert a claim under section 503(b)(9) of the Bankruptcy Code, and any such claimant shall take all necessary action, at its expense, to remove any existing lien relating to such claim, and to withdraw any claim for reclamation or claim under section 503(b)(9) of the Bankruptcy Code.

6. Nothing in the Motion or this Interim Order, or the Debtors' payment of any claims pursuant to this Interim Order, shall be deemed or construed as: (a) an admission as to the validity of any claim against any Debtor or the existence of any lien against the Debtors' properties; (b) a waiver of the Debtors' rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute a Foreign Vendor Claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to

section 365 of the Bankruptcy Code; or (f) a limitation on the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Interim Order. Nothing contained in this Interim Order shall be deemed to increase, decrease, reclassify, elevate to an administrative expense status, change the priority, or otherwise affect the Foreign Vendor Claims to the extent they are not paid.

7. Nothing in the Motion or this Interim Order, nor the Debtors' implementation of the relief granted in this Interim Order, shall be deemed to modify or waive any of the Debtors' rights with respect to goods and services requested or received from the Foreign Vendors, including the Debtors' rights to (a) cancel a purchase order, (b) decline the acceptance of goods and/or services, (c) return any defective, nonconforming or unacceptable good, or (d) contest the amount of any invoice or claims on any grounds.

8. At the direction of the Debtors, the Debtors' banks and financial institutions shall be and hereby are authorized to receive, process, honor, pay, and, if necessary, reissue all prepetition and postpetition checks and fund transfers, including prepetition checks and electronic payment and transfer requests that the Debtors reissue or re-request postpetition, on account of obligations owed to any Foreign Vendor, provided that sufficient funds are on deposit in the applicable accounts to cover such payments. The Debtors' banks and other financial institutions are authorized to rely on the representations of the Debtors as to which checks and fund transfers should be honored and paid pursuant to this Interim Order.

9. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Interim Order shall be effective and enforceable immediately upon entry hereof.

10. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

11. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm.

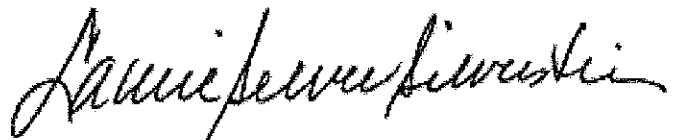
12. The final hearing (the "**Final Hearing**") on the Motion shall be held on March 20, 2019, at 2:00 p.m., prevailing Eastern Time. On or before 4:00 p.m., prevailing Eastern Time, on March 13, 2019, any objections or responses to entry of a final order on the Motion shall be filed with the Court, and served on: (a) Imerys Talc America, Inc., 100 Mansell Court East, Suite 300, Roswell, Georgia 30076 (Attn: Ryan J. Van Meter, Esq. (email: ryan.vanmeter@imerys.com)); (b) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, California 90071-1560 (Attn: Jeffrey E. Bjork, Esq. and Helena G. Tseregounis, Esq. (emails: jeff.bjork@lw.com and helena.tseregounis@lw.com)); (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. (email: collins@rlf.com)); (d) counsel to the prepetition representative for future talc claimants, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Edwin Harron, Esq. and Robert Brady, Esq. (emails: eharron@ycst.com and rbrady@ycst.com)); (e) counsel to any statutory committee appointed in these cases, if any; and (f) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Juliet M. Sarkessian, Esq. and Linda Richenderfer, Esq. (emails: juliet.m.sarkessian@usdoj.gov and linda.richenderfer@usdoj.gov)). In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

13. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.

14. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Dated: February 14th, 2019
Wilmington, Delaware

US-DOCS\105941827.1



6 LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

TAB K

THIS IS EXHIBIT "K"

referred to in the Affidavit of Alexandra Picard

Sworn before me this 14th
day of February, 2019

Lesley A. Morris

A Commissioner for Taking Affidavits



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

----- X
In re: : Chapter 11
: :
IMERYS TALC AMERICA, INC., *et al.*,¹ : Case No. 19-10289 (LSS)
: :
Debtors. : (Jointly Administered)
: :
----- X Re: Docket No. 8

**INTERIM ORDER UNDER 11 U.S.C. §§ 105(a), 363 (b), 506(a), 507(a)(8), AND 541
AND FED. R. BANKR. P. 6003 AUTHORIZING PAYMENT OF
PREPETITION TAXES AND FEES**

Upon the motion (the "Motion")² of the Debtors for an Interim Order authorizing the Debtors, in their sole discretion, to pay or set off any prepetition Taxes and Fees owing to the Taxing Authorities, Imerys USA and the other Debtors; and the Court having reviewed the Motion and the Picard Declaration; 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 as of 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 a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary, except as set forth in the Motion with respect to entry of this Interim Order and notice of the Final Hearing (as

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.

defined below); 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 the Interim Order, therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED on an interim basis, as set forth herein.
2. The Debtors are authorized, but not directed, in their sole discretion, to (i) pay to the Taxing Authorities and (ii) pay to, or set off against amounts owed by, Imerys USA or the other Debtors, all Taxes and Fees relating to the period prior to the commencement of their Chapter 11 Cases (the "**Petition Date**"), *provided that* payments and setoffs on account of prepetition Taxes and Fees shall not exceed \$715,000 in the aggregate pursuant to this Interim Order without further order of this Court.
3. Notwithstanding the foregoing, nothing in this Interim Order authorizes the Debtors to reimburse Imerys USA or the other Debtors for amounts paid by such entities on behalf of the Debtors prior to the Petition Date. The rights of Imerys USA and the other Debtors to set off any amounts owed by the Debtors are hereby preserved.
4. The Debtors may seek additional relief from this Court in the future in the event that the Debtors subsequently determine that additional prepetition Taxes and Fees are owed by the Debtors.
5. Nothing in the Motion or this Interim Order shall be construed as impairing the Debtors' right to contest the validity, amount, or priority of any Taxes and Fees allegedly due or owing to any Taxing Authorities, Imerys USA or the other Debtors, or any claim or lien against the Debtors and all Debtors' rights with respect thereto are hereby reserved.

6. The Debtors' banks and financial institutions shall be, and are hereby authorized, when requested by the Debtors in their sole discretion, to process, honor, pay and, if necessary, reissue any and all checks or electronic fund transfers, including prepetition checks and electronic payment and transfer requests that the Debtors reissue or re-request postpetition, drawn on the Debtors' bank accounts relating to the prepetition Taxes and Fees, whether those checks were presented prior to or after the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments.

7. The Debtors' banks and financial institutions may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this Interim Order, and any such bank or financial institution shall not have any liability to any party for relying on such representations by the Debtors as provided for in this Interim Order.

8. Nothing in the Motion or this Interim Order, or the Debtors' payment of any claims pursuant to this Interim Order, shall be construed as: (a) an admission as to the validity of any claim against any Debtor or the existence of any lien against the Debtors' properties; (b) a waiver of the Debtors' rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code; or (f) a limitation on the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Interim Order. Nothing contained in this Interim Order shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

9. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Interim Order shall be effective and enforceable immediately upon entry hereof.

10. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

11. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm.

12. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Interim Order.

13. The final hearing (the "**Final Hearing**") on the Motion shall be held on March 20, 2019, at 2:00 p.m., prevailing Eastern Time. On or before 4:00 p.m., prevailing Eastern Time, on March 13, 2019, any objections or responses to entry of a final order on the Motion shall be filed with the Court, and served on: (a) Imerys Talc America, Inc., 100 Mansell Court East, Suite 300, Roswell, Georgia 30076 (Attn: Ryan J. Van Meter, Esq. (email: ryan.vanmeter@imerys.com)); (b) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, California 90071-1560 (Attn: Jeffrey E. Bjork, Esq. and Helena G. Tseregounis, Esq. emails: jeff.bjork@lw.com and helena.tseregounis@lw.com)); (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. (email: collins@rlf.com)); (d) counsel to the prepetition representative for future talc claimants, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Edwin Harron, Esq. and Robert Brady, Esq. (emails: eharron@ycst.com and rbrady@ycst.com)); (e) counsel to any statutory committee appointed in these cases, if any; and (f) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Juliet M. Sarkessian, Esq. and Linda Richenderfer, Esq. (emails: juliet.m.sarkessian@usdoj.gov and linda.richenderfer@usdoj.gov)). In the event no

objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

14. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Dated: February 14th, 2019
Wilmington, Delaware



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

TAB L

THIS IS EXHIBIT "L"

referred to in the Affidavit of Alexandra Picard

Sworn before me this

14th

day of February, 2019

Lesley A. Morris

A Commissioner for Taking Affidavits



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

----- x
In re: : Chapter 11
: :
IMERYS TALC AMERICA, INC., *et al.*,¹ : Case No. 19-10289 (LSS)
: :
Debtors. : (Jointly Administered)
: :
----- x Re: Docket No. 3

**INTERIM ORDER UNDER 11 U.S.C. §§ 105(a), 362(d), 363(b), AND 503(b),
AUTHORIZING DEBTORS TO (I) PAY THEIR PREPETITION INSURANCE
OBLIGATIONS, (II) PAY THEIR PREPETITION BONDING OBLIGATIONS, (III)
MAINTAIN THEIR POSTPETITION INSURANCE COVERAGE, AND
(IV) MAINTAIN THEIR BONDING PROGRAM**

Upon the motion (the "Motion")² of the Debtors for an Interim Order, authorizing the Debtors to (a) continue to (i) administer the Insurance Policies and pay and set off the Prepetition Insurance Obligations and (ii) pay and set off the Prepetition Bonding Obligations, to the extent the Debtors determine in their discretion that such payments are necessary or appropriate; (b) in the ordinary course of business, pay all postpetition premiums, administrative fees, deductibles, and other obligations relating to the (i) Postpetition Insurance Obligations or (ii) the Postpetition Bonding Obligations, as such payments become due; and (c) revise, extend, supplement, change, terminate, and/or replace the Debtors' insurance coverage or the Bonding Program as needed in the ordinary course of business; and the Court having reviewed the Motion and the Picard Declaration; and the Court having jurisdiction to consider the Motion and the

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.

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 as of 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 a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary, except as set forth in the Motion with respect to entry of this Interim Order and notice of the Final Hearing (as defined below); 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 Interim Order, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The Debtors are authorized, but not directed, to continue their Insurance Policies and Bonding Program.
3. The Debtors are authorized, but not directed, to (i) pay to the Insurance Carriers, Brokers, and the Sureties and (ii) pay to, or set off against amounts owed by, Imerys USA, Imerys Clays, or the other Debtors, any amounts owed on account of the Insurance Obligations and Bonding Obligations, whether incurred prepetition or postpetition; *provided that* payments and setoffs on account of prepetition Insurance and Bonding Obligations shall not exceed \$700,000 in the aggregate pursuant to this Interim Order without further order of this Court.

4. Notwithstanding the foregoing, nothing in this Interim Order authorizes the Debtors to reimburse Imerys USA, Imerys Clays, or the other Debtors for amounts paid by such entities on behalf of the Debtors prior to the Petition Date. The rights of Imerys USA, Imerys Clays and the other Debtors to set off any amounts owed by the Debtors are hereby preserved.

5. The Debtors are authorized, but not directed, to revise, extend, supplement, change, terminate, and/or replace insurance coverage and their Bonding Program as needed and to enter into new insurance policies and surety bonds through renewal or purchase of new insurance policies and surety bonds, in each case without further notice to, hearing before, or order from this Court.

6. The Debtors are authorized to pay any prepetition or postpetition fees, costs, and commissions of the Brokers in connection with the Insurance Policies in the ordinary course of business.

7. The Debtors' banks and financial institutions shall be, and hereby are, authorized, when requested by the Debtors in their sole discretion, to process, honor, pay, and, if necessary, reissue any and all checks, including prepetition checks that the Debtors reissue postpetition, and electronic fund transfers drawn on the Debtors' bank accounts relating to the Insurance Obligations and the Bonding Obligations, whether such checks were presented or funds transfer requests were submitted prior to or subsequent to the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments.

8. The Debtors' banks and financial institutions may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this Interim Order,

and any such Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for in this Interim Order.

9. The Debtors are hereby authorized, but not directed, to issue postpetition checks or to effect postpetition fund transfer requests in replacement of any checks or fund transfer requests with respect to Prepetition Insurance Obligations and Prepetition Bonding Obligations dishonored or denied as a consequence of the commencement of the Chapter 11 Cases, and to reimburse any expenses that holders of claims in connection with the Prepetition Insurance Obligations and Prepetition Bonding Obligations may incur as a result of any bank's failure to honor a prepetition check.

10. Zurich American Insurance Company, Zurich Insurance Company, and XL Insurance America, Inc., shall be, and hereby are, authorized to promptly pay and otherwise honor their obligation to pay defense costs as set forth in their Historical Policies to the Debtors, their defense counsel, experts, their affiliates, and/or any third parties (including the Debtors' and their affiliates' other professionals), except as further provided by order of the Court.

11. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Interim Order shall create any rights in favor of, or enhance the status of any claim held by, any person to whom any of the Insurance Obligations or Bonding Obligations may be owed.

12. Neither the provisions contained herein, nor any actions or payments made by the Debtors pursuant to this Interim Order, shall be deemed an assumption of any executory contract, or otherwise shall constitute a waiver of the Debtors' rights under section 365 of the Bankruptcy Code or an admission by the Debtors that any of the Insurance Policies or the

Bonding Program, or any related agreements or contracts constitutes an executory contract within the meaning of section 365 of the Bankruptcy Code.

13. Neither the provisions contained herein, nor any actions or payments made by the Debtors pursuant to this Interim Order, shall be deemed an admission as to the validity of any underlying obligation or a waiver of any rights the Debtors may have to dispute such obligation on any ground that applicable law permits.

14. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Interim Order shall be effective and enforceable immediately upon entry hereof.

15. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

16. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm.

17. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Interim Order.

18. The final hearing (the "**Final Hearing**") on the Motion shall be held on March 20, 2019, at 2:00 p.m., prevailing Eastern Time. On or before 4:00 p.m., prevailing Eastern Time, on March 13, 2019, any objections or responses to entry of a final order on the Motion shall be filed with the Court, and served on: (a) Imerys Talc America, Inc., 100 Mansell Court East, Suite 300, Roswell, Georgia 30076 (Attn: Ryan J. Van Meter, Esq. (email: ryan.vanmeter@imerys.com)); (b) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, California 90071-1560 (Attn: Jeffrey E. Bjork, Esq. and Helena G. Tseregounis, Esq. emails: jeff.bjork@lw.com and helena.tseregounis@lw.com)); (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn:

Mark D. Collins, Esq. (email: collins@rlf.com)); (d) counsel to the prepetition representative for future talc claimants, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Edwin Harron, Esq. and Robert Brady, Esq. (emails: eharron@ycst.com and rbrady@ycst.com)); (e) counsel to any statutory committee appointed in these cases, if any; and (f) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Juliet M. Sarkessian, Esq. and Linda Richenderfer, Esq. (emails: juliet.m.sarkessian@usdoj.gov and linda.richenderfer@usdoj.gov)). In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

19. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Dated: February 14th, 2019
Wilmington, Delaware

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LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

TAB M

THIS IS EXHIBIT "M"

referred to in the Affidavit of Alexandra Picard

Sworn before me this 14th
day of February, 2019

Lesley A. Morris

A Commissioner for Taking Affidavits



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

X Re: Docket No. 9

**INTERIM ORDER (I) AUTHORIZING PAYMENT OF CERTAIN PREPETITION
 WORKFORCE OBLIGATIONS, INCLUDING COMPENSATION, EXPENSE
 REIMBURSEMENTS, BENEFITS, AND RELATED OBLIGATIONS, (II)
 CONFIRMING RIGHT TO CONTINUE WORKFORCE PROGRAMS ON
 POSTPETITION BASIS, (III) AUTHORIZING PAYMENT OF WITHHOLDING AND
 PAYROLL-RELATED TAXES, (IV) AUTHORIZING PAYMENT OF PREPETITION
 CLAIMS OWING TO ADMINISTRATORS OF, OR THIRD PARTY PROVIDERS
 UNDER, WORKFORCE PROGRAMS, AND (V) AUTHORIZING BANKS TO HONOR
 PREPETITION CHECKS AND FUND TRANSFERS FOR AUTHORIZED PAYMENTS**

Upon the motion (the "Motion")² of the Debtors for entry of an Interim Order under sections 105(a), 362(d), 363(b), 363(c), 506(a), 507(a), 541, 553, 1107(a), and 1108 of the Bankruptcy Code, and Bankruptcy Rule 6003 (i) authorizing the Debtors to pay certain prepetition amounts owing to or for the benefit of the Workforce for compensation, reimbursable expenses, and benefits; (ii) confirming the Debtors' right to continue postpetition, in the ordinary course of business, the workforce-related plans, programs, and policies in effect immediately prior to the filing of these cases; (iii) authorizing the Debtors to pay any and all local, state, federal, and foreign withholding and payroll-related or similar taxes relating to prepetition periods; (iv) confirming the Debtors' right to continue to deduct and to transmit deductions from

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.

payroll checks as authorized by employees or required under any workforce-related plan, program, or policy or as required by law; (v) authorizing the Debtors to pay any prepetition claims owing to the administrators of, or third party providers under, such plans, programs, and policies as necessary to ensure the delivery of compensation, benefits, and expense reimbursements to their Workforce; and (vi) authorizing all banks to receive, process, honor, pay and, if necessary, reissue all prepetition and postpetition checks and fund transfers, including prepetition checks and electronic payment and transfer requests that the Debtors reissue or re-request postpetition, on account of any obligations authorized to be paid hereunder; and the Court having reviewed the Motion and the Picard Declaration; 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 as of 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 a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary, except as set forth in the Motion with respect to entry of this Order and notice of the final hearing; 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 on an interim basis, as set forth herein.

2. The Debtors are authorized to pay, set off against amounts owed by Imerys USA, Imerys Clays or the other Debtors, or otherwise honor the Prepetition Workforce Obligations described in the Motion, to, or for the benefit of, the Workforce, under the Workforce Programs. Notwithstanding any other provision of this Interim Order, such payments and setoffs on account of each category of prepetition claims corresponding to claims discussed in the section of the Motion noted in brackets shall not exceed the amounts specified in the chart below or \$1,914,000 in the aggregate without further order of the Court:

| Relief Sought | Interim Amount Requested |
|---|---------------------------------|
| Prepetition Workforce Compensation [Section A] | \$830,000 |
| Employee Reimbursement Obligations [Section B] | \$316,000 |
| Employee Benefits Obligations [Section C] | \$719,000 |
| Payments to Independent Director [Section E] | \$5,000 |
| Payments to Administrators [Section F] | \$9,000 |
| Payments to Employee Benefits Consultants [Section G] | \$35,000 |

3. Notwithstanding the foregoing, nothing in this Interim Order authorizes the Debtors to reimburse Imerys USA, Imerys Clays, or the other Debtors for amounts paid by such entities on behalf of the Debtors prior to the Petition Date. Notwithstanding the foregoing, the rights of Imerys USA, Imerys Clays, and the other Debtors to set off any amounts owed by the Debtors are hereby preserved.

4. Except as provided otherwise in this Interim Order, the Debtors are authorized to (a) continue each of the Workforce Programs, including but not limited to

maintaining the Employee Benefits described in the Motion, in the ordinary course of business during the pendency of these cases in the manner and to the extent that such Workforce Programs were in effect immediately prior to the filing of these cases, and (b) continue to fund and to make payments or set offs in connection with the costs of and the expenses incurred in the administration of any Workforce Program.

5. Nothing herein shall be deemed to authorize the Debtors to cash out or set off unpaid PTO except upon termination of an employee to the extent required by applicable non-bankruptcy law.

6. Subject to the following proviso, the Debtors are authorized to continue the Employee Incentive Programs, the Severance Pay Plan, and the Timmins Union Severance Program on a postpetition basis in the ordinary course of business, and in each case to pay any accrued amounts thereunder as they become due; provided that (i) continuation of the Employee Incentive Programs, the Severance Pay Plan, and the Timmins Union Severance Program, and payment of amounts accrued thereunder as they become due, shall be subject to entry of a final order on the Motion with respect to any individual Employee who is an "insider" as defined in the Bankruptcy Code, which, for the purpose of this Interim Order, shall include any person holding the title of an officer, including that of Vice-President, and (ii) nothing in this Interim Order shall be deemed to authorize the payment of any amounts in satisfaction of bonus or severance obligations that are subject to section 503(c) of the Bankruptcy Code.

7. Subject to the cap set forth in paragraph 2 of this Interim Order, the Debtors are authorized to reimburse the Employees for all Employee Reimbursement Obligations incurred prior to the Petition Date, and are authorized to make direct payments to

third parties, or set offs, on account of amounts owed in connection with the Employee Reimbursement Obligations.

8. The Debtors shall continue to participate in the Deferred Compensation Plan, provided, however, that no payments with respect to the Deferred Compensation Plan shall be made prior to entry of a final order on the Motion.

9. The Debtors are authorized to continue their workers' compensation programs and to pay or set off any outstanding prepetition claims, taxes, charges, assessments, premiums, and third party administrator fees arising under the workers' compensation policies and or programs in which they participate. In addition, the automatic stay of section 362 of the Bankruptcy Code is hereby lifted to allow US Workers' Compensation Claims and claims, if any, under the Canadian Workers' Compensation Program to proceed under the applicable US Workers' Compensation Policy or the under the Canadian Workers' Compensation Program, respectively, and to allow the Debtors' insurance providers, the WSIB and/or third party administrators to negotiate, settle, and/or litigate US Workers' Compensation Claims or claims under the Canadian Workers' Compensation Program, if any, and pay resulting amounts, to the extent required by applicable law, whether such claims arose before or after the Petition Date.

10. The Debtors are authorized to pay or set off any and all local, state, federal, and foreign withholding and payroll-related or similar taxes related to the Prepetition Workforce Obligations including, but not limited to, all withholding taxes, social security taxes, Medicare taxes, and employment insurance taxes and premiums, whether such taxes relate to the period before or after the Petition Date.

11. The Debtors are authorized to pay, or set off amounts owed in connection with, claims of the Administrators and Employee Benefits Consultants in connection with

administering and delivering payments or providing other services and benefits to the Workforce for prepetition services rendered and claims for reimbursement based on prepetition disbursements made by the Administrators or Employee Benefits Consultants.

12. The Debtors are authorized to pay or set off prepetition expenses incurred by the Independent Director not to exceed \$5,000. The Debtors are authorized to continue to pay or setoff the Independent Director's monthly fees and expense reimbursements on a postpetition basis in the ordinary course of business.

13. The Debtors' banks and financial institutions shall be, and hereby are, authorized, when requested by the Debtors in their sole discretion, to process, honor, and pay any and all checks or electronic fund transfers drawn on the Debtors' bank accounts to pay all prepetition amounts owed to any party in connection with the Prepetition Workforce Obligations, whether those checks were presented prior to or after the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments. Further, the Debtors are authorized to issue new postpetition checks and initiate new postpetition electronic fund transfers to replace any checks or electronic fund transfers that may be dishonored and to reimburse any related expenses that may be incurred as a result of any bank's failure to honor a prepetition check or electronic fund transfer.

14. The Debtors' banks and financial institutions may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this Interim Order, and any such Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for in this Interim Order.

15. Authorization to pay, and the payment or set off of, any amounts on account of Prepetition Workforce Obligations shall not affect the Debtors' right to contest the amount or validity of any Prepetition Workforce Obligation, including without limitation, any amounts that may be due to any taxing authority.

16. Neither the provisions of this Interim Order, nor any payments or set offs made or not made by the Debtors pursuant to this Interim Order, shall be deemed an assumption or rejection of any Workforce Program, agreement or contract, or otherwise affect the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract between the Debtors and any member of the Workforce, or other person.

17. Notwithstanding anything to the contrary in this Interim Order, the Debtors retain their right to modify or terminate any Workforce Program as may be required by applicable law, or to make modifications in the ordinary course of business without further order of the Court, to the extent that such right exists under the terms of the Workforce Program; provided, however, that the Debtors shall seek court approval, on notice, of any modification that would implicate any portion of section 503(c) of the Code.

18. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Interim Order shall create any rights in favor of, or enhance the status of any claim held by, any member of the Workforce, or other person.

19. Prior to entry of a final order on the Motion, no payments to any individual Employee or other member of the Workforce on account of pre-petition obligations shall exceed, in the aggregate, the amounts set forth in 11 U.S.C. §§ 507(a)(4) and 507(a)(5).

20. The contents of the Motion satisfy the requirements of Bankruptcy Rules 6003(b) and 6004(a).

21. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order are immediately effective and enforceable upon its entry.

22. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.

23. The final hearing (the "**Final Hearing**") on the Motion shall be held on March 20, 2019 at 2:00 p.m., prevailing Eastern Time. On or before 4:00 p.m., prevailing Eastern Time, on March 13, 2019, any objections or responses to entry of a final order on the Motion shall be filed with the Court, and served on: (a) Imerys Talc America, Inc., 100 Mansell Court East, Suite 300, Roswell, Georgia 30076 (Attn: Ryan J. Van Meter, Esq. (email: ryan.vanmeter@imerys.com)); (b) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, California 90071-1560 (Attn: Jeffrey E. Bjork, Esq. and Helena G. Tseregounis, Esq. (emails: jeff.bjork@lw.com and helena.tseregounis@lw.com)); (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. (email: collins@rlf.com)); (d) counsel to the prepetition representative for future talc claimants, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Edwin Harron, Esq. and Robert Brady, Esq. (emails: eharron@ycst.com and rbrady@ycst.com)); (e) counsel to any statutory committee appointed in these cases, if any; (f) Pension Benefit Guaranty Corporation, Office of the General Counsel, 1200 K Street N.W., Suite 340, Washington, DC 20005-4026 (Attn: Teresa N. Saunders and Wayne Owen (emails: saunders.teresa@pbgc.gov and owen.wayne@pbgc.gov)); and (g) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Juliet M. Sarkessian, Esq. and Linda Richenderfer, Esq. (emails: juliet.m.sarkessian@usdoj.gov and linda.richenderfer@usdoj.gov)). In the event no objections to

entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

24. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Dated: February 14th, 2019
Wilmington, Delaware

US-DOCS\105978068.3RLF1 20817647v.1



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

TAB N

THIS IS EXHIBIT "N"

referred to in the Affidavit of Alexandra Picard

Sworn before me this 14th

day of February, 2019

Lesley A. Morris

A Commissioner for Taking Affidavits



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

----- X
In re: : Chapter 11
: :
IMERYS TALC AMERICA, INC., *et al.*,¹ : Case No. 19-10289 (LSS)
: :
Debtors. : (Jointly Administered)
: :
----- X Re: Docket No. 13

**INTERIM ORDER UNDER 11 U.S.C. §§ 105(a) AND 366
(I) PROHIBITING UTILITY COMPANIES FROM ALTERING OR
DISCONTINUING SERVICE ON ACCOUNT OF PREPETITION INVOICES,
(II) APPROVING DEPOSIT AS ADEQUATE ASSURANCE OF PAYMENT,
AND (III) ESTABLISHING PROCEDURES FOR RESOLVING REQUESTS
BY UTILITY COMPANIES FOR ADDITIONAL ASSURANCE OF PAYMENT**

Upon the motion (the "Motion")² of the Debtors for entry of an Interim Order under sections 105(a) and 366 of the Bankruptcy Code, (i) prohibiting the Debtors' Utility Companies from altering, refusing, or discontinuing service to, or discriminating against, the Debtors, (ii) approving an adequate assurance deposit as adequate assurance of postpetition payment to the Utility Companies, and (iii) establishing procedures for resolving any subsequent requests by the Utility Companies for additional adequate assurance of payment; and the Court having reviewed the Motion and the Picard Declaration; 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*

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.

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 a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary, except as set forth in the Motion with respect to notice of the final hearing; 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 on an interim basis, as set forth herein.
2. Absent further order of this Court, the Utility Companies, including any subsequently added Utility Companies, are hereby prohibited from altering, refusing, or discontinuing service to, or discriminating against, the Debtors on account of unpaid prepetition invoices or due to the commencement of the Chapter 11 Cases, or requiring the Debtors to pay a deposit or other security in connection with the provision of postpetition Utility Services, other than in accordance with the Additional Adequate Assurance Procedures contained herein. The Utility Companies are also prohibited from drawing upon any existing security deposit, surety bond, or other form of security to secure future payment for Utility Services.
3. The Debtors shall cause an amount equal to \$500,000 to be deposited into a separate, non-interest-bearing account (the "**Adequate Assurance Deposit**") within twenty days of the Petition Date. The account will be held at a bank that has executed the approved Uniform Depository Agreement with the United States Trustee for the District of Delaware. The Adequate Assurance Deposit shall serve as a cash security deposit to provide adequate assurance

of payment for Utility Services provided to the Debtors after the Petition Date and through the pendency of the Chapter 11 Cases. The amount of the Adequate Assurance Deposit will remain \$500,000 throughout these Chapter 11 Cases (*i.e.*, the amount will not be recalculated), unless otherwise adjusted as provided for herein. The amount of the deposit attributable to each Utility Company is set forth on the Utility Company List attached hereto as Exhibit A.

4. The balance of the Adequate Assurance Deposit may be adjusted and/or reduced by the Debtors, without further order, to account for any of the following: (i) to the extent that the Adequate Assurance Deposit includes any amount on account of a company that the Debtors subsequently determine is not a “utility” within the meaning of section 366 of the Bankruptcy Code, (ii) an adjustment or payment made in accordance with the Delinquency Notice Procedures described in Paragraphs 6 and 7 below, (iii) the termination of a Utility Service by a Debtor regardless of any Additional Adequate Assurance Request (as defined below), (iv) the closure of a utility account with a Utility Company for which funds have been contributed for the Adequate Assurance Deposit, or (v) any other arrangements with respect to adequate assurance of payment reached by a Debtor with individual Utility Companies; *provided*, that, with respect to a company falling under subsections (i), (iii), or (iv) above, or as to which the Debtors otherwise remove from the Utility Company List, the Debtors may adjust and/or amend the balance of the Adequate Assurance Deposit for such Utility Company upon fourteen days’ advance notice to such company, *provided, however*, that the Debtors shall not reduce from the Adequate Assurance Deposit any portion of the amount attributable to a particular Utility Company unless and until the fourteen day notice period has passed and the Debtors have not received any objection to such reduction, or until any such objection has been resolved consensually or by order of the Court.

5. The Debtors shall maintain the Adequate Assurance Deposit until the earlier of the Court's entry of an order authorizing the return of the Adequate Assurance Deposit to the Debtors and the effective date of a plan of reorganization for the Debtors (at which time the funds comprising the Adequate Assurance Deposit shall automatically, without further order of the Court, be returned to the Debtors or reorganized Debtors, as applicable).

6. To the extent the Debtors become delinquent with respect to a Utility Company's account, such Utility Company shall be permitted to file a written notice of such delinquency (the "**Delinquency Notice**") with the Court and serve such Delinquency Notice on: (a) Imerys Talc America, Inc., 100 Mansell Court East, Suite 300, Roswell, Georgia 30076 (Attn: Ryan J. Van Meter, Esq. (email: ryan.vanmeter@imerys.com)); (b) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, California 90071-1560 (Attn: Jeffrey E. Bjork, Esq. and Helena G. Tseregounis, Esq. (emails: jeff.bjork@lw.com and helena.tseregounis@lw.com)); (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. (email: collins@rlf.com)); and (d) counsel to any statutory committee appointed in these cases, if any (each, a "**Delinquency Notice Party**"). Such Delinquency Notice must (x) set forth the amount of the delinquency, (y) set forth the location for which Utility Services are provided, and (z) provide each of the Debtors' account numbers with the Utility Company that have become delinquent.

7. If a Delinquency Notice is properly provided as described above, and such delinquency is not cured and no Delinquency Notice Party has objected to the Delinquency Notice within ten days of the receipt thereof, the Debtors shall (a) remit to such Utility Company from the Adequate Assurance Deposit the amount of postpetition charges claimed as delinquent in the Delinquency Notice and (b) cause the Adequate Assurance Deposit to be replenished for

the amount remitted to such Utility Company. If a Delinquency Notice Party objects to the Delinquency Notice, the Court shall hold a hearing to resolve the dispute and determine whether a payment should be remitted from the Adequate Assurance Deposit and, if such payment is warranted, how much shall be remitted.

8. The following procedures (the “**Additional Adequate Assurance Procedures**”) are hereby approved with respect to all Utility Companies, including all subsequently added Utility Companies:

- (a) Except as provided by the Additional Adequate Assurance Procedures, the Utility Companies are forbidden to (i) alter, refuse, or discontinue services to, or discriminate against, the Debtors on account of unpaid prepetition invoices or any objections to the Debtors’ Adequate Assurance Deposit, or due to the commencement of the Chapter 11 Cases or (ii) require the Debtors to pay a deposit or other security in connection with the provision of postpetition Utility Services, other than the funding of the Adequate Assurance Deposit.
- (b) The Debtors will serve on the Utility Companies copies of the Motion and this Interim Order within forty-eight hours after the entry of this Interim Order.
- (c) In the event that a Utility Company asserts that the Adequate Assurance Deposit is not satisfactory adequate assurance of payment as contemplated by section 366(c)(2) of the Bankruptcy Code, that Utility Company must serve a written request (an “**Additional Adequate Assurance Request**”) for adequate assurance in addition to or in lieu of its rights in the Adequate Assurance Deposit. All Additional Adequate Assurance Requests shall be delivered by mail and email to the Delinquency Notice Parties.
- (d) Any Additional Adequate Assurance Request must (i) set forth the location(s) for which Utility Services are provided and the type of Utility Services provided, (ii) set forth the account number(s) for which Utility Services are provided, (iii) include a summary of the Debtors’ payment history relevant to the affected account(s), including any security deposit(s) or other security currently held by the requesting Utility Company, (iv) set forth why the Utility Company believes the proposed adequate assurance is not sufficient adequate assurance of future payment, (v) set forth the amount and nature of the adequate assurance of payment that would be satisfactory to the Utility Company, and (vi) provide an email address to which the Debtors may respond to the Additional Adequate Assurance Request.

- (e) Upon the Debtors' receipt of an Additional Adequate Assurance Request, the Debtors will promptly negotiate with the Utility Company to resolve the Additional Adequate Assurance Request.
- (f) Without further order of the Court, the Debtors may resolve an Additional Adequate Assurance Request by entering into agreements granting additional adequate assurance to the requesting Utility Company if the Debtors, in their sole discretion, determine that the Additional Adequate Assurance Request is reasonable or if the parties negotiate alternative consensual provisions.
- (g) If the Debtors determine that the Additional Adequate Assurance Request is not reasonable and are not able to promptly reach an alternative resolution with the Utility Company, the Debtors will request a hearing before this Court (the "**Determination Hearing**").
- (h) The Determination Hearing will be an evidentiary hearing at which the Court will determine whether the Adequate Assurance Deposit and any additional adequate assurance of payment requested by the Utility Company should be modified pursuant to section 366(c)(3) of the Bankruptcy Code. Pending resolution of any Additional Adequate Assurance Request, the Utility Company making such request shall be prohibited from altering, refusing, or discontinuing service to the Debtors, or from discriminating against the Debtors with respect to the provision of Utility Services, on account of unpaid charges for prepetition services, the filing of the Chapter 11 Cases, or any objection to the adequacy of the Additional Adequate Assurance Procedures.
- (i) Unless and until a Utility Company serves an Additional Adequate Assurance Request, it will be deemed to have received adequate assurance of payment that is satisfactory to such Utility Company within the meaning of section 366(c)(2) of the Bankruptcy Code.
- (j) All Utility Companies, including Utility Companies subsequently added to the Utility Company List, will be prohibited from altering, refusing or discontinuing Utility Services to the Debtors, or from discriminating against the Debtors with respect to the provision of Utility Services, absent further order of this Court.

9. The Debtors are authorized, in their sole discretion, to amend Exhibit A attached to the Motion to add or delete any Utility Company, and this Interim Order shall apply in all respects to any such Utility Company that is subsequently added to Exhibit A to the Motion. For those Utility Companies that are subsequently added to Exhibit A, the Debtors shall, within two

business days of filing a supplement to Exhibit A to the Motion identifying any such additional Utility Company, serve a copy of the Motion and this Interim Order on such Utility Company, along with an amended Exhibit A that includes such Utility Company. The Debtors shall increase the amount of the Adequate Assurance Deposit in the event an additional Utility Company is added to Exhibit A by an amount equal to fifty percent of the estimated monthly cost of such Utility Services based on historical averages over the preceding twelve months.

10. The Debtors are authorized, but not directed, to pay, or direct payment of, on a timely basis in accordance with their prepetition practices, all undisputed invoices in respect of postpetition Utility Services rendered by the Utility Companies to the Debtors. The Utility Companies are hereby prohibited from unilaterally applying any such postpetition payments to any amounts due on account of prepetition Utility Services, including, without limitation, any penalties or interest.

11. Subject to the Additional Adequate Assurance Procedures, the Adequate Assurance Deposit, and the Debtors' ability to pay for future Utility Services in the ordinary course of business constitute adequate assurance of future payment to the Utility Companies to satisfy the requirements of section 366 of the Bankruptcy Code.

12. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order are immediately effective and enforceable upon its entry.

13. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

14. Neither the provisions contained herein, nor any actions or payments made by the Debtors pursuant to this Interim Order, shall be deemed an admission as to the validity of any underlying obligation or a waiver of any rights the Debtors may have to dispute such obligation on any ground that applicable law permits.

15. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm.

16. The Debtors shall administer the Adequate Assurance Deposit in accordance with the terms of this Interim Order, pending entry of a Final Order.

17. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.

18. The final hearing (the "**Final Hearing**") on the Motion shall be held on March 20, 2019, at 2:00 p.m., prevailing Eastern Time. On or before 4:00 p.m., prevailing Eastern Time, on March 13, 2019, any objections or responses to entry of a final order on the Motion shall be filed with the Court, and served on: (a) Imerys Talc America, Inc., 100 Mansell Court East, Suite 300, Roswell, Georgia 30076 (Attn: Ryan J. Van Meter, Esq. (email: ryan.vanmeter@imerys.com)); (b) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, California 90071-1560 (Attn: Jeffrey E. Bjork, Esq. and Helena G. Tseregounis, Esq. (emails: jeff.bjork@lw.com and helena.tseregounis@lw.com)); (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. (email: collins@rlf.com)); (d) counsel to the prepetition representative for future talc claimants, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Edwin Harron, Esq. and Robert Brady, Esq. (emails: eharron@ycst.com and rbrady@ycst.com)); (e) counsel to any statutory committee appointed in these cases, if any; and (f) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Juliet M. Sarkessian, Esq. and Linda Richenderfer, Esq. (emails: juliet.m.sarkessian@usdoj.gov and linda.richenderfer@usdoj.gov)).

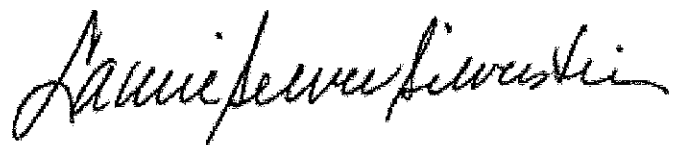
In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

19. Nothing contained herein constitutes a finding that any entity is or is not a Utility Company hereunder or a “utility” under section 366 of the Bankruptcy Code, whether or not such entity is listed on Exhibit A attached hereto.

20. Nothing in the Motion or this Interim Order, or the Debtors’ payment of any claims pursuant to this Interim Order, shall be deemed or construed as: (a) an admission as to the validity of any claim against any Debtor or the existence of any lien against the Debtors’ properties; (b) a waiver of the Debtors’ rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code; or (f) a limitation on the Debtors’ rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Interim Order. Nothing contained in this Interim Order shall be deemed to increase, decrease, reclassify, elevate to an administrative expense status, change the priority, or otherwise affect any claim to the extent it is not paid.

21. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Dated: February 14th, 2019
Wilmington, Delaware



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Utility Company List

Utility Companies

The Utility Companies known and identified by the Debtors to date are listed below.

While the Debtors have used their best efforts to list all of their Utility Companies below, it is possible that certain Utility Companies may have been inadvertently omitted from this list. Accordingly, the Debtors reserve the right, under the terms and conditions of the Motion and without further order of the Court, to amend this Exhibit A to add any Utility Companies that were omitted therefrom and to apply the relief requested to all such entities.

In addition, the Debtors reserve the right to argue that any entity now or hereafter listed on this Exhibit A is not a “utility” within the meaning of section 366(a) of the Bankruptcy Code.¹

| Utility Company | Type of Service Provided | Mailing Address | Monthly Average (\$) | Adequate Assurance Deposit (\$) |
|-------------------------------------|--------------------------|--|----------------------|---------------------------------|
| Imerys Talc America, Inc. | | | | |
| AmeriGas | Propane | 11150 Chicago Drive Zeeland, MI 49464-9183 | 2,000 | 1,000 ² |
| AmeriGas - Houston | Propane | Dep't 0140 Palatine, IL 60055-0140 | 4,000 | 2,000 |
| CenterPoint Energy Services, Inc. | Natural Gas | 1111 Louisiana Street Houston, TX 77002 | 3,000 | 1,500 |
| Cokinos Energy Corporation | Natural Gas | 5718 Westheimer Ste 900 Houston, TX 77057 | 4,000 | 2,000 |
| McLeod Mercantile | Diesel / Gasoline | P.O. Box 2808 Norris, MT 59745 | 5,000 | 2,500 |
| Northern Energy Inc - Ennis | Propane | P.O. Box 371473 Pittsburgh, PA 15250-7473 | 2,000 | 1,000 |
| Northwestern Corporation | Electricity | 3010 W. 69th Street Sioux Falls, SD 57108 | 53,000 | 26,500 |
| Rocky Mountain Supply, Inc. | Diesel / Gasoline | 210 Gallatin Farmers Avenue Belgrade, MT 59714 | 62,000 | 31,000 |
| Shell Energy North America (US), LP | Natural Gas | P.O. Box 7247-6355 Philadelphia, PA 19170-6355 | 44,000 | 22,000 |

¹ The Debtors began contracting with certain of the Utility Companies in 2019. For these Utility Companies the Debtors have estimated the anticipated monthly average and adequate assurance deposits based on amounts paid to similar service providers.

² Adequate assurance reflects 50% of average monthly spend per vendor in 2018.

| Utility Company | Type of Service Provided | Mailing Address | Monthly Average (\$) | Adequate Assurance Deposit (\$) |
|--|---------------------------------|---|----------------------|---------------------------------|
| Sun Coast Resources, Inc. | Diesel / Gasoline | 6405 Cavalcade Building One Houston, TX 77026 | 3,000 | 1,500 |
| TEA Solutions, Inc. | Electricity | 110 Main Street, Ste 304 Polson, MT 59860 | 42,000 | 21,000 |
| Three Forks City - Water Dep't | Water | P.O. Box 187 Three Forks, MT 59752 | 7,000 | 3,500 |
| Timberline Gas, LLC | Propane | 5092 Highway 287 Ennis, MT 59729 | 3,000 | 1,500 |
| Vistra Energy Corp. | Electricity | P.O. Box 650638, Dallas, TX 75265-0638 | 44,000 | 22,000 |
| Imerys Talc Vermont, Inc. | | | | |
| Highlands Fuel Delivery, LLC | Diesel / Gasoline | 85 Mechanic Street, Ste 120 Lebanon, NH 03766 | 30,000 | 15,000 |
| Ludlow Electric Dept. | Electricity | 9 Pond Street Ludlow, VT 05149 | 123,000 | 61,500 |
| Pacific Gas and Electric Company, Inc. | Electricity for Closed Property | P.O. Box 997300 Sacramento, CA 95899-7300 | 1,000 | 500 |
| Vermont Community Solar, LLC | Electricity | 139 Main Street 606C Brattleboro, VT 05301 | 4,000 | 2,000 |
| Vermont Telephone Company, Inc. | Telecom | 354 River Street Springfield, VT 05156 | 1,000 | 500 |
| Imerys Talc America, Inc. and Imerys Talc Vermont, Inc.³ | | | | |
| Green Mountain Power Corporation | Electricity | P.O. Box 1611 Brattleboro, VT 05302 | 3,000 | 1,500 |
| Waste Management, Inc. | Waste Management | P.O. Box 13648 Philadelphia, PA 19101-3648 | 3,000 | 1,500 |
| Imerys Talc Canada Inc. | | | | |
| Bell Canada | Telecom | Case Postale 8712 Succursale A Montreal, QC, H3C 3P6 Canada | 1,000 | 500 |

³ The Utility Companies in this section provide both ITA and ITV with Utility Services. The monthly average and adequate assurance deposit are based on ITA and ITV's aggregate expenses for each Utility Company.

| Utility Company | Type of Service Provided | Mailing Address | Monthly Average (\$) | Adequate Assurance Deposit (\$) |
|---------------------------------------|--------------------------|---|----------------------|---------------------------------|
| Bell Mobility, Inc. | Telecom | P.O. Box 5102 Burlington, ON L74 4R7 Canada | 2,000 | 1,000 |
| Certarus Ltd. | Natural Gas | Suite 1250, 555 4th Ave SW Calgary, AB T2P 3E7 Canada | 93,000 | 47,000 |
| City of Timmins | Water | 220 Algonquin Boulevard East Timmins, ON P4N 1B3 Canada | 27,000 | 13,500 |
| EDF Trading North America, LLC | Natural Gas | 620 407 2nd Street Calgary, AB Y2P 2Y3 Canada | 62,000 | 31,000 |
| Emera Energy L.P. | Natural Gas | P.O. Box 910 Halifax, NS B3J 2W5 Canada | 3,000 | 1,500 |
| Hydro One Networks, Inc. | Electricity | P.O. Box 4102, Station A Toronto, ON M5W 3L3 Canada | 155,000 | 77,500 |
| Martin Fuels | Diesel / Gasoline | 1635 Riverside Drive Timmins, ON P4R 1N1 Canada | 1,000 | 500 |
| McDougall Energy, Inc. | Diesel / Gasoline | 421 Bay Street, Suite 301 Sault Ste. Marie, ON P6A 1X3 Canada | 27,000 | 13,500 |
| Nasco Propane | Propane | P.O. Box 90, 290 Railway Street Timmins, ON P4N 7E3 Canada | 139,000 | 69,500 |
| Northern Environmental Services, Inc. | Waste Management | 740 Pine Street South, P.O. Box 903 Timmins, ON P4N 7H1 Canada | 1,000 | 500 |
| Northern Telephone | Telecom | P.O. Box 40000 New Liskeard, ON P0J 1P0 Canada | 1,000 | 500 |
| Transcanada Pipelines Limited | Natural Gas | 20th Floor, 450 - 1st Street SW Calgary, AB T2P 5H1 Canada | 9,000 | 4,500 |

| Utility Company | Type of Service Provided | Mailing Address | Monthly Average (\$) | Adequate Assurance Deposit (\$) |
|-----------------|--------------------------|--|----------------------|---------------------------------|
| Union Gas, Ltd. | Natural Gas | P.O. Box 2001 Chatham, ON N7M 5M1 Canada | 17,000 | 8,500 |

TAB O

THIS IS EXHIBIT "O"

referred to in the Affidavit of Alexandra Picard

Sworn before me this

14th

day of February, 2019

Lesley A. Morris

A Commissioner for Taking Affidavits



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

----- X
In re: : Chapter 11
: :
IMERYS TALC AMERICA, INC., *et al.*,¹ : Case No. 19-10289 (LSS)
: :
Debtors. : (Jointly Administered)
: :
----- X Re: Docket No. 12

**INTERIM ORDER UNDER 11 U.S.C. §§ 105(a), 363(b), 363(c), 506(a), AND 553 AND
FED. R. BANKR. P. 6003 AND 6004 AUTHORIZING (I) THE DEBTORS TO HONOR
PREPETITION OBLIGATIONS TO CUSTOMERS AND TO OTHERWISE
CONTINUE CUSTOMER PROGRAMS AND (II) FINANCIAL INSTITUTIONS
TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS**

Upon the motion (the "Motion")² of the Debtors for entry of an Interim Order authorizing the Debtors to honor (through payment, credit, setoff, or otherwise) their prepetition Customer Obligations and continue their Customer Programs and authorizing financial institutions to honor and process related checks and transfers; and the Court having reviewed the Motion and the Picard Declaration; 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 as of 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 a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate

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.

notice of the Motion has been given and that no other or further notice is necessary except as set forth in the Motion with respect to entry of this Interim Order and notice of the final hearing; 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 the Interim Order, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED on an interim basis, as set forth herein.
2. The Debtors are authorized, but not directed, to pay, provide credits to, or set off against amounts owed by, their customers, the Third Party Distributors, Imerys USA, Inc., the other Debtors, and/or, subject to entry of a final order, their Affiliate Distributors, any amounts owed on account of the Customer Obligations, whether incurred prepetition or postpetition; *provided that* payments, credits, and setoffs on account of prepetition Customer Obligations shall not exceed \$600,000 in the aggregate (the “**Interim Cap**”) pursuant to this Interim Order without further order of this Court.
3. The Debtors are authorized, but not directed, to (a) fulfill and honor all Customer Obligations as they deem appropriate and (b) continue, renew, replace, implement new and/or terminate the Customer Programs and any other customer practices as they deem appropriate, without further application to the Court, including making all payments, honoring all discounts and credits, satisfying all obligations, and permitting and effecting all setoffs in connection therewith, in each case whether related to the prepetition period (subject to the Interim Cap) or the postpetition period.
4. Notwithstanding the foregoing, nothing in this Interim Order authorizes the Debtors to reimburse Imerys USA, Inc. or the other Debtors for amounts paid by such entities on

behalf of the Debtors prior to the Petition Date. The rights of Imerys USA, the other Debtors, and the Affiliate Distributors to set off any amounts owed by the Debtors are hereby preserved.

5. The Debtors' banks and financial institutions shall be, and hereby are, authorized, when requested by the Debtors in their sole discretion, to process, honor, pay, and, if necessary, reissue any and all checks, including prepetition checks that the Debtors reissue postpetition, and electronic fund transfers drawn on the Debtors' bank accounts relating to the Customer Obligations, whether such checks were presented or funds transfer requests were submitted prior to or subsequent to the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments.

6. Nothing in the Motion or this Interim Order, or the Debtors' payment of any claims pursuant to this Interim Order, shall be deemed or construed as: (a) an admission as to the validity of any claim against any Debtor or the existence of any lien against the Debtors' properties; (b) a waiver of the Debtors' rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code; or (f) a limitation on the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Interim Order. Nothing contained in this Interim Order shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

7. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Interim Order shall be effective and enforceable immediately upon entry hereof.

8. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

9. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm.

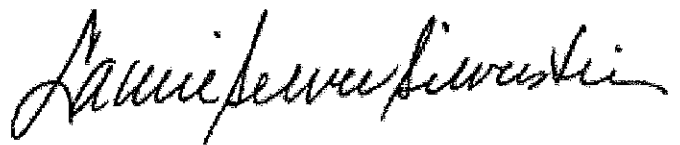
10. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Interim Order.

11. The final hearing (the "**Final Hearing**") on the Motion shall be held on March 20, 2019, at 2:00 p.m., prevailing Eastern Time. On or before 4:00 p.m., prevailing Eastern Time, on March 13, 2019, any objections or responses to entry of a final order on the Motion shall be filed with the Court, and served on: (a) Imerys Talc America, Inc., 100 Mansell Court East, Suite 300, Roswell, Georgia 30076 (Attn: Ryan J. Van Meter, Esq.); (b) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, California 90071-1560 (Attn: Jeffrey E. Bjork, Esq. and Helena G. Tseregounis, Esq.); (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq.); (d) counsel to the prepetition representative for future talc claimants, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Edwin Harron, Esq. and Robert Brady, Esq.); (e) counsel to any statutory committee appointed in these cases, if any; and (f) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Juliet Sarkessian, Esq. and Linda Richenderfer, Esq.). In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

12. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Dated: February 14th, 2019
Wilmington, Delaware

US-DOCS\105945180.1



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

TAB P

THIS IS EXHIBIT "P"

referred to in the Affidavit of Alexandra Picard

Sworn before me this *14th*
day of February, 2019

Lesley A. Morris

A Commissioner for Taking Affidavits



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**INTERIM ORDER UNDER 11 U.S.C. §§ 105(a),
345, 363, 503(b), AND 507(a), FED. R. BANKR. P. 6003 AND 6004, AND DEL. BANKR.
L.R. 2015-2 (I) AUTHORIZING CONTINUED USE OF EXISTING CASH
MANAGEMENT SYSTEM, INCLUDING MAINTENANCE OF EXISTING BANK
ACCOUNTS, CHECKS, AND BUSINESS FORMS, (II) AUTHORIZING
CONTINUATION OF EXISTING DEPOSIT PRACTICES, (III) APPROVING THE
CONTINUATION OF INTERCOMPANY TRANSACTIONS; AND (IV) GRANTING
SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS TO CERTAIN
POSTPETITION INTERCOMPANY CLAIMS**

Upon the motion (the "Motion")² of the Debtors for entry of an Interim Order under sections 105(a), 345, 363, 503(b), and 507(a) of the Bankruptcy Code, Bankruptcy Rules 6003 and 6004, and Local Rule 2015-2, (i) authorizing, but not directing, the Debtors to continue to maintain and use their existing cash management system, including maintenance of their existing bank accounts, checks, and business forms; (ii) granting the Debtors a waiver of certain bank account and related requirements of the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") to the extent that such requirements are inconsistent with the Debtors' practices under their existing cash management system or other actions described in the Motion or

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.

herein; (iii) authorizing, but not directing, the Debtors to continue to maintain and use their existing deposit practices notwithstanding the provisions of section 345(b) of the Bankruptcy Code; (iv) approving the continuation of the Intercompany Transactions; (v) authorizing the Debtors to open and close bank accounts; and (vi) according superpriority administrative expense status to postpetition intercompany claims arising from transactions among the Debtors; and the Court having reviewed the Motion and the Picard Declaration; 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 a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary, except as set forth in the Motion with respect to entry of this order and notice of the final hearing; 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 on an interim basis, as set forth herein.
2. The Debtors are authorized, but not directed, to continue to use their current existing Cash Management System, as described in the Motion, and shall maintain through the use thereof detailed records reflecting all transfers of funds, all under the terms and conditions provided for by, and in accordance with, the existing cash management agreements, except as

modified by this Interim Order. In connection with the ongoing utilization of the Cash Management System, the Debtors shall maintain accurate and detailed records with respect to all transfers, including but not limited to transfers with Non-Debtor Affiliates arising from Intercompany Transactions and the payment of postpetition Intercompany Expenses, so that all transactions can be readily ascertained, traced, properly recorded, and distinguished between prepetition and postpetition transactions.

3. The Debtors are authorized, but not directed, to continue to engage in Intercompany Transactions on a postpetition basis and to make payments to, or set off amounts owed from, the applicable Imerys Group entity on account of postpetition Intercompany Expenses, in a manner consistent with their practices in effect as of the Petition Date, as set forth in the Motion, in the ordinary course of business or as necessary to execute the Cash Management System; *provided, however* that there shall be no additional intercompany loans made from the Debtors to any Non-Debtor Affiliates, absent further order of the Court; and *provided* further that prior to the entry of a final order on the Motion, transfers from the Debtors to the Non-Debtor Affiliates shall not exceed \$1,350,000.

4. The Debtors are authorized to (i) continue to use the Debtor Bank Accounts at the Banks in existence as of the Petition Date in the same manner and with the same account number, styles, and document forms as are currently employed and subject to the existing cash management agreements with the Banks; (ii) deposit funds in and withdraw funds from the Debtor Bank Accounts in the ordinary course (including, without limitation, sending funds to and receiving funds from the Non-Debtor Affiliate Bank Accounts, subject to paragraph 3 of this Interim Order) by all usual means, including checks, wire transfers, drafts, and electronic funds transfers or other items presented, issued, or drawn on the Debtor Bank Accounts; (iii) pay ordinary course Bank

Fees and Expenses in connection with the Debtor Bank Accounts (in accordance with the existing cash management agreements), including any Bank Fees and Expenses arising prior to the Petition Date (as well as the prepetition LC Facility Expenses); (iv) perform their obligations under the documents and agreements governing the Debtor Bank Accounts; and (v) for all purposes, treat the Debtor Bank Accounts as accounts of the Debtors in their capacities as debtors-in-possession.

5. The Banks and the Debtors' financial institutions shall be, and hereby are, authorized, when requested by the Debtors in their sole discretion, (i) to process, honor, pay, and, if necessary, reissue any and all checks, including prepetition checks that the Debtors reissue postpetition, and electronic funds transfers drawn on the Debtor Bank Accounts relating to payments permitted by an order of this Court, whether such checks were presented or funds transfer requests were submitted prior to or subsequent to the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments, and (ii) to debit the Debtors' Bank Accounts in the ordinary course of business for all undisputed prepetition Bank Fees and Expenses outstanding as of the date hereof, if any.

6. In each instance in which the Debtors hold Debtor Bank Accounts at banks that are party to a Uniform Depository Agreement with the U.S. Trustee, within fifteen days after entry of this Interim Order the Debtors shall (a) contact the Banks, (b) provide the Banks with each of the Debtors' employer identification numbers, and (c) identify their bank accounts held as being held by a debtor-in-possession in a bankruptcy case and provide the main case number. In each instance in which the Debtors hold Debtor Bank Accounts at banks that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good faith efforts to cause the banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within thirty days of the date of this Interim Order, to the extent such Bank is a domestic bank.

The U.S. Trustee's rights to seek further relief from this Court in the event that the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved.

7. Pursuant to Local Rule 2015-2(a), the Debtors are authorized to continue to use their existing checks, correspondence, and other business forms without alteration or change and without the designation "Debtor-in-Possession" or a bankruptcy case number imprinted upon them. Notwithstanding the foregoing, once the Debtors' existing checks have been used, the Debtors shall, when reordering checks, require the designation "Debtor-in-Possession" and the corresponding bankruptcy case number on all checks; *provided* that, with respect to checks that the Debtors or their agents print themselves, the Debtors shall begin printing the "Debtor-in-Possession" legend and the main case number on such items within ten days of the date of entry of this Interim Order.

8. The Debtors are authorized to continue to utilize all third-party providers necessary for the administration of their Cash Management System, including their third party payroll processor and benefits administrator. In addition, the Debtors are authorized, but not directed, to pay all postpetition amounts due to such third party providers.

9. *Nunc pro tunc* to the Petition Date, and subject to the terms of this Interim Order, all Banks at which the Debtor Bank Accounts are maintained are authorized to continue to administer, service, and maintain the Debtor Bank Accounts as such accounts were administered, serviced, and maintained prepetition, without interruption and in the ordinary course (including making deductions and setoffs for Bank Fees and Expenses) and consistent with and subject to the cash management agreements, and, when requested by the Debtors in their sole discretion, to honor any and all checks, drafts, wires, electronic funds transfers, or other items presented, issued, or

drawn on the Debtor Bank Accounts on account of a claim against the Debtors arising on or after the Petition Date; *provided, however*, that unless otherwise ordered by the Court and directed by the Debtors, no checks, drafts, electronic funds transfers (excluding any electronic funds transfer that the Banks are obligated to settle), or other items presented, issued, or drawn on the Debtor Bank Accounts on account of a claim against the Debtors arising prior to the Petition Date shall be honored. In no event shall the Banks be required to honor overdrafts or to pay any check, wire, electronic funds transfers, or other debit against the Debtor Bank Accounts that is drawn against uncollected funds or, subject to the below, that was issued prior to the Petition Date. Notwithstanding the foregoing, the Banks are authorized to rely on the Debtors' designation of any particular check or electronic payment request, funds transfer, or other transaction (including foreign currency exchanges, transactions or trades) as being approved by order of the Court and have no duty to inquire as to whether such payments are authorized by an order of this Court.

10. If any Bank honors a prepetition check or item drawn on any account that is the subject of this Interim Order (x) at the direction of the Debtors to honor such prepetition check or item, (y) in the good faith belief that the Court has authorized such prepetition check or item to be honored, or (z) as a result of a good faith error, such Bank shall not be deemed liable to the Debtors or their estates on account of such prepetition check or item being honored postpetition or otherwise in violation of this Interim Order.

11. The Debtors shall continue to pay, and the Banks may continue to charge and collect, all customary and usual fees arising from or related to the Debtor Bank Accounts (in accordance with the existing cash management agreements), including Bank Fees and Expenses and other fees, costs, charges, and expenses to which the Banks may be entitled under the terms of and in accordance with their contractual arrangements with the Debtors whether arising prior

to, on or after the Petition Date. The Debtors shall reimburse the Banks for any claim arising before, on or after the Petition Date in connection with any returned items to the Debtor Bank Accounts in the normal course of business in accordance with the cash management agreements. Further, the Banks are authorized to “charge back,” offset, expense or deduct from any of the Debtors’ accounts any amounts incurred by the Banks resulting from the Banks’ cash management expenses, Bank Fees and Expenses, returned checks or other returned items, including, but not limited to, dishonored checks, wire transfers, drafts, ACH Payments (credits or debits) or other electronic funds transfers or debits and any and all obligations, chargebacks, returns, liabilities, costs, charges, fees or expenses (including, without limitation, reasonable attorneys’ fees) incurred by the Banks that result from ordinary course transactions under the Cash Management System; *provided, however*, notwithstanding anything to the contrary in this Order, nothing herein shall authorize the Banks to “charge back,” offset, expense or deduct from any of the Debtors’ accounts any amounts incurred by the Banks on account of its legal fees that are unrelated to cash management administration and related issues or to otherwise charge and collect from the Debtors, any fees arising from or related to legal fees that are unrelated to cash management administration and related issues.

12. The Debtors are authorized to implement such non-material, reasonable changes consistent with this Interim Order to the Cash Management System as the Debtors may deem necessary or appropriate.

13. The Debtors may close any of the Debtor Bank Accounts (subject to the terms of the existing cash management agreement) or open any additional bank accounts following the Petition Date (the “New Accounts”) wherever the Debtors deem that such accounts are needed or appropriate. Notwithstanding the foregoing, on an interim basis, the Debtors shall open such New

Account(s) only at banks that have executed a Uniform Depository Agreement with the U.S. Trustee for the District of Delaware, or at such banks that are willing to immediately execute such an agreement, and any New Account that the Debtors open shall be (x) at a bank that is organized under the laws of the United States of America or any state therein, and that is insured by the FDIC and (y) designated a “Debtor-in-Possession” account by the relevant bank. The New Accounts are deemed to be Debtor Bank Accounts and are similarly subject to the rights, obligations, and relief granted in this Interim Order. The Banks are authorized (but not required, except as set forth in the cash management agreements between the Bank and the Debtors) to honor the Debtors’ requests to open or close (as the case may be) such Debtor Bank Account(s) or New Account(s). In the event that the Debtors open or close any Debtor Bank Account(s) or New Account(s), such opening or closing shall be timely indicated on the Debtors’ monthly operating reports and notice of such opening or closing shall be provided to the U.S. Trustee and counsel to any statutory committee appointed in the Chapter 11 Cases within fifteen business days.

14. The Debtors are authorized to deposit funds in accordance with existing practices under the Cash Management System as in effect as of the Petition Date, as described in the Motion, subject to any reasonable non-material changes, consistent with this Interim Order, to the Cash Management System that the Debtors may implement, and, to the extent such practices are inconsistent with the requirements of section 345(b) of the Bankruptcy Code, the Debtors are hereby granted an extension of time for a period of thirty days (or such additional time as the U.S. Trustee may agree to) from the Petition Date (the “Extension Period”) within which to either come into compliance with section 345(b) of the Bankruptcy Code or to make such other arrangements as agreed with the U.S. Trustee. Such extension is without prejudice to the Debtors’

right to request from this Court a further extension of the Extension Period or a final waiver of the requirements under section 345(b).

15. Despite the Debtors' use of a consolidated Cash Management System, the Debtors shall calculate any quarterly fees due under 28 U.S.C. § 1930(a)(6) based on the disbursements of each Debtor, regardless of which Debtor, or other entity, pays those disbursements.

16. Neither the provisions contained herein, nor any actions or payments made by the Debtors pursuant to this Interim Order, shall be deemed an admission as to the validity of the underlying obligation or a waiver of any rights the Debtors may have to dispute such obligation on any ground that applicable law permits.

17. The UST Requirement to establish separate accounts for cash collateral and/or tax payments is hereby waived except as otherwise required by any applicable agreements between the Debtors and the Banks.

18. All Intercompany Claims arising after the Petition Date owed by a Debtor to another Debtor under any postpetition Intercompany Transactions authorized hereunder are hereby accorded superpriority administrative expense status under sections 503(b) and 507(a) of the Bankruptcy Code.

19. Nothing contained in the Motion or this Interim Order shall be construed to (a) create, alter, or perfect, in favor of any person or entity, any interest in cash of a Debtor that did not exist as of the Petition Date, or (b) alter or impair any security interest or perfection thereof, in favor of any person or entity, that existed as of the Petition Date.

20. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

21. The requirements of Bankruptcy Rule 6003(b) are satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm.

22. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Interim Order shall be effective and enforceable immediately upon entry hereof.

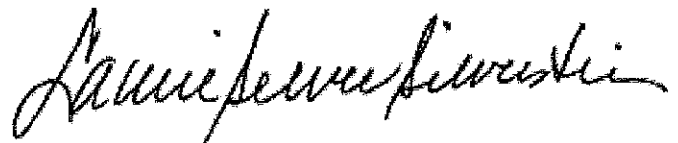
23. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Interim Order.

24. The final hearing (the "**Final Hearing**") on the Motion shall be held on March 20, 2019 at 2:00 p.m., prevailing Eastern Time. On or before 4:00 p.m., prevailing Eastern Time, on March 13, 2019, any objections or responses to entry of a final order on the Motion shall be filed with the Court, and served on: (a) Imerys Talc America, Inc., 100 Mansell Court East, Suite 300, Roswell, Georgia 30076 (Attn: Ryan J. Van Meter, Esq. (email: ryan.vanmeter@imerys.com)); (b) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, California 90071-1560 (Attn: Jeffrey E. Bjork, Esq. and Helena G. Tseregounis, Esq. (emails: jeff.bjork@lw.com and helena.tseregounis@lw.com)); (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. (email: collins@rlf.com)); (d) counsel to the prepetition representative for future talc claimants, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Edwin Harron, Esq. and Robert Brady, Esq. (emails: eharron@ycst.com and rbrady@ycst.com)); (e) counsel to any statutory committee appointed in these cases, if any; and (f) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Juliet M. Sarkessian, Esq. and Linda Richenderfer, Esq. (email: juliet.m.sarkessian@usdoj.gov and linda.richenderfer@usdoj.gov)). In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

25. Nothing in the Motion or this Interim Order, or the Debtors' payment of any claims pursuant to this Interim Order, shall be construed as: (a) an admission as to the validity of any claim against any Debtor or the existence of any lien against the Debtors' properties; (b) a waiver of the Debtors' rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code; or (f) a limitation on the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Interim Order. Nothing contained in this Interim Order shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

26. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Dated: February 14th, 2019
Wilmington, Delaware



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

TAB Q

THIS IS EXHIBIT "Q"

referred to in the Affidavit of Alexandra Picard

Sworn before me this 14th
day of February, 2019

Lesley A. Morris

A Commissioner for Taking Affidavits



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

ORIGINAL

| | | |
|--|---|-------------------------|
| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| IMERYYS TALC AMERICA, INC., <i>et al.</i> , ¹ | : | Case No. 19-10289 (LSS) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | X | Re: Docket No. 5 |

INTERIM ORDER (I) AUTHORIZING THE FILING OF (A) A CONSOLIDATED MASTER LIST OF CREDITORS, (B) A CONSOLIDATED LIST OF THE TOP THIRTY LAW FIRMS REPRESENTING TALC CLAIMANTS, AND (C) A CONSOLIDATED LIST OF CREDITORS HOLDING THE THIRTY LARGEST UNSECURED CLAIMS, AND (II) APPROVING CERTAIN NOTICE PROCEDURES FOR TALC CLAIMANTS

Upon the motion (the "Motion")² of the Debtors for an order (i) authorizing the Debtors to file (a) a consolidated master list of creditors, (b) a consolidated list of the top thirty law firms with the most significant Talc Claimant representations as determined by the volume and the type of Talc Claims (whether OC Claims or Mesothelioma Claims) asserted against the Debtors and related factors, and (c) a consolidated list of creditors holding the thirty largest unsecured claims (excluding Talc Claims), and (ii) 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, on the Debtors' creditor matrix and (b) send required notices, mailings, and other communications related to the Chapter 11 Cases to such known counsel of record for the Talc Claimants in lieu of sending such communications to the Talc Claimants themselves; and the Court having reviewed the Motion and the Picard Declaration;

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.

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 a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary, except as set forth herein; and the Court having found that, on an interim basis, the Notice Procedures (i) provide for adequate notice to the Talc Claimants, (ii) are reasonable and appropriate under the circumstances, and (iii) are reasonably calculated, under all the circumstances, to apprise the Talc Claimants of the noticed matters and afford them an opportunity to be heard thereon; 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, to the extent set forth herein.
2. All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled, except that the rights of all parties in interest to object to approval of the Notice Procedures on a final basis is preserved.

3. The Debtors are authorized to file a consolidated Creditor List; provided, however, that if any of these Chapter 11 cases converts to a case under Chapter 7 of the
 4. The Debtors are authorized to file a consolidated list of the top thirty law firms with the most significant Talc Claimant representations as determined by the volume and the type of
- Bankruptcy code,
the applicable Debtor shall file its creditor mailing matrix.

Talc Claims (whether OC Claims or Mesothelioma Claims) asserted against the Debtors and related factors.

5. The Debtors are authorized to file a consolidated list of creditors holding the thirty largest unsecured claims (excluding Talc Claims).

6. The Debtors are authorized, on an interim basis, to implement the Notice Procedures, such that the Debtors will (or direct the Claims Agent to) (a) list on the Creditor List the name and address of each Talc Claimant whose personal address is known to the Debtors, and separately list the name and address of such Talc Claimant's known counsel and (b) with respect to those Talc Claimants whose personal addresses are not known to the Debtors, list on the Creditor List, the names of each such Talc Claimant, followed by the name and address of known counsel of record for such Talc Claimant, in lieu of the address of the Talc Claimant. As to those Talc Claimants whose personal addresses are known to the Debtors, the Debtors shall send required notices, mailings, and other communications related to the Chapter 11 Cases to such Talc Claimants at their personal addresses, as well as to their known counsel. As to those Talc Claimants whose personal addresses are not known to the Debtors, the Debtors shall send required notices, mailings, and other communications related to the Chapter 11 Cases to such known counsel of record for the Talc Claimants in lieu of sending such communications to the Talc Claimants themselves, *provided* that the Debtors will (or direct the Claims Agent to) send required notices, mailing, and other communications directly to any Talc Claimants who so request such direct notice from the Debtors in writing and provide the Debtors with their address, or who file a request for notice under Bankruptcy Rule 2002.

7. For a law firm representing multiple Talc Claimants, the Debtors may serve each document only a single time on such law firm (at each relevant address) on behalf of all of such

counsel's clients; *provided that* any notice or other document relating specifically to one or more particular Talc Claimant (rather than all Talc Claimants represented by a law firm) shall clearly identify such parties.


8. Subject to entry of a final order on the Motion, and except as provided by any other subsequent order of this Court (including but not limited to any order establishing the form and manner of noticing of any claims bar dates or plan solicitation and voting procedures in these cases), the Debtors are not required to provide further notice to Talc Claimants beyond the notice set forth in the Notice Procedures.

9. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

10. Notice of entry of this Interim Order, the date of the hearing on the final order and the objection deadline thereto, shall be served on all parties served with the Motion, as well as all known counsel representing any Talc Claimant, any statutory committee appointed in these cases, and all parties who have filed requests for notice in these cases. Such notice shall indicate how a copy of the Motion may be obtained free of charge.

11. The final hearing (the "**Final Hearing**") on the Motion shall be held on March 20, 2019, at 2:00 p.m., prevailing Eastern Time. On or before 4:00 p.m., prevailing Eastern Time, on March 13, 2019, any objections or responses to entry of a final order on the Motion shall be filed with the Court, and served on: (a) Imerys Talc America, Inc., 100 Mansell Court East, Suite 300, Roswell, Georgia 30076 (Attn: Ryan J. Van Meter, Esq. (email: ryan.vanmeter@imerys.com)); (b) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, California 90071-1560 (Attn: Jeffrey E. Bjork, Esq. and Helena G. Tseregounis, Esq. (emails: jeff.bjork@lw.com and helena.tseregounis@lw.com)); (c) Richards, Layton & Finger, P.A., One Rodney Square, 920

North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. (email: collins@rlf.com)); (d) counsel to the prepetition representative for future talc claimants, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Edwin Harron, Esq. and Robert Brady, Esq. (emails: eharron@ycst.com and rbrady@ycst.com)); (e) counsel to any statutory committee appointed in these cases, if any; and (f) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Juliet M. Sarkessian, Esq. and Linda Richenderfer, Esq. (emails: juliet.m.sarkessian@usdoj.gov and linda.richenderfer@usdoj.gov)). In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.


LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

Dated: Feb. 14, 2019
Wilmington, Delaware

TAB R

THIS IS EXHIBIT "R"

referred to in the Affidavit of Alexandra Picard

Sworn before me this

14th

day of February, 2019

Lesley A. Morris

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

C O N S E N T

Richter Advisory Group Inc. ("Richter"), hereby consents to act as information officer of Imerys Talc America, Inc., Imerys Talc Vermont, Inc. and Imerys Talc Canada Inc. in respect of a proceeding pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, in accordance with the terms of an order substantially in the form requested by Imerys Talc Canada Inc., or as such order may be amended in a manner satisfactory to Richter.

DATED at Toronto, Ontario, this 14th day of February 2019.

RICHTER ADVISORY GROUP INC.

Per:



Name: Pritesh Patel

Title: Senior Vice President

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

Court File No.

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**

Proceeding commenced at Toronto

C O N S E N T

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

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

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

Lawyers for the Applicant

TAB 3

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

| | | |
|--------------------|---|-------------------------------|
| THE HONOURABLE |) | TUESDAY, THE 19 th |
| |) | |
| MR. JUSTICE MCEWAN |) | DAY OF FEBRUARY, 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 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**

**INITIAL RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)**

THIS APPLICATION, 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 Application Record, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application, the affidavit of Alexandra Picard sworn February 15, 2019, the Pre-Filing Report of Richter Advisory Group Inc., in its capacity as proposed information officer (the "**Proposed Information Officer**") dated February 15, 2019, each filed, and upon being provided with copies of the documents required by section 46 of the CCAA,

AND UPON BEING ADVISED by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding), is

being sought,

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for the Proposed Information Officer, no one else appearing for any other parties although duly served as appears from the Affidavit of Service of Patricia Joseph sworn February 15, 2019:

SERVICE

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

FOREIGN REPRESENTATIVE

2. **THIS COURT ORDERS AND DECLARES** that the Foreign Representative is the “foreign representative” (as defined in section 45 of the CCAA) of the Debtors in respect of the jointly administered insolvency proceedings (the “**Foreign Proceeding**”) of Imerys Talc America, Inc. (“**ITA**”), Imerys Talc Vermont, Inc. (“**ITV**”) and ITC (collectively, the “**Debtors**”) in the United States Bankruptcy Court for the District of Delaware (the “**U.S. Court**”) under chapter 11 of title 11 of the United States Bankruptcy Code.

CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING

3. **THIS COURT DECLARES** that the centre of its main interests for each of the Debtors is the United States of America, and that the Foreign Proceeding is hereby recognized as a “foreign main proceeding” as defined in section 45 of the CCAA.

STAY OF PROCEEDINGS

4. **THIS COURT ORDERS** that until otherwise ordered by this Court:

- (a) all proceedings taken or that might be taken against any of the Debtors under the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act* are stayed;

- (b) further proceedings in any action, suit or proceeding in Canada against any of the Debtors are restrained; and
- (c) the commencement of any action, suit or proceeding in Canada against any of the Debtors is prohibited.

NO SALE OF PROPERTY

5. **THIS COURT ORDERS** that, except with leave of this Court, each of the Debtors is prohibited from selling or otherwise disposing of, outside the ordinary course of its business, any of its property in Canada.

GENERAL

6. **THIS COURT ORDERS** that within seven (7) days from the date of this Order, or as soon as practicable thereafter, the Information Officer shall cause to be published a notice substantially in the form attached to this Order as Schedule "A", once a week for two consecutive weeks, in *The Globe and Mail* (National Edition).

7. **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 and the Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.

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

9. **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.

Schedule "A"

Form of Newspaper Notice

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

NOTICE OF INITIAL RECOGNITION ORDER

PLEASE BE ADVISED that this Notice is being published pursuant to an order of the Ontario Superior Court of Justice (Commercial List) (the "**Canadian Court**"), granted on February 19, 2019 (the "**Initial Recognition Order**").

PLEASE TAKE NOTICE that on February 13, 2019, Imerys Talc America, Inc., Imerys Talc Vermont, Inc., and Imerys Talc Canada Inc. (collectively, the "**Chapter 11 Debtors**") each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (collectively, the "**Chapter 11 Proceedings**") in the United States Bankruptcy Court for the District of Delaware (the "**U.S. Court**"). In connection with the Chapter 11 Proceedings, the U.S. Court has appointed Imerys Talc Canada Inc. ("**ITC**") as the foreign representative of the Chapter 11 Debtors (the "**Foreign Representative**"). The Foreign Representative's address is 1155 René-Lévesque Blvd. West, Suite 4100, Montreal, Québec H3B 3V2. The Debtors carry on business in Canada through ITC.

PLEASE TAKE FURTHER NOTICE that the Initial Recognition Order and a Supplemental Order (together, the "**Recognition Orders**") have been issued by the Canadian Court under Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA Recognition Proceedings**"), and, among other things: (i) recognize the Chapter 11 Proceedings as a foreign main proceeding; (ii) recognize ITC as the Foreign Representative of the Chapter 11 Debtors;

(iii) recognize certain orders granted by the U.S. Court in the Chapter 11 Proceedings; (iv) stay claims against the Chapter 11 Debtors, their property and their directors and officers in Canada; (v) prohibit the commencement of any such proceedings in Canada absent further order of the Canadian Court; and (vi) appoint Richter Advisory Group Inc. as the Information Officer with respect to the CCAA Recognition Proceedings.

PLEASE TAKE FURTHER NOTICE that counsel for the Foreign Representative is:

Stikeman Elliott LLP
5300 Commerce Court West
199 Bay St, Toronto, ON
Canada M5L 1B9
Attention: Maria Konyukhova
Phone: 416-869-5230
Fax: 416-947-0866
Email: mkonyukhova@stikeman.com

PLEASE TAKE FURTHER NOTICE that persons who wish to receive a copy of the Recognition Orders or obtain any further information in respect thereof or in respect of the matters set forth in this Notice, should contact the Information Officer at the address below:

Richter Advisory Group Inc. (solely in its capacity as Information Officer)
Bay Wellington Tower
181 Bay Street, Suite 3320, Toronto, ON
Canada M5J 2T3
Attention: Paul van Eyk / Pritesh Patel
Phone: 416-485-4592 / 416-488-2345
Fax: 416-488-3765
Email: pvaneyk@richter.ca / ppatel@richter.ca

PLEASE TAKE FURTHER NOTICE that the motions, orders and notices filed with the U.S. Court in the Chapter 11 Proceedings are available at <https://cases.primeclerk.com/imerystalc/>

Prime Clerk LLC
830 Third Avenue, 9th Floor
New York, New York 10022
Attention: Benjamin J. Steele
Phone: 212-257-5490
Email: bsteele@primeclerk.com

PLEASE FINALLY NOTE that the Recognition Orders, and any other orders that may be granted by the Canadian Court, can be viewed at:

<https://www.richter.ca/insolvencycase/imerys-talc-canada-inc/>

DATED AT TORONTO, ONTARIO this 19th day of February, 2019.

Richter Advisory Group Inc.

(solely in its capacity as Information Officer of the Chapter 11 Debtors and not in its personal or corporate capacity)

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

Court File No: CV-●

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

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

Proceeding commenced at Toronto

INITIAL RECOGNITION ORDER

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

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

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

Lawyers for the Applicant

TAB 4

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

THE HONOURABLE) TUESDAY, THE 19th
)
MR. JUSTICE MCEWAN) DAY OF FEBRUARY, 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 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**

**SUPPLEMENTAL ORDER
(FOREIGN MAIN PROCEEDING)**

THIS APPLICATION, 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 Application Record, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application, the affidavit of Alexandra Picard sworn February 15, 2019 (the "Picard Affidavit"), the preliminary report of Richter Advisory Group Inc., in its capacity as proposed information officer (the "Proposed Information Officer") dated February 15, 2019, and on being advised that the secured creditors who are likely to be affected by the charges created herein were given notice,

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

February 15, 2019, and on reading the consent of Richter Advisory Group Inc. to act as the information officer:

SERVICE

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

INITIAL RECOGNITION ORDER

2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Initial Recognition Order (Foreign Main Proceeding) dated February 19, 2019 (the "**Recognition Order**") or in the Picard Affidavit.

3. **THIS COURT ORDERS** that the provisions of this Supplemental Order shall be interpreted in a manner complementary and supplementary to the provisions of the Recognition Order, provided that in the event of a conflict between the provisions of this Supplemental Order and the provisions of the Recognition Order, the provisions of the Recognition Order shall govern.

RECOGNITION OF FOREIGN ORDERS

4. **THIS COURT ORDERS** that the following orders (collectively, the "**Foreign Orders**") of the United States Bankruptcy Court for the District of Delaware made in the Foreign Proceeding 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 directing the joint administration of the Chapter 11 cases of the Debtors in the Foreign Proceeding (the "**Joint Administration Order**");
- (b) an order authorizing ITC to act as the foreign representative of the Debtors (the "**Foreign Representative Order**");
- (c) an order authorizing the retention of Prime Clerk LLC as claims and noticing

- agent (the "**Claims and Noticing Agent Order**");
- (d) an order confirming the enforceability and applicability of the automatic stay protections and *ipso facto* prohibitions of the United States Bankruptcy Code (the "**Automatic Stay Order**");
 - (e) an interim order authorizing but not directing the Debtors to pay prepetition obligations owed to certain shippers, lien claimants, royalty interest owners, and claimants with claims arising under Section 503(b)(9) of the United States Bankruptcy Code (the "**Lien Claimants Order**");
 - (f) an interim order authorizing, but not directing the Debtors to pay prepetition obligations owed to certain critical vendors (the "**Critical Vendors Order**");
 - (g) an interim order authorizing, but not directing the Debtors to pay prepetition obligations owed to certain foreign vendors (the "**Foreign Vendors Order**");
 - (h) an interim order authorizing, but not directing the payment of certain prepetition taxes and fees (the "**Taxes Order**");
 - (i) an order authorizing the Debtors to continue to pay prepetition insurance and bonding obligations and to maintain, renew, and modify their insurance coverage and bonding program (the "**Insurance and Bonding Order**");
 - (j) an interim order authorizing the Debtors to pay certain prepetition workforce obligations, confirming the right to continue workforce programs on a postpetition basis, authorizing payment of withholding and payroll-related taxes, and authorising payment of prepetition claims owing to administrators and third party providers related to workforce programs (the "**Workforce Obligations Order**");
 - (k) an interim order (i) prohibiting the Debtors utility service providers from altering or discontinuing service; (ii) approving an adequate assurance deposit as adequate assurance of future payment to the utilities; and (iii) establishing

procedures for resolving any subsequent request by utilities for additional adequate assurance of payment (the "**Utilities Order**");

- (l) an interim order authorizing the Debtors to pay certain obligations owed to customers and to continue certain customer programs (the "**Customer Programs Order**");
- (m) an interim order authorizing the Debtors to, *inter alia*, continue to use their cash management system and bank accounts (the "**Cash Management Order**"); and
- (n) an order authorizing the filing of (i) a consolidated master list of creditors, a consolidated list of the top thirty law firms representing talc claimants, and a consolidated list of the debtors' thirty creditors holding the largest unsecured claims, and (ii) approving certain notice procedures for talc claimants (the "**Limit Notice and Approve Notice Procedures Order**"),

provided, however, that in the event of any conflict between the terms of the Foreign Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to Property (as defined below) in Canada. Copies of the Foreign Orders are attached as Exhibits "D" to "Q" to the Picard Affidavit.

APPOINTMENT OF INFORMATION OFFICER

5. **THIS COURT ORDERS** that Richter Advisory Group Inc. (the "**Information Officer**") is hereby appointed as an officer of this Court, with the powers and duties set out herein.

NO PROCEEDINGS AGAINST THE DEBTORS OR THE PROPERTY

6. **THIS COURT ORDERS** that, until such date as this Court may order (the "**Stay Period**"), no proceeding or enforcement process in any court or tribunal in Canada (each, a "**Proceeding**") shall be commenced or continued against or in respect of the Debtors or affecting their business (the "**Business**") or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof (the "**Property**"), except with leave of this Court, and any and all Proceedings currently under way

against or in respect of any of the Debtors or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

7. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "**Persons**" and each being a "**Person**") against or in respect of the Debtors, or affecting the Business or the Property, are hereby stayed and suspended except with leave of this Court, provided that nothing in this Order shall (i) prevent the assertion of or the exercise of rights and remedies outside of Canada, (ii) empower any of the Debtors to carry on any business in Canada which that Debtor is not lawfully entitled to carry on, (iii) affect such investigations or Proceedings by a regulatory body as are permitted by section 11.1 of the CCAA, (iv) prevent the filing of any registration to preserve or perfect a security interest, or (v) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

8. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by any of the Debtors and affecting the Business in Canada, except with leave of this Court.

ADDITIONAL PROTECTIONS

9. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with the Debtors or statutory or regulatory mandates for the supply of goods and/or services in Canada, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services provided in respect of the Property or Business of the Debtors, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Debtors, and that the Debtors shall be entitled to the continued use in Canada of their current premises,

telephone numbers, facsimile numbers, internet addresses and domain names.

10. **THIS COURT ORDERS** that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the Debtors with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Debtors whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations.

11. **THIS COURT ORDERS** that no Proceeding shall be commenced or continued against or in respect of the Information Officer, except with leave of this Court. In addition to the rights and protections afforded the Information Officer herein, or as an officer of this Court, the Information Officer shall have the benefit of all of the rights and protections afforded to a Monitor under the CCAA, and shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part.

OTHER PROVISIONS RELATING TO INFORMATION OFFICER

12. **THIS COURT ORDERS** that the Information Officer:

- (a) is hereby authorized to provide such assistance to the Foreign Representative in the performance of its duties as the Foreign Representative may reasonably request;
- (b) shall report to this Court at least once every three months with respect to the status of these proceedings and the status of the Foreign Proceeding, which reports may include information relating to the Property, the Business, or such other matters as may be relevant to the proceedings herein;
- (c) in addition to the periodic reports referred to in paragraph 11(b) above, the Information Officer may report to this Court at such other times and intervals as

the Information Officer may deem appropriate with respect to any of the matters referred to in paragraph 11(b) above;

- (d) shall have full and complete access to the Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the Debtors, to the extent that is necessary to perform its duties arising under this Order; and
- (e) shall be at liberty to engage independent legal counsel or such other persons as the Information Officer deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order.

13. **THIS COURT ORDERS** that the Debtors and the Foreign Representative shall (i) advise the Information Officer of all material steps taken by the Debtors or the Foreign Representative in these proceedings or in the Foreign Proceeding, (ii) co-operate fully with the Information Officer in the exercise of its powers and discharge of its obligations, and (iii) provide the Information Officer with the assistance that is necessary to enable the Information Officer to adequately carry out its functions.

14. **THIS COURT ORDERS** that the Information Officer shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof.

15. **THIS COURT ORDERS** that the Information Officer (i) shall post on its website all Orders of this Court made in these proceedings, all reports of the Information Officer filed herein, and such other materials as this Court may order from time to time, and (ii) may post on its website any other materials that the Information Officer deems appropriate.

16. **THIS COURT ORDERS** that the Information Officer may provide any creditor of a Debtor with information provided by the Debtors in response to reasonable requests for information made in writing by such creditor addressed to the Information Officer. The Information Officer shall not have any responsibility or liability with respect to the information

disseminated by it pursuant to this paragraph. In the case of information that the Information Officer has been advised by the Debtors is privileged or confidential, the Information Officer shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Information Officer, the Foreign Representative and the relevant Debtors may agree.

17. **THIS COURT ORDERS** that the Information Officer and counsel to the Information Officer shall be paid by the Debtors their reasonable fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts. The Debtors are hereby authorized and directed to pay the accounts of the Information Officer and counsel for the Information Officer.

18. **THIS COURT ORDERS** that the Information Officer and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Information Officer and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice, and the accounts of the Information Officer and its counsel shall not be subject to approval in the Foreign Proceeding.

19. **THIS COURT ORDERS** that the Information Officer and counsel to the Information Officer, if any, shall be entitled to the benefit of and are hereby granted a charge (the "**Administration Charge**") on the Property in Canada, which charge shall not exceed an aggregate amount of \$200,000 as security for their professional fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order. The Administration Charge shall have the priority set out in paragraphs 19 hereof.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

20. **THIS COURT ORDERS** that the priority of the Administration Charge shall be as follows:

First – Administration Charge to the maximum amount of \$200,000.

21. **THIS COURT ORDERS** that the filing, registration or perfection of the Administration Charge shall not be required, and that the Administration Charge shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Administration Charge coming into existence, notwithstanding any such failure to file, register, record or perfect the Administration Charge.

22. **THIS COURT ORDERS** that the Administration Charge (constituted and defined herein) shall constitute a charge on the Property in Canada and the Charge shall rank in priority to all other security interests, hypothecs, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "**Encumbrances**") in favour of any Person.

23. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Debtors shall not grant any Encumbrances over any Property in Canada that rank in priority to, or *pari passu* with, the Administration Charge, unless the Debtors also obtain the prior written consent of the Information Officer.

24. **THIS COURT ORDERS** that the Administration Charge shall not be rendered invalid or unenforceable and the rights and remedies of the chargee entitled to the benefit of the Administration Charge (collectively, the "**Chargee**") shall not otherwise be limited or impaired in any way by (i) the pendency of these proceedings and the declarations of insolvency made herein; (ii) any application(s) for bankruptcy order(s) issued pursuant to the *Bankruptcy and Insolvency Act (Canada)*, R.S.C. 1985, c. B-3, as amended (the "**BIA**"), or any bankruptcy order made pursuant to such applications; (iii) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (iv) the provisions of any federal or provincial statutes; or (v) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "**Agreement**") which binds any Debtor, and notwithstanding any provision to the contrary in any Agreement:

- (a) the creation of the Administration Charge shall not create or be deemed to constitute a breach by a Debtor of any Agreement to which it is a party;

- (b) the Chargee shall not have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the Administration Charge; and
- (c) the payments made by the Debtors to the Chargee pursuant to this Order, and the granting of the Administration Charge, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

25. **THIS COURT ORDERS** that the Administration Charge created by this Order over leases of real property in Canada shall only be a charge in the applicable Debtor's interest in such real property leases.

SERVICE AND NOTICE

26. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the "**Protocol**") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol at the following URL: <https://www.richter.ca/insolvencycase/imerys-talc-canada-inc/>.

27. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the Debtors, the Foreign Representative and the Information Officer are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Debtors' creditors or other interested parties at their respective addresses as last shown on the records of the

applicable Debtor and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

GENERAL

28. **THIS COURT ORDERS** that the Information Officer may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

29. **THIS COURT ORDERS** that nothing in this Order shall prevent the Information Officer from acting as an interim receiver, a receiver, a receiver and manager, a monitor, a proposal trustee, or a trustee in bankruptcy of any Debtor, the Business or the Property.

30. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States of America, to give effect to this Order and to assist the Debtors, the Foreign Representative, the Information Officer, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Debtors, the Foreign Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Debtors, the Foreign Representative, and the Information Officer and their respective agents in carrying out the terms of this Order.

31. **THIS COURT ORDERS** that each of the Debtors, the Foreign Representative and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

32. **THIS COURT ORDERS** that the Guidelines for Court-to-Court Communications in Cross-Border Cases developed by the American Law Institute and attached as Schedule "A" hereto is adopted by this Court for the purposes of these recognition proceedings.

33. **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, the Foreign Representative, the Information Officer 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.

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

Schedule "A"

**Guidelines for Court-to-Court Communications in Cross-Border Cases developed by the
American Law Institute**

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

Court File No: CV-●

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

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

Proceeding commenced at Toronto

SUPPLEMENTAL ORDER

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

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

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

Lawyers for the Applicant

TAB 5

Court File No. _____:

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

THE HONOURABLE

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WEEKDAY TUESDAY, THE # 19th

MR. _____

DAY OF MONTH FEBRUARY, 20YR 2019

JUSTICE _____ MCEWAN

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 ~~THE [LIST DEBTOR NAMES]~~ (the "Debtors" IMERYS TALC
AMERICA, INC., IMERYS TALC VERMONT, INC., AND IMERYS TALC CANADA INC.
(THE "DEBTORS"))**

**APPLICATION OF ~~[NAME OF FOREIGN REPRESENTATIVE]~~
IMERYS TALC CANADA INC., UNDER SECTION 46 OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

INITIAL RECOGNITION ORDER

(FOREIGN MAIN¹ PROCEEDING)

**THIS APPLICATION,² made by ~~[NAME OF FOREIGN REPRESENTATIVE]~~ 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.**

¹ Under section 47 the Canadian Court must be satisfied that the application for the recognition of a foreign proceeding relates to a foreign proceeding and that the applicant is a foreign representative in respect of that foreign proceeding, and then determine if the foreign proceeding is a foreign "main" or a foreign "non-main" proceeding. If the Canadian Court recognizes a foreign proceeding as a "main" proceeding, then section 48 of the CCAA provides that the Court must grant certain relief, subject to any terms and conditions it considers appropriate. The provisions of this model Order are minimal, and based on the mandatory relief set out in section 48 of the CCAA with respect to a foreign main proceeding. As noted below, supplemental and other relief is set out in the model Supplemental Order (Foreign Main Proceeding).

² Part IV of the CCAA governs cross-border insolvencies.

1985, c. C-36, as amended (the "CCAA") for an Order substantially in the form enclosed in the Application Record, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application, the affidavit of ~~[NAME]~~Alexandra Picard sworn ~~[DATE]~~, ~~[the preliminary report of [NAME] February 15, 2019, the Pre-Filing Report of Richter Advisory Group Inc., in its capacity as proposed information officer (the "Proposed Information Officer") dated [DATE] February 15, 2019, each filed, and upon being provided with copies of the documents required by s. section 46 of the CCAA,~~

AND UPON BEING ADVISED by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) ~~[will be/ is being] sought,~~³

AND UPON HEARING the submissions of counsel for the Foreign Representative, ~~[counsel for the Proposed Information Officer,] counsel for [OTHER PARTIES], and upon being advised that no other persons were~~ no one else appearing for any other parties although duly served with the Notice of Application:⁴ as appears from the Affidavit of Service of Patricia Joseph sworn February 15, 2019:

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Application and the Application Record is hereby abridged and validated⁵ so that this Application is properly returnable today and hereby dispenses with further service thereof.

FOREIGN REPRESENTATIVE

³ In addition to the mandatory relief contained in this Order pursuant to section 48 of the CCAA, certain discretionary relief may be granted by the Court pursuant to section 49 of the CCAA. Examples of such discretionary relief are contained in a model Supplemental Order (Foreign Main Proceeding), also available on the Commercial List website.

⁴ Revise to be consistent with the service recital in the Supplemental Order, if it is being sought concurrently.

⁵ If service is effected in a manner other than as authorized by the Ontario *Rules of Civil Procedure*, an order validating irregular service is required pursuant to Rule 16.08 of the *Rules of Civil Procedure* and may be granted in the appropriate circumstances.

2. THIS COURT ORDERS AND DECLARES that the Foreign Representative is the "foreign representative" (as defined in section 45 of the CCAA) of the Debtors in respect of ~~[DESCRIBE FOREIGN PROCEEDING]~~the jointly administered insolvency proceedings (the "Foreign Proceeding"). "Foreign Proceeding" of Imerys Talc America, Inc. ("ITA"), Imerys Talc Vermont, Inc. ("ITV") and ITC (collectively, the "Debtors") in the United States Bankruptcy Court for the District of Delaware (the "U.S. Court") under chapter 11 of title 11 of the United States Bankruptcy Code.

CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING

3. **THIS COURT DECLARES** that the centre of its main interests for each of the Debtors is ~~[FILING JURISDICTION FOR FOREIGN PROCEEDING]~~the United States of America,⁶ and that the Foreign Proceeding is hereby recognized as a "foreign main proceeding"⁷ as defined in section 45 of the CCAA.

STAY OF PROCEEDINGS⁸

4. **THIS COURT ORDERS** that until otherwise ordered by this Court:

- (a) all proceedings taken or that might be taken against any ~~Debtor~~of the Debtors under the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act* are stayed;
- (b) further proceedings in any action, suit or proceeding in Canada against any ~~Debtor~~of the Debtors are restrained; and
- (c) the commencement of any action, suit or proceeding in Canada against any ~~Debtor~~of the Debtors is prohibited.

NO SALE OF PROPERTY⁹

5. **THIS COURT ORDERS** that, except with leave of this Court, each of the Debtors is prohibited from selling or otherwise disposing of: outside the ordinary course of its business, any of its property in Canada.

⁶ A "foreign main proceeding" as defined in section 45 of the CCAA is "a foreign proceeding in a jurisdiction where the debtor company has the centre of its main interests". Accordingly, the Court must make this determination in concluding that the proceeding being recognized is a foreign main proceeding. This determination should be made for each individual Debtor.

⁷ A separate model order is being developed with respect to foreign non-main proceedings.

⁸ The provisions of this paragraph 4 are based on section 48 of the CCAA. More comprehensive stay provisions are found in the model Supplemental Order (Foreign Main Proceeding).

⁹ Based on section 48(d) of the CCAA.

- (a) ~~outside the ordinary course of its business, any of its property in Canada that relates to the business; and~~
- (b) ~~any of its other property in Canada.~~

GENERAL

6. **THIS COURT ORDERS** that ~~[without delay]~~[within [NUMBER]seven (7) days from the date of this Order, or as soon as practicable thereafter]¹⁰, the Foreign Representative Information Officer shall cause to be published a notice substantially in the form attached to this Order as Schedule [*]"A"¹¹ once a week for two consecutive weeks, in ~~[NAME OF NEWSPAPER(S)]~~The Globe and Mail (National Edition).¹²

7. **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 and the Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS AND DECLARES** that ~~[the Interim Initial Order made on [DATE] shall be of no further force and effect once this Order becomes effective, and that] this Order shall be effective as of [TIME]¹³12:01 am on the date of this Order~~[, provided that nothing herein shall invalidate any action taken in compliance with such Interim Initial Order prior to the effective time of this Order.]~~¹⁴.~~

9. **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.

¹⁰ Section 53 of the CCAA requires publication "without delay after the order is made". The alternative language, above, may provide more certainty as to when that publication must take place.

¹¹ The notice must contain information prescribed under the CCAA (section 53(b)).

¹² Section 53(b) of the CCAA requires that the Foreign Representative publish, unless otherwise directed by the Court, notice of the Recognition Order once a week for two consecutive weeks, in one or more newspapers in Canada specified by the Court. In addition, the Foreign Representative has ongoing reporting obligations pursuant to section 53(a) of the CCAA.

¹³ This time should be after the effective time that the Foreign Representative was appointed in the Foreign Proceeding.

¹⁴ If an Interim Initial Order was not made, references to an Interim Initial Order should be removed from this paragraph.

Schedule "A"

Form of Newspaper Notice

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

NOTICE OF INITIAL RECOGNITION ORDER

PLEASE BE ADVISED that this Notice is being published pursuant to an order of the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court"), granted on February 19, 2019 (the "Initial Recognition Order").

PLEASE TAKE NOTICE that on February 13, 2019, Imerys Talc America, Inc., Imerys Talc Vermont, Inc., and Imerys Talc Canada Inc. (collectively, the "Chapter 11 Debtors") each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (collectively, the "Chapter 11 Proceedings") in the United States Bankruptcy Court for the District of Delaware (the "U.S. Court"). In connection with the Chapter 11 Proceedings, the U.S. Court has appointed Imerys Talc Canada Inc. ("ITC") as the foreign representative of the Chapter 11 Debtors (the "Foreign Representative"). The Foreign Representative's address is 1155 René-Lévesque Blvd. West, Suite 4100, Montreal, Québec H3B 3V2. The Debtors carry on business in Canada through ITC.

PLEASE TAKE FURTHER NOTICE that the Initial Recognition Order and a Supplemental Order (together, the "Recognition Orders") have been issued by the Canadian Court under Part IV of the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36 (the "CCAA Recognition Proceedings"), and, among other things: (i) recognize the Chapter 11 Proceedings as a foreign main proceeding; (ii) recognize ITC as the Foreign Representative of the Chapter 11 Debtors; (iii) recognize certain orders granted by the U.S. Court in the Chapter 11 Proceedings; (iv) stay claims against the Chapter 11 Debtors, their property and their directors and officers in Canada; (v) prohibit the commencement of any such proceedings in Canada absent further order of the Canadian Court; and (vi) appoint Richter Advisory Group Inc. as the Information Officer with respect to the CCAA Recognition Proceedings.

PLEASE TAKE FURTHER NOTICE that counsel for the Foreign Representative is:

Stikeman Elliott LLP

5300 Commerce Court West

199 Bay St. Toronto, ON

Canada M5L 1B9

Attention: Maria Konyukhova

Phone: 416-869-5230

Fax: 416-947-0866

Email: mkonyukhova@stikeman.com

PLEASE TAKE FURTHER NOTICE that persons who wish to receive a copy of the Recognition Orders or obtain any further information in respect thereof or in respect of the matters set forth in this Notice, should contact the Information Officer at the address below:

Richter Advisory Group Inc. (solely in its capacity as Information Officer)

Bay Wellington Tower

181 Bay Street, Suite 3320, Toronto, ON

Canada M5J 2T3

Attention: Paul van Eyk / Pritesh Patel

Phone: 416-485-4592 / 416-642-9421

Fax: 416-488-3765

Email: pvaneyk@richter.ca / ppatel@richter.ca

PLEASE TAKE FURTHER NOTICE that the motions, orders and notices filed with the U.S. Court in the Chapter 11 Proceedings are available at <https://cases.primeclerk.com/imerystalc/>

Prime Clerk LLC

830 Third Avenue, 9th Floor

New York, New York 10022

Attention: Benjamin J. Steele

Phone: 212-257-5490

Email: bsteele@primeclerk.com

PLEASE FINALLY NOTE that the Recognition Orders, and any other orders that may be granted by the Canadian Court, can be viewed at:

<https://www.richter.ca/insolvencycase/imerys-talc-canada-inc/>

DATED AT TORONTO, ONTARIO this 19th day of February, 2019.

Richter Advisory Group Inc.

(solely in its capacity as Information Officer of the Chapter 11 Debtors and not in its personal or corporate capacity)

~~{ATTACH APPROPRIATE SCHEDULE(S)}~~

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

Court File No.: CV-

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

Proceeding commenced at Toronto

INITIAL RECOGNITION ORDER

STIKEMAN ELLIOTT LLP
Barristers & Solicitors

5300 Commerce Court West
199 Bay Street

Toronto, Canada M5L 1B9

Maria Konyukhova LSO#: 52880V
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Tel: (416) 869-5642

Fax: (416) 947-0866

Lawyers for the Applicant

Document comparison by Workshare Professional on Thursday, February 14, 2019 2:06:26 PM

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| | Count |
| Insertions | 113 |
| Deletions | 111 |
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TAB 6

Court File No. _____

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE

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WEEKDAY TUESDAY, THE #19th

MR. _____

DAY OF MONTH FEBRUARY, 20YR 2019

JUSTICE _____ MCEWAN

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

~~AND IN THE MATTER OF THE [LIST DEBTOR NAMES](the "Debtors")~~

~~APPLICATION OF [NAME OF FOREIGN REPRESENTATIVE]
UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT~~

SUPPLEMENTAL ORDER¹

(FOREIGN MAIN² PROCEEDING)

THIS APPLICATION, made by ~~[NAME OF FOREIGN REPRESENTATIVE]~~ 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 Application Record, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application, the affidavit of ~~[NAME]~~ Alexandra Picard sworn ~~[DATE]~~, February 15, 2019 (the "Picard Affidavit"), the preliminary report of ~~[NAME]~~ Richter Advisory Group Inc. in its capacity as proposed information officer dated ~~[DATE]~~, (the "Proposed Information Officer") dated February 15, 2019, and on being advised that the secured creditors who are likely to be affected by the charges created herein were given notice, ~~and on hearing~~

AND UPON HEARING the submissions of counsel for the Foreign Representative, ~~[counsel for the proposed information officer,]~~ counsel for ~~[OTHER PARTIES]~~, ~~no one appearing for [NAME]~~³ Proposed Information Officer, and upon no one else appearing for any other parties although duly served as appears from the affidavit Affidavit of service Service of

¹ As noted in several footnotes in this model order, practice under Part IV of the CCAA is still developing, and as certain issues are determined by Canadian courts, this model order will be amended to reflect the development of the law in this area.

² If the Canadian Court has recognized a foreign proceeding as a "main" proceeding, then section 48 of the CCAA provides that the Court must grant certain relief, subject to any terms and conditions it considers appropriate. The provisions of the model Initial Recognition Order (Foreign Main Proceeding) fulfill the mandatory requirements of section 48 with respect to a foreign main proceeding. Section 49 of the CCAA also allows the Court to make any order that it considers appropriate for the protection of the debtor company's property or the interests of a creditor or creditors. This Supplemental Order contains discretionary relief that might be granted by the Court in the appropriate circumstances. The Model Order Subcommittee has attempted to make the provisions of this model Order consistent with similar provisions in other model Orders. Supplemental relief (whether contained in this Order or in subsequent Orders) may also include provisions dealing with the sale of assets, the recognition of critical vendors, a claims process, or any number of other matters, or may recognize foreign orders or laws granting such relief.

³ Include names of secured creditors or other persons who must be served before certain relief in this model Order may be granted. See, for example, CCAA Sections 11.2(1) and 11.52(1).

[NAME] Patricia Joseph sworn [DATE] February 15, 2019, and on reading the consent of [NAME OF PROPOSED INFORMATION OFFICER] Richter Advisory Group Inc. to act as the information officer:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated⁴ so that this Application is properly returnable today and hereby dispenses with further service thereof.

INITIAL RECOGNITION ORDER

2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Initial Recognition Order (Foreign Main Proceeding) dated [DATE] February 19, 2019 (the "**Recognition Order**") or in the Picard Affidavit.

3. **THIS COURT ORDERS** that the provisions of this Supplemental Order shall be interpreted in a manner complementary and supplementary to the provisions of the Recognition Order, provided that in the event of a conflict between the provisions of this Supplemental Order and the provisions of the Recognition Order, the provisions of the Recognition Order shall govern.

RECOGNITION OF FOREIGN ORDERS⁵

4. **THIS COURT ORDERS** that the following orders (collectively, the "**Foreign Orders**") of [NAME OF FOREIGN COURT] the United States Bankruptcy Court for the District of

⁴ If service is effected in a manner other than as authorized by the *Ontario Rules of Civil Procedure*, an order validating irregular service is required pursuant to Rule 16.08 of the *Rules of Civil Procedure* and may be granted in the appropriate circumstances.

⁵ This model Order adopts an approach that might be applicable to some foreign proceedings, but not others. For example, U.S. proceedings will typically generate court orders that will be brought to the Canadian Courts for recognition. Other jurisdictions may have statutory or regulatory rights (rather than court orders) that need to be recognized in Canada.

Delaware made in the Foreign Proceeding are hereby recognized and given full force and effect⁶ in all provinces and territories of Canada pursuant to Section 49 of the CCAA:

- (a) ~~[list Foreign Orders, or portions of Foreign Orders, copies of which should be attached as schedules to this Order], attached as Schedule A to this Order,~~an order directing the joint administration of the Chapter 11 cases of the Debtors in the Foreign Proceeding (the "Joint Administration Order");
- (b) an order authorizing ITC to act as the foreign representative of the Debtors (the "Foreign Representative Order");
- (c) an order authorizing the retention of Prime Clerk LLC as claims and noticing agent (the "Claims and Noticing Agent Order");
- (d) an order confirming the enforceability and applicability of the automatic stay protections and *ipso facto* prohibitions of the United States Bankruptcy Code (the "Automatic Stay Order");
- (e) an interim order authorizing but not directing the Debtors to pay prepetition obligations owed to certain shippers, lien claimants, royalty interest owners, and claimants with claims arising under Section 503(b)(9) of the United States Bankruptcy Code (the "Lien Claimants Order");
- (f) an interim order authorizing, but not directing the Debtors to pay prepetition obligations owed to certain critical vendors (the "Critical Vendors Order");
- (g) an interim order authorizing, but not directing the Debtors to pay prepetition obligations owed to certain foreign vendors (the "Foreign Vendors Order");

⁶Section 50 of the CCAA provides that an order made under Part IV of the CCAA may be made on any terms and conditions that the Court considers appropriate in the circumstances. Such terms and conditions would presumably need to be consistent with the orders or laws applicable to the foreign proceeding, subject to (i) the limitations imposed by section 48(2) (an order made under section 48(1) must be consistent with any order made under the CCAA), and (ii) the limitations imposed in section 61 (which provides that the Court may apply legal or equitable rules that are not inconsistent with the CCAA, and further that the Court may refuse to do something that would be contrary to public policy). All of the Foreign Orders should be reviewed by counsel with these issues in mind, and the Court may require confirmation from counsel that there is nothing in the Foreign Orders that is inconsistent with the CCAA or that would raise the public policy exception referenced in section 61 of the CCAA.

- (h) an interim order authorizing, but not directing the payment of certain prepetition taxes and fees (the "Taxes Order"):
- (i) an order authorizing the Debtors to continue to pay prepetition insurance and bonding obligations and to maintain, renew, and modify their insurance coverage and bonding program (the "Insurance and Bonding Order"):
- (j) an interim order authorizing the Debtors to pay certain prepetition workforce obligations, confirming the right to continue workforce programs on a postpetition basis, authorizing payment of withholding and payroll-related taxes, and authorising payment of prepetition claims owing to administrators and third party providers related to workforce programs (the "Workforce Obligations Order"):
- (k) an interim order (i) prohibiting the Debtors utility service providers from altering or discontinuing service; (ii) approving an adequate assurance deposit as adequate assurance of future payment to the utilities; and (iii) establishing procedures for resolving any subsequent request by utilities for additional adequate assurance of payment (the "Utilities Order"):
- (l) an interim order authorizing the Debtors to pay certain obligations owed to customers and to continue certain customer programs (the "Customer Programs Order"):
- (m) an interim order authorizing the Debtors to, *inter alia*, continue to use their cash management system and bank accounts (the "Cash Management Order"); and
- (n) an order authorizing the filing of (i) a consolidated master list of creditors, a consolidated list of the top thirty law firms representing talc claimants, and a consolidated list of the debtors' thirty creditors holding the largest unsecured claims, and (ii) approving certain notice procedures for talc claimants (the "Limit Notice and Approve Notice Procedures Order").

provided, however, that in the event of any conflict between the terms of the Foreign Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to Property (as defined below) in Canada. Copies of the Foreign Orders are attached as Exhibits "D" to "Q" to the Picard Affidavit.

APPOINTMENT OF INFORMATION OFFICER⁷

5. THIS COURT ORDERS that ~~[NAME OF INFORMATION OFFICER]~~ Richter Advisory Group Inc. (the "Information Officer") is hereby appointed as an officer of this Court, with the powers and duties set out herein.

NO PROCEEDINGS AGAINST THE DEBTORS OR THE PROPERTY⁸

6. THIS COURT ORDERS that, until such date as this Court may order (the "Stay Period"), no proceeding or enforcement process in any court or tribunal in Canada (each, a "Proceeding") shall be commenced or continued against or in respect of the Debtors or affecting their business (the "Business") or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever ~~situates~~ situated, including all proceeds thereof (the "Property"), except with leave of this Court,⁹ and any and all Proceedings currently under way against or in respect of any of the Debtors or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

⁷ The appointment of an Information Officer is not required by the CCAA, and is in the discretion of the Court. Information Officers are normally trustees licensed under the *Bankruptcy and Insolvency Act*.

⁸ The Model Order Subcommittee notes that a "Non-Derogation of Rights" section (found, for example, in the Model Initial CCAA Order) has not been included in this model Order. In a 'full' CCAA proceeding, which would typically include a stay of proceedings made under section 11.02 of the CCAA, a number of actions or steps cannot be stayed, or the stay is subject to certain limits and restrictions. See, for example, CCAA Sections 11.01, 11.04, 11.06, 11.07, 11.08, and 11.1(2). However, in a Part IV proceeding, section 48 of the CCAA (rather than section 11.02 of the CCAA) is being relied upon when a stay of proceedings is being sought, and despite the wording of section 48(2) and section 61, it is not clear if the restrictions applicable to a section 11.02 stay of proceedings are also applicable to a section 48 stay of proceedings, or would restrict the recognition of foreign proceedings or foreign orders that include a stay of proceedings broader than permitted in a section 11.02 stay of proceedings. These issues remain open for determination by Canadian courts.

⁹ Where the Court considers it to be appropriate, it may authorize other Persons, including a Court-appointed Information Officer, to provide consent to any Proceeding. This same comment applies in paragraphs 6 through 11 of this Order.

NO EXERCISE OF RIGHTS OR REMEDIES

7. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "**Persons**" and each being a "**Person**") against or in respect of the Debtors ~~[or the Foreign Representative]~~, or affecting the Business or the Property, are hereby stayed and suspended except with leave of this Court, provided that nothing in this Order shall (i) prevent the assertion of or the exercise of rights and remedies outside of Canada, (ii) empower any of the Debtors to carry on any business in Canada which that Debtor is not lawfully entitled to carry on, (iii) ~~[affect such investigations or Proceedings by a regulatory body as are permitted by section 11.1 of the CCAA,]~~ (iv) prevent the filing of any registration to preserve or perfect a security interest, or (v) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

8. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by any of the Debtors and affecting the Business in Canada, except with leave of this Court.

ADDITIONAL PROTECTIONS

9. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with the Debtors or statutory or regulatory mandates for the supply of goods and/or services in Canada, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services provided in respect of the Property or Business of the Debtors, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Debtors,

and that the Debtors shall be entitled to the continued use in Canada of their current premises, telephone numbers, facsimile numbers, internet addresses and domain names.¹⁰

10. ~~¶~~**THIS COURT ORDERS** that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the Debtors with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Debtors whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations.¹¹

11. **THIS COURT ORDERS** that no Proceeding shall be commenced or continued against or in respect of the Information Officer, except with leave of this Court. In addition to the rights and protections afforded the Information Officer herein, or as an officer of this Court, the Information Officer shall have the benefit of all of the rights and protections afforded to a Monitor under the CCAA, and shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part.

OTHER PROVISIONS RELATING TO INFORMATION OFFICER

12. **THIS COURT ORDERS** that the Information Officer:

- (a) is hereby authorized to provide such assistance to the Foreign Representative in the performance of its duties as the Foreign Representative may reasonably request;

¹⁰~~Section 11.01 of the CCAA provides that no order made under section 11 or 11.02 has the effect of (a) prohibiting a person from requiring immediate payment for good, services, etc. provided after the order is made, or (b) requiring the further advance of money or credit. It is unclear whether these provisions also apply to an order made pursuant to section 48 of the CCAA. Please see the discussion in footnote 8 above.~~

¹¹~~Counsel should specifically address with the Court whether this provision is appropriate in the context of this Order.~~

- (b) shall report to this Court at least once every ~~{three}~~ months with respect to the status of these proceedings and the status of the Foreign ~~Proceedings~~Proceeding, which reports may include information relating to the Property, the Business, or such other matters as may be relevant to the proceedings herein;
- (c) in addition to the periodic reports referred to in paragraph ~~12~~11(b) above, the Information Officer may report to this Court at such other times and intervals as the Information Officer may deem appropriate with respect to any of the matters referred to in paragraph ~~12~~11(b) above;
- (d) shall have full and complete access to the Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the Debtors, to the extent that is necessary to perform its duties arising under this Order; and
- (e) shall be at liberty to engage independent legal counsel or such other persons as the Information Officer deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order.

13. **THIS COURT ORDERS** that the Debtors and the Foreign Representative shall (i) advise the Information Officer of all material steps taken by the Debtors or the Foreign Representative in these proceedings or in the Foreign ~~Proceedings~~Proceeding, (ii) co-operate fully with the Information Officer in the exercise of its powers and discharge of its obligations, and (iii) provide the Information Officer with the assistance that is necessary to enable the Information Officer to adequately carry out its functions.

14. **THIS COURT ORDERS** that the Information Officer shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof.

15. **THIS COURT ORDERS** that the Information Officer (i) shall post on its website all Orders of this Court made in these proceedings, all reports of the Information Officer filed herein, and such other materials as this Court may order from time to time, and (ii) may post on its website any other materials that the Information Officer deems appropriate.

16. **THIS COURT ORDERS** that the Information Officer may provide any creditor of a Debtor with information provided by the Debtors in response to reasonable requests for information made in writing by such creditor addressed to the Information Officer. The Information Officer shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Information Officer has been advised by the Debtors is privileged or confidential, the Information Officer shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Information Officer, the Foreign Representative and the relevant Debtors may agree.

17. **THIS COURT ORDERS** that the Information Officer and counsel to the Information Officer shall be paid by the Debtors their reasonable fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts. The Debtors are hereby authorized and directed to pay the accounts of the Information Officer and counsel for the Information Officer ~~on a [TIME INTERVAL] basis and, in addition, the Debtors are hereby authorized to pay to the Information Officer and counsel to the Information Officer, retainers in the amount[s] of \$[AMOUNT OR AMOUNTS] [, respectively,] to be held by them as security for payment of their respective fees and disbursements outstanding from time to time.~~

18. **THIS COURT ORDERS** that the Information Officer and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Information Officer and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice, and the accounts of the Information Officer and its counsel shall not be subject to approval in the Foreign Proceeding.

19. **THIS COURT ORDERS** that the Information Officer and counsel to the Information Officer, if any, shall be entitled to the benefit of and are hereby granted a charge (the "**Administration Charge**") on the Property in Canada, which charge shall not exceed an aggregate amount of \$~~[AMOUNT]~~, 200,000 as security for their professional fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order. The Administration Charge shall have the priority set out in paragraphs ~~{21}~~ and ~~{23}~~19 hereof.

INTERIM FINANCING¹²

~~20. THIS COURT ORDERS that the DIP Lender shall be entitled to the benefit of and is hereby granted a charge (the "DIP Lender's Charge") on the Property in Canada, which DIP Lender's Charge shall be consistent with the liens and charges created by the [DESCRIBE DIP LOAN ORDER MADE IN THE FOREIGN PROCEEDING], provided however that the DIP Lender's Charge (i) shall not secure an obligation that exists before this Order is made,¹³ and (ii) with respect to the Property in Canada, shall have the priority set out in paragraphs {21} and {23} hereof, and further provided that the DIP Lender's Charge shall not be enforced except with leave of this Court.~~

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

~~20. 21.~~ **THIS COURT ORDERS** that the ~~priority~~priority of the Administration Charge and the DIP Lender's Charge, as among them, shall be as follows:¹⁴

¹² Optional — if there is a DIP Lender which takes security over assets in Canada or in respect of Canadian Debtors. If more comprehensive interim financing provisions are required, please refer to the model CCAA Initial Order for sample provisions.

¹³ This restriction appears in the interim financing provisions found in section 11.2(1) of the CCAA. It is unclear if this prohibits the recognition of a foreign order that creates a DIP Lender's Charge securing pre-filing obligations.

¹⁴ The ranking of these Charges is for illustration purposes only, and is not meant to be determinative. This ranking may be subject to negotiation, and should be tailored to the circumstances of the case before the Court. Similarly, the quantum and caps applicable to the Charges should be considered in each case. Please also note that the CCAA now permits Charges in favour of critical suppliers and others, which should also be incorporated into this Order (and the rankings, above), where appropriate.

First - Administration Charge (to the maximum amount of \$[AMOUNT]);
and 200,000.

~~Second - DIP Lender's Charge.~~

~~21.~~ ~~22.~~ **THIS COURT ORDERS** that the filing, registration or perfection of the Administration Charge or the DIP Lender's Charge (collectively, the "Charges") shall not be required, and that the ~~Charges~~ Administration Charge shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the ~~Charges~~ Administration Charge coming into existence, notwithstanding any such failure to file, register, record or perfect the ~~Charges.~~ Administration Charge.

~~22.~~ ~~23.~~ **THIS COURT ORDERS** that each of the Administration Charge and the DIP Lender's Charge (all as constituted and defined herein) shall constitute a charge on the Property in Canada and ~~such Charges~~ the Charge shall rank in priority to all other security interests, hypothecs, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "Encumbrances") in favour of any Person.

~~23.~~ ~~24.~~ **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Debtors shall not grant any Encumbrances over any Property in Canada that rank in priority to, or *pari passu* with, the Administration Charge or the DIP Lender's Charge, unless the Debtors also obtain the prior written consent of the Information Officer and the DIP Lender.

~~24.~~ ~~25.~~ **THIS COURT ORDERS** that the Administration Charge and the DIP Lender's Charge shall not be rendered invalid or unenforceable and the rights and remedies of the ~~chargees~~ chargee entitled to the benefit of the ~~Charges~~ Administration Charge (collectively, the "Charges" Chargee) shall not otherwise be limited or impaired in any way by (i) the pendency of these proceedings and the declarations of insolvency made herein; (ii) any application(s) for bankruptcy order(s) issued pursuant to ~~BIA~~ the Bankruptcy and Insolvency Act (Canada), R.S.C.

1985, c. B-3, as amended (the "BIA"), or any bankruptcy order made pursuant to such applications; (iii) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (iv) the provisions of any federal or provincial statutes; or (v) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "Agreement") which binds any Debtor, and notwithstanding any provision to the contrary in any Agreement:

- (a) the creation of the ~~Charges~~ Administration Charge shall not create or be deemed to constitute a breach by a Debtor of any Agreement to which it is a party;
- (b) ~~none of the Chargees~~ Chargee shall not have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the ~~Charges~~ Administration Charge; and
- (c) the payments made by the Debtors to the ~~Chargees~~ Chargee pursuant to this Order, and the granting of the ~~Charges~~ Administration Charge, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

25. ~~26.~~ **THIS COURT ORDERS** that ~~any~~ the Administration Charge created by this Order over leases of real property in Canada shall only be a ~~Charge~~ charge in the applicable Debtor's interest in such real property leases.

SERVICE AND NOTICE

26. ~~27.~~ **THIS COURT ORDERS** that that the E-Service Protocol of the Commercial List (the "Protocol") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at

<http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>[DOCSTOR: 2241093\13
13](http://w</u></p></div><div data-bbox=)

www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol ~~with~~at the following URL: ~~<@>~~'https://www.richter.ca/insolvencycase/imerys-talc-canada-inc/.

27. ~~28.~~ **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the Debtors, the Foreign Representative and the Information Officer are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Debtors' creditors or other interested parties at their respective addresses as last shown on the records of the applicable Debtor and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

GENERAL

28. ~~29.~~ **THIS COURT ORDERS** that the Information Officer may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

29. ~~30.~~ **THIS COURT ORDERS** that nothing in this Order shall prevent the Information Officer from acting as an interim receiver, a receiver, a receiver and manager, a monitor, a proposal trustee, or a trustee in bankruptcy of any Debtor, the Business or the Property.

30. ~~31.~~ **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the ~~[JURISDICTION OF THE FOREIGN PROCEEDING]~~United States of America, to give effect to this Order and to

assist the Debtors, the Foreign Representative, the Information Officer, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Debtors, the Foreign Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Debtors, the Foreign Representative, and the Information Officer and their respective agents in carrying out the terms of this Order.

31. ~~32.~~ **THIS COURT ORDERS** that each of the Debtors, the Foreign Representative and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

32. ~~33.~~ **THIS COURT ORDERS** that the Guidelines for Court-to-Court Communications in Cross-Border Cases developed by the American Law Institute and attached as Schedule [~~*~~] "A" hereto is adopted by this Court for the purposes of these recognition proceedings.

33. ~~34.~~ **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, the Foreign Representative, the Information Officer 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.

34. ~~35.~~ **THIS COURT ORDERS** that this Order shall be effective as of [~~TIME~~] 12:01 am on the date of this Order.¹⁵

¹⁵ The time referenced in this Order should be the same time as the time referenced in the Recognition Order, if the two Orders are made on the same date. In the absence of such a provision, Rule 59.01 of the Ontario *Rules of Civil Procedure* appears to indicate that an Order is effective as of 12:01 a.m. on the date of the Order (Rule 59.01 provides that "An order is effective from the date on which it is made, unless it provides otherwise").
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Schedule "A"

Guidelines for Court-to-Court Communications in Cross-Border Cases developed by the
American Law Institute

[ATTACH APPROPRIATE SCHEDULES]

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

SUPPLEMENTAL ORDER

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| Insertions | 118 |
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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-

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

**APPLICATION RECORD
(Volume 2 of 2)**

(Returnable February 19, 2019)

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