

**RICHTER**

**Richter Advisory Group Inc.**  
181 Bay Street, 35<sup>th</sup> Floor  
Toronto, ON M5J 2T3  
[www.richter.ca](http://www.richter.ca)

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

**IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC.  
AND IMERYS TALC CANADA INC.**

**TENTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS INFORMATION OFFICER**

**January 21, 2021**

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

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

**AND IN THE MATTER OF IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC. AND  
IMERYS TALC CANADA INC.**

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

**TENTH REPORT OF THE INFORMATION OFFICER  
RICHTER ADVISORY GROUP INC.**

**JANUARY 21, 2021**

## I. INTRODUCTION

1. On February 13, 2019 (the “**Petition Date**”), Imerys Talc America, Inc. (“**ITA**”), Imerys Talc Vermont, Inc. (“**ITV**”) and Imerys Talc Canada Inc. (“**ITC**” and together with ITA and ITV, the “**Debtors**”), commenced voluntary reorganization proceedings (the “**Chapter 11 Proceedings**”) in the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”).
2. Also on the Petition Date, the Debtors filed various motions for interim and/or final orders (the orders entered by the US Court in respect thereof, the “**First Day Orders**”) in the Chapter 11 Proceedings to permit the Debtors to advance their reorganization. The First Day Orders included an order authorizing ITC to act as the foreign representative (in such capacity, the “**Foreign Representative**”) of the Debtors for the within proceedings (the “**Foreign Representative Order**”).
3. On February 14, 2019, the US Court granted the Foreign Representative Order and other First Day Orders.
4. On February 15, 2019, ITC, in its capacity as Foreign Representative, commenced an application before the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) (the “**CCAA**”).
5. On February 20, 2019, the Canadian Court granted an initial recognition order, *inter alia*: (i) declaring that ITC is a “foreign representative” as defined in section 45 of the CCAA; (ii) declaring that the Chapter 11 Proceedings are recognized as a “foreign main proceeding” under the CCAA; and (iii) granting a stay of proceedings against the Debtors in Canada. The Debtors’ proceedings under the CCAA are referred to herein as the “**Recognition Proceedings**”.
6. Also on February 20, 2019, the Canadian Court granted a supplemental order (the “**Supplemental Order**”), pursuant to section 49 of the CCAA, *inter alia*: (i) recognizing and giving full force and effect in Canada to certain of the First Day Orders; (ii) appointing Richter Advisory Group Inc. (“**Richter**”) as the information officer (the “**Information Officer**”) in respect of these proceedings; (iii) staying any proceedings, rights or remedies against or in respect of the Debtors, the business and property of the Debtors, the directors and officers of the Debtors in Canada, and the Information Officer; (iv) restraining the right of any person or entity to, among other things, discontinue or terminate any supply of products or services required by the Debtors in Canada; and (v) granting a super-priority charge over the Debtors’ property in Canada in favour of the Information Officer and its counsel, as security for their professional fees and disbursements incurred in respect of these proceedings, up to a maximum amount of \$200,000.

7. On March 19, 2019 and March 22, 2019, the US Court entered various orders (the “**March 19 & 22 Entered Orders**”) sought by the Debtors at their “second day hearing”, including but not limited to:
  - (a) a final Order 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 (the “**Final Wages Order**”);
  - (b) an Order Authorizing the Employment and Retention of KCIC, LLC as Insurance and Valuation Consultant, Nunc Pro Tunc to the Petition Date (the “**KCIC Retention Order**”);
  - (c) an Order Authorizing the Debtors to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors, Nunc Pro Tunc to the Petition Date (the “**RL&F Retention Order**”);
  - (d) an Order Authorizing Employment and Retention of Stikeman Elliott LLP as Canadian Counsel, Nunc Pro Tunc to the Petition Date (the “**Stikeman Retention Order**”); and
  - (e) an Order Authorizing the Employment and Retention of Prime Clerk LLC (“**Prime Clerk**”) as Administrative Advisor Nunc Pro Tunc to the Petition Date (the “**Administrative Advisor Order**”).
8. On March 25, 2019, the US Court entered an Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals (the “**Interim Compensation & Reimbursement Order**”).
9. On March 26, 2019, the US Court entered an Order Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, and (IV) Maintain Their Bonding Program (the “**Final Insurance and Bonding Order**”, and together with the March 19 & 22 Entered Orders and the Interim Compensation & Reimbursement Order, the “**Second Day Orders**”).
10. On April 1, 2019, the US Court entered an Order Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC (“**A&M**”) as the Debtors’ financial advisor Nunc Pro Tunc to the Petition Date (the “**A&M Retention Order**”).
11. On April 2, 2019, the US Court entered an Order Authorizing the Employment and Retention of Latham & Watkins LLP as the Debtors’ bankruptcy co-counsel Nunc Pro Tunc to the Petition Date (the “**L&W Retention Order**”).

12. On April 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to certain of the Second Day Orders, including the Final Wages Order, the KCIC Retention Order, the RL&F Retention Order, the Stikeman Retention Order and the Administrative Advisor Order.
13. On April 4, 2019, the US Court entered an Order Authorizing the Employment and Retention of Neal, Gerber, & Eisenberg LLP as the Debtors' special insurance coverage and indemnification counsel Nunc Pro Tunc to the Petition Date (the "**NGE Retention Order**").
14. On April 24, 2019, the US Court entered a final Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Check, 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 (the "**Final Cash Management Order**").
15. On May 21, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Willkie Farr & Gallagher LLP as special litigation and corporate counsel to the Official Committee of Tort Claimants (the "**Committee**" or the "**TCC**") (the "**Willkie Farr & Gallagher Order**"); and
  - (b) Authorizing the Employment and Retention of Robinson & Cole LLP as counsel to the Committee (the "**Robinson & Cole Order**").
16. On May 22, 2019 and June 25, 2019, respectively, the US Court entered Orders Appointing M. Jacob Renick of M.J Renick & Associates LLC as Fee Examiner and Establishing Related Procedures for the Review of Applications of Retained Professionals (collectively, the "**Fee Examiner Orders**").
17. On May 24, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the A&M Retention Order, the L&W Retention Order, the NGE Retention Order and the Final Cash Management Order.
18. On June 3, 2019, the US Court entered an order appointing James L. Patton, Jr. as legal representative for future talc personal injury claimants (the "**FCR**") Nunc Pro Tunc to the Petition Date (the "**FCR Order**").
19. On June 6, 2019, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Young, Conaway, Stargatt & Taylor LLP as attorneys for the FCR Nunc Pro Tunc to the Petition Date (the "**Young Conaway Order**"); and

- (b) Authorizing the Employment and Retention of Gilbert LLP as special insurance counsel to the Committee (the “**Gilbert Order**”).
20. On June 12, 2019, the US Court entered an Order Authorizing the Employment and Retention of Ankura Consulting Group, LLC as claims evaluation and financial valuation consultants for the FCR Nunc Pro Tunc to the Petition Date (the “**Ankura Order**”).
21. On June 25, 2019, the US Court entered an Order Authorizing the Employment and Retention of Legal Analysis Systems, Inc. as tort liability consultant to the Committee (the “**Legal Analysis Systems Order**”).
22. On July 25, 2019, the US Court entered an Order (I) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim Other than With Respect to Talc Personal Injury Claims and (II) Approving Form and Manner of Notice Thereof (the “**Bar Date Order**”).
23. On August 7, 2019, the US Court entered Orders:
- (a) Authorizing the Employment and Retention of Ducera Partners LLC and Ducera Securities LLC as investment banker for the Committee (the “**Ducera Order**”); and
- (b) Authorizing the Employment and Retention of GlassRatner Advisory & Capital Group, LLC as financial advisor to the Committee (the “**GlassRatner Order**”, and together with the Willkie Farr & Gallagher Order, the Robinson & Cole Order, the Gilbert Order, the Legal Analysis Systems Order and the Ducera Order, the “**Committee Professional Advisors Retention Orders**”).
24. Also on August 7, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Bar Date Order and the Fee Examiner Orders.
25. On August 16, 2019, the US Court entered an Order (A) Authorizing the Debtors to Assume Certain Unexpired Leases of Nonresidential Real Property and (B) Granting Related Relief (the “**Assumption of Leases Order**”).
26. On September 26, 2019, the US Court entered an Order Authorizing the Co-Retention of Ducera as investment banker for the Committee and the FCR (the “**Ducera Co-Retention Order**”).
27. On September 27, 2019, the US Court entered an Order Authorizing the Co-Retention of Gilbert as special insurance counsel for the FCR and the Committee (the “**Gilbert Co-Retention Order**”, and together with the Young Conaway Order, the Ankura Order and the Ducera Co-Retention Order, the “**FCR Professional Advisors Retention Orders**”). Also on September 27, 2019, the US Court entered an Order Approving the Stipulated



- Protective Order (the “**Stipulated Protective Order**”), which would govern the disclosure of information and documents, including testimony and transcripts, in connection with the Chapter 11 Proceedings.
28. On October 28, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the FCR Order, the FCR Professional Advisors Retention Orders, the Committee Professional Advisors Retention Orders, the Assumption of Leases Order, and the Stipulated Protective Order.
  29. On November 22, 2019, the US Court entered an Order (I) Authorizing Implementation of a Key Employee Retention Program, (II) Approving the Terms of the Debtors’ Key Employee Retention Program, and (III) Granting Related Relief (the “**KERP Order**”).
  30. On November 22, 2019, the US Court also entered an Order (I) Establishing a Bar Date for Indirect Talc Claims and Related Procedures for Filing Proofs of Claim for Indirect Talc Claims and (II) Approving Form and Manner of Notice Thereof (the “**Indirect Talc Claims Bar Date Order**”).
  31. On December 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the KERP Order and Indirect Talc Claims Bar Date Order.
  32. On February 25, 2020, the US Court entered an Order (I) Authorizing Employment and Retention of PJT Partners LLP (“**PJT**”) as Investment Banker Nunc Pro Tunc to November 7, 2019 and (II) Waiving Certain Informational Requirements in Connection Therewith (the “**PJT Retention Order**”).
  33. On March 9, 2020, the US Court granted an order (the “**Non-Debtor Professional Fee Stipulation Order**”) approving a stipulation and agreement permitting ITC to make payments to ITA for the fees and expenses of professionals retained by the Committee and the fees and expenses of professionals retained by the FCR.
  34. On April 1, 2020, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Non-Debtor Professional Fee Stipulation Order.
  35. On April 9, 2020, the US Court entered into the Order Approving Ordinary Course Year-End Bonus Payments for Certain Employees Under Section 105(1), 363, and 503 of the Bankruptcy Code (the “**Year-End AIP Order**”).
  36. On June 1, 2020, the US Court entered an Order (I) authorizing the implementation of the Revised KEIP, (II) approving the terms of the Revised KEIP, and (III) granting related relief (the “**Revised KEIP Order**”).
  37. On June 30, 2020, the US Court entered Orders (I)(A) Establishing Bidding Procedures, Assumption and Assignment Procedures, and Stalking Horse Procedures for Sale of Substantially All Assets, (B) Scheduling Auction and Sale Hearing, and (C) Approving Form and Manner of Notice Thereof, (II) Approving Sale of

- Substantially All Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief (the “**Bidding Procedures Order**”).
38. On July 3, 2020, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Bidding Procedures Order and the PJT Retention Order.
  39. On July 23, 2020, the US Court entered an Order authorizing the employment and retention of Ramboll US Corporation as Environmental Advisor Nunc Pro Tunc to June 25, 2020 (the “**Ramboll Retention Order**”).
  40. On September 21, 2020, the US Court entered the Order Approving Ordinary Course Mid-Year Bonus Payment Under Sections 105(a), 363, and 503 of the Bankruptcy Code (the “**Mid-Year AIP Order**”, and together with the Year-End AIP Order, the “**AIP Orders**”).
  41. On October 29, 2020, the US Court entered an Order (I) Approving Debtors’ Designation of Magris Resources Canada Inc. as Stalking Horse Bidder and Related Bid Protections and (II) Granting Related Relief (the “**Stalking Horse Order**”).
  42. On November 3, 2020, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Stalking Horse Order, the Ramboll Retention Order, the Revised KEIP Order, and the AIP Orders.
  43. On November 17, 2020, the US Court entered an Order (I) Approving Sale of All or Substantially All of the Debtors’ Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief (the “**Sale Approval Order**”).
  44. On November 25, 2020, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Sale Approval Order.
  45. The primary purpose of the Chapter 11 Proceedings is to confirm a plan of reorganization pursuant to the Bankruptcy Code that channels all present and future talc personal injury claims (the “**Talc Personal Injury Claims**”) against the Debtors to a trust so that the Debtors can emerge from these restructuring proceedings free of historic talc-related liabilities.
  46. Richter, in its capacities as Proposed Information Officer and Information Officer, has previously provided the Canadian Court with ten reports. A copy of the report of the Proposed Information Officer dated February 15, 2019 (the “**Pre-Filing Report**”), the first report of the Information Officer dated April 1, 2019 (the “**First Report**”), the second report of the Information Officer dated May 17, 2019 (the “**Second Report**”), the third report of the

Information Officer dated August 2, 2019 (the “**Third Report**”), the fourth report of the Information Officer dated October 24, 2019 (the “**Fourth Report**”), the fifth report of the Information Officer dated November 27, 2019 (the “**Fifth Report**”), the sixth report of the Information Officer dated March 28, 2020 (the “**Sixth Report**”), the seventh report of the Information Officer dated June 30, 2020 (the “**Seventh Report**”), the eighth report of the Information Officer dated October 31, 2020 (the “**Eighth Report**”), and the ninth report of the Information Officer (the “**Ninth Report**”) are attached hereto (without appendices) as **Appendices “A”, “B”, “C”, “D”, “E”, “F”, “G”, “H”, “I” and “J”,** respectively.

47. Complete copies of the above reports (including appendices), copies of the orders granted by the Canadian Court and other material documents pertaining to the Recognition Proceedings are available on the Information Officer's website at <http://www.richter.ca/insolvencycase/imerys-talc-canada-inc>. As well, there is a link on the Information Officer's website to the Debtors' restructuring website maintained by Prime Clerk, which includes copies of the US Court materials and orders, notices and additional information in respect of the Chapter 11 Proceedings.

## II. PURPOSE OF REPORT

48. The purpose of this tenth report (the “**Tenth Report**”) of the Information Officer is to provide the Canadian Court with information concerning:
  - (a) the motion of the Foreign Representative returnable January 26, 2021 for recognition in Canada of the Continuance Order (as defined herein);
  - (b) an update on other matters relating to the Chapter 11 Proceedings;
  - (c) an update on matters relating to ITC;
  - (d) the activities of the Information Officer since the Ninth Report; and
  - (e) the motion of the Foreign Representative returnable January 26, 2021 seeking an order, *inter alia*:
    - (i). approving the accounts of the Information Officer, Aird (as defined herein) and Osler (as defined herein), including the Remaining Fees and Disbursements (as defined herein), as set out in this Tenth Report;
    - (ii). approving the Pre-Filing Report, the First Report, the Second Report, the Third Report, the Fourth Report, the Fifth Report, the Sixth Report, the Seventh Report, the Eighth Report, the Ninth Report, the Tenth Report and the activities, actions and the conduct of the Information Officer set out therein;

- (iii). discharging Richter in its capacity as Information Officer effective as of 5:00 p.m. on the date the order sought is granted;
- (iv). appointing KPMG Inc. (“**KPMG**”) as the Information Officer effective as of the time of Richter’s discharge as Information Officer; and
- (v). upon Richter’s discharge as Information Officer, releasing Richter from any liability that it now has, or may hereafter have, by reason of, or in any way arising out of, its acts or omissions while acting as Information Officer, save and except for any gross negligence or willful misconduct on the Information Officer.

### **III. TERMS OF REFERENCE**

- 49. In preparing this Tenth Report, the Information Officer has relied solely on information and documents provided by the Debtors and their advisors, including unaudited financial information, declarations and affidavits of the Debtors’ executives and other information provided in the Chapter 11 Proceedings (collectively, the “**Information**”). In accordance with industry practice, except as otherwise described in the Tenth Report, Richter has reviewed the Information for reasonableness, internal consistency, and use in the context in which it was provided. However, Richter has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Auditing Standards (“**GAAS**”) pursuant to the *Chartered Professional Accountant of Canada Handbook* and, as such, Richter expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
- 50. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.
- 51. Capitalized terms not otherwise defined herein are as defined in the motion materials, including the affidavit of Anthony Wilson, Treasurer and Director of Finance, sworn on January 21, 2021 (the “**January 21 Wilson Affidavit**”) and filed in support of the Foreign Representative’s motion. This Tenth Report should be read in conjunction with the January 21 Wilson Affidavit, as certain information contained in the January 21 Wilson Affidavit has not been included herein in order to avoid unnecessary duplication.

## **IV. ORDER OF THE US COURT FOR WHICH RECOGNITION IS SOUGHT**

### **Continuance Order**

52. As detailed in the Ninth Report, on November 17, 2020, the Court entered the Sale Approval Order, approving the sale of substantially all of the Debtors' assets to Magris Resources Canada Inc. (the "**Sale**").
53. ITC is currently a Canadian corporation governed by the Canadian Business Corporations Act (the "**CBCA**"), and maintains its registered office in the Canadian province of Quebec. Each of the Debtors (including ITC) anticipate that, following the closing of the Sale, the sole remaining director on their respective boards will be the current independent director, who is not a Canadian resident.
54. The CBCA requires that federally incorporated corporations have at least 25% of its directors be resident Canadians. To avoid the time and expense of identifying and appointing an additional Canadian resident to be a director of ITC, the Debtors have determined that it is in the best interests of their estates to continue ITC's existence as a corporation under the Business Corporations Act (Quebec) (the "**QBCA**"), which does not have such residency requirements for directors.
55. On December 29, 2020, the Debtors filed a motion for an entry of an order authorizing ITC, a Canadian corporation governed by the CBCA to continue its existence under the QBCA (the "**Continuance Order**").
56. On January 8, 2021, the US Court entered the Continuance Order. The recognition of the Continuance Order in Canada is appropriate as the Continuance Order provides for the continuation of ITC's existence as a corporation under the QBCA.
57. As noted in the January 21 Wilson Affidavit, the Debtors are of the view that the only impact of ITC's continuance under the QBCA would be the incurrence of limited administrative fees and that the continuance will not impose significant obligations on ITC or otherwise interfere with the Debtors' restructuring.

## **V. UPDATE ON CERTAIN OTHER MATTERS IN THE CHAPTER 11 PROCEEDINGS**

58. The January 21 Wilson Affidavit includes an update on the material orders that have been entered in the Chapter 11 Proceedings since the Ninth Report, as well as an update on the status of the Debtors' Plan of Reorganization under Chapter 11 of the Bankruptcy Code. The Information Officer will report further to the Canadian Court in respect of these matters should the Foreign Representative seek recognition by the Canadian Court of any of the orders entered by the US Court.

## **The Seventh Amended Plan and Seventh Amended Disclosure Statement**

59. Subsequent to the filing of the Plan and Disclosure Statement on May 15, 2020 (the “**Original Plan**”), the Debtors filed the First Amended Plan, the Second Amended Plan, and the Third Amended Plan on August 12, 2020, October 5, 2020 and October 16, 2020, respectively. The Debtors also filed the First Amended Disclosure Statement, the Second Amended Disclosure Statement, and the Third Amended Disclosure Statement on the same dates.
60. On December 10, 2020, the Debtors filed a Fourth Amended Plan and a Fourth Amended Disclosure Statement to address certain objections to the Third Amended Plan and Third Amended Disclosure Statement.
61. The Debtors filed a Fifth Amended Plan and Sixth Amended Plan on December 22, 2020 and January 11, 2021, respectively, to reflect a settlement with Cyprus Amax Minerals Company, Cyprus Mines Corporation and Freeport-McMoRan Inc. (collectively, “**Cyprus**”). The Debtors also filed the Fifth Amended Disclosure Statement and the Sixth Amended Disclosure Statement on the same dates.
62. On January 21, 2021, the Debtors filed a Seventh Amended Plan and Seventh Amended Disclosure Statement which made certain minor revisions and additions, including clarifications with respect to the settlement with Cyprus and with respect to estimated creditor recoveries, and revisions to reflect the potential substitution of the Information Officer from Richter to KPMG.
63. The Debtors originally sought approval of the Sixth Amended Disclosure Statement on January 12, 2021. That motion was adjourned to January 25, 2021. The Information Officer understands that the Debtors intend to seek the recognition of the US Court order approving the Seventh Amended Disclosure Statement (or any subsequent iteration thereof), if and when such an order is entered by the US Court.
64. As noted in the January 21 Wilson Affidavit, the Sale is projected to close in the first quarter of 2021. Based on the cashflow forecast provided to the Information Officer by the Debtors on January 20, 2021, ITC is projected to have sufficient liquidity through to at least March 2021. Per discussions with A&M, there will be minimal operating disbursements after the closure of the Sale, resolving any potential liquidity concerns.

## **VI. UPDATE ON CERTAIN MATTERS RELATING TO IMERY'S TALC CANADA INC.**

### **Cash Flows**

65. Subsequent to the granting of the Supplemental Order, the Debtors have provided reporting to the Information Officer with respect to the cash flows of ITC. For the 9-week period from November 14, 2020 to January 15, 2021, ITC had total cash receipts of approximately \$11.7 million, including a \$2.7 million draw on an intercompany

receivable with Imerys S.A. (the “**Intercompany Receivable**”) (as compared to forecast cash receipts of \$9.2 million, including a \$2.6 million draw on the Intercompany Receivable) and total cash disbursements of \$8.8 million, including \$2.4 million paid to ITA as reimbursement of fees and expenses relating to professionals retained by the Debtors and the Non-Debtor Professional Fee Stipulation Order (as compared to forecast cash disbursements of \$10.6 million, including \$3.0 million paid to ITA), for a net cash inflow of \$2.9 million (as compared to forecast net cash outflow of \$1.4 million) over the period.

66. As at January 15, 2021, the Information Officer understands that ITC had approximately \$9.0 million of cash on hand, which includes balances held in ITC’s accounts at SunTrust Bank pursuant to the Final Cash Management Order.

## **VII. ACTIVITIES OF THE INFORMATION OFFICER**

67. The activities of the Information Officer since the Ninth Report include:
- (a) responding to creditor inquiries regarding the Chapter 11 Proceedings and the Recognition Proceedings;
  - (b) communicating with the Debtors’ advisors and the Information Officer’s counsel regarding the status of matters related to the Chapter 11 Proceedings;
  - (c) reviewing materials filed by various parties in the Chapter 11 Proceedings in connection with the Continuance Order;
  - (d) reviewing ITC’s cash flow reporting and corresponding with A&M on same;
  - (e) attending before the Canadian Court for recognition of the Sale Approval Order; and
  - (f) preparing this Tenth Report.

## **VIII. REQUEST FOR APPROVAL OF FEES AND DISBURSEMENTS**

68. The Information Officer, its counsel (both Aird & Berlis LLP (“**Aird**”) and Osler, Hoskin & Harcourt LLP (“**Osler**”)) have maintained detailed records of their professional time and disbursements since the Information Officer’s appointment.
69. Pursuant to paragraph 17 of the Supplemental Order, the Information Officer and its counsel shall each be paid their reasonable fees and disbursements both before and after the making of the Supplemental Order. Further, pursuant to paragraph 18 of the Supplemental Order, the Information Officer and its legal counsel shall pass their

accounts from time to time, and the accounts of the Information Officer and its legal counsel are not subject to approval in the Chapter 11 Proceedings.

70. The total fees of the Information Officer during the period from January 31, 2019 to January 18, 2021 (the “**Information Officer Fee Period**”), amount to \$389,313.05, together with disbursements (less counsel fees, as detailed below) in the amount of \$35,631.56, both excluding sales taxes (collectively, the “**Information Officer Accounts**”). These amounts represent professional fees and disbursements not yet approved by the Canadian Court. Attached hereto as **Appendix “K”** is the affidavit of Adam Sherman in respect of the Information Officer Accounts.
71. The total fees of Aird, as counsel to the Information Officer, during the period January 31, 2019 to August 19, 2020, amount to \$123,222.50, together with disbursements in the amount of \$2,009.60, both excluding sales taxes (collectively, the “**Aird Accounts**”). These amounts represent professional fees and disbursements not yet approved by the Canadian Court. Attached hereto as **Appendix “L”** is the affidavit of Steven L. Graff in respect of the Aird Accounts.
72. The total fees of Osler, as counsel to the Information Officer, during the period August 13, 2020 to January 17, 2021, amount to \$75,347.50, together with disbursements in the amount of \$684.89, both excluding sales taxes (collectively, the “**Osler Accounts**”). These amounts represent professional fees and disbursements not yet approved by the Canadian Court. Attached hereto as **Appendix “M”** is the affidavit of Kathryn Esaw in respect of the Osler Accounts.
73. The Information Officer has reviewed the Aird Accounts and the Osler Accounts and confirms that the services reflected therein have been duly authorized and duly rendered and that, in the Information Officer’s opinion, the charges are reasonable.
74. On the assumption that there are no delays, disputes or unforeseen developments in connection with these proceedings, including the within motion, the Information Officer has estimated fees and disbursements, including those of its counsel, in the amount of \$25,000, excluding applicable taxes (the “**Remaining Fees and Disbursements**”) for services that have been provided or will be provided up to the date of Richter’s discharge (discussed further below) as Information Officer.



## **IX. SUBSTITUTION AND DISCHARGE OF RICHTER AS INFORMATION OFFICER**

75. The Richter representative with primary responsibility for this matter and the Debtors' primary contact recently relocated and is now practicing at KPMG. The Debtors are of the view that having the same representative continue as Information Officer will provide informational benefits and costs efficiencies to the Debtors and their estates.
76. The Debtors are seeking an order discharging Richter from its role as Information Officer and substituting Richter with KPMG as the new Information Officer effective as of 5:00 p.m. on the date that an order is made in respect of this relief.
77. Richter understands that KPMG has agreed to act as the Information Officer in this proceeding going forward and Richter does not oppose the relief being sought.

## **X. CONCLUSION**

78. Based on the Information received and reviewed to date, the Information Officer respectfully requests that the Canadian Court grant an Order:
  - (a) recognizing the Continuance Order;
  - (b) approving the Information Officer Accounts, the Aird Accounts, the Osler Accounts, as well as the Remaining Fees and Disbursements, as set out in this Tenth Report;
  - (c) approving the Pre-Filing Report, the First Report, the Second Report, the Third Report, the Fourth Report, the Fifth Report, the Sixth Report, the Seventh Report, the Eighth Report, the Ninth Report, the Tenth Report, and the activities, actions and the conduct of the Information Officer set out therein;
  - (d) discharging Richter in its capacity as Information Officer effective as of 5:00 p.m. on the date the order being sought is granted;
  - (e) appointing KPMG as the Information Officer effective as of the time of Richter's discharge as Information Officer; and
  - (f) upon Richter's discharge as Information Officer, releasing Richter from any and all liability that it now has, or may hereafter have, by reason of, or in any way arising out of, its acts or omissions while acting as Information Officer, save and except for any gross negligence or willful misconduct on the part of the Information Officer.

All of which is respectfully submitted on this 21<sup>st</sup> day of January, 2021.

**Richter Advisory Group Inc.**  
**in its capacity as Information Officer of**  
**Imerys Talc America, Inc., Imerys Talc Vermont, Inc. and Imerys Talc Canada Inc.**  
**and not in its personal capacity**

Per:

A handwritten signature in black ink, appearing to read "Adam Sherman", written over a horizontal line.

**Adam Sherman, MBA, CIRP, LIT**

# Appendix "A"

**RICHTER**

Richter Advisory Group Inc.  
181 Bay Street, 33<sup>rd</sup> Floor  
Toronto, ON M5J 2T3  
[www.richter.ca](http://www.richter.ca)

Court File No.: \_\_\_\_\_

**IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC.  
AND IMERYS TALC CANADA INC.**

**REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS PROPOSED INFORMATION OFFICER**

**February 15, 2019**

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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 IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC. AND  
IMERYS TALC CANADA INC.**

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

**REPORT OF THE PROPOSED INFORMATION OFFICER  
RICHTER ADVISORY GROUP INC.**

**FEBRUARY 15, 2019**

## I. INTRODUCTION

1. On February 13, 2019 (the “**Petition Date**”), Imerys Talc America, Inc. (“**ITA**”), Imerys Talc Vermont, Inc. (“**ITV**”) and Imerys Talc Canada Inc. (“**ITC**” and together with ITA and ITV, the “**Debtors**”), commenced voluntary reorganization proceedings (the “**Chapter 11 Proceedings**”) in the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. 101-1532 (the “**Bankruptcy Code**”).
2. Also on the Petition Date, the Debtors filed various motions for interim and/or final orders (the “**First Day Motions**”) and the orders granted by the US Court in respect thereof, the “**First Day Orders**”) in the Chapter 11 Proceedings to permit the Debtors to advance their reorganization. The First Day Orders included an order authorizing ITC to act as the foreign representative (in such capacity, the “**Foreign Representative**”) of the Debtors for the within proceedings (the “**Foreign Representative Order**”).
3. On February 14, 2019, the US Court granted the Foreign Representative Order and other First Day Orders (as described below).
4. On February 15, 2019, ITC, in its capacity as Foreign Representative, commenced an application before the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) (the “**CCAA**”) for:
  - (a) an initial recognition order (the “**Initial Recognition Order**”), *inter alia*: (i) declaring that ITC is a “foreign representative” as defined in section 45 of the CCAA; (ii) declaring that the Chapter 11 Proceedings are recognized as a “foreign main proceeding” under the CCAA; and (iii) granting a stay of proceedings against the Debtors in Canada; and
  - (b) a supplemental order (the “**Supplemental Order**”), pursuant to section 49 of the CCAA, *inter alia*: (i) recognizing and giving full force and effect in Canada to certain of the First Day Orders; (ii) appointing Richter Advisory Group Inc. (“**Richter**” or the “**Proposed Information Officer**”) as the information officer (the “**Information Officer**”) in respect of these proceedings; (iii) staying any proceeding, rights or remedies against or in respect of the Debtors, the business and property of the Imerys, the directors and officers of the Debtors in Canada, and the Information Officer; (iv) restraining the right of any person or entity to, among other things, discontinue or terminate any supply of products or services required by the Debtors in Canada; and (v) granting a super-priority charge over the Debtors’ property in Canada in favour of the Proposed Information Officer and its counsel, as security for their professional fees and

disbursements incurred in respect of these proceedings, up to a maximum amount of \$200,000 (the “**Administration Charge**”).

5. Other than these proceedings (the “**CCAA Recognition Proceedings**”) and the Chapter 11 Proceedings, there are currently no other foreign proceedings in respect of the Debtors of which the Proposed Information Officer is aware.
6. The primary purpose of the Chapter 11 Proceedings is to confirm a plan of reorganization pursuant to the Bankruptcy Code that channels all present and future Talc Claims (as hereinafter defined) against the Debtors to a trust so that the Debtors can emerge from these restructuring proceedings free of historic talc-related liabilities.

## II. PURPOSE OF REPORT

7. The purpose of this report of the Proposed Information Officer (the “**Pre-Filing Report**”) is to assist the Canadian Court in considering the Foreign Representative’s request for the Initial Recognition Order and the Supplemental Order, and to provide the Canadian Court with certain background information concerning the Debtors, including:
  - (a) Richter’s qualifications to act as Information Officer;
  - (b) the Debtors’ business and operations, including its organizational structure;
  - (c) ITC, the sole Canadian incorporated member of the Debtors;
  - (d) the events leading up to the Chapter 11 Proceedings and the CCAA Recognition Proceedings;
  - (e) the Debtors’ centre of main interest;
  - (f) the First Day Orders of the US Court that the Debtors are seeking to have recognized pursuant to section 49 of the CCAA;
  - (g) the proposed Administration Charge; and
  - (h) the proposed initial activities of the Information Officer.

## III. TERMS OF REFERENCE

8. In preparing this Pre-Filing Report, the Proposed Information Officer has relied solely on information and documents provided by the Debtors and their advisors, including unaudited financial information, declarations and affidavits of the Debtors’ executives and other information provided in the Chapter 11 Proceedings (collectively, the “**Information**”). In accordance with industry practice, except as otherwise described in the Pre-



Filing Report, Richter has reviewed the Information for reasonableness, internal consistency, and use in the context in which it was provided. However, Richter has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Auditing Standards (“GAAS”) pursuant to the *Chartered Professional Accountant of Canada Handbook* and, as such, Richter expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.

9. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian dollars.
10. Capitalized terms not otherwise defined herein are as defined in the application materials, including the affidavit of Alexandra Picard, Chief Financial Officer of the Debtors, sworn on February 14, 2019 (the “**Picard Affidavit**”) and filed in support of the Foreign Representative’s application. This Pre-Filing Report should be read in conjunction with the Picard Affidavit, as certain information contained in the Picard Affidavit has not been included herein in order to avoid unnecessary duplication.

#### **IV. RICHTER’S QUALIFICATION TO ACT AS INFORMATION OFFICER**

11. Richter has significant experience in connection with proceedings under the CCAA, including acting as a Monitor or information officer in various cases.
12. Paul van Eyk and Pritesh Patel, the individuals at Richter with primary carriage of this matter, are certified Chartered Insolvency and Restructuring Professionals and Licensed Insolvency Trustees. Further, Messrs. van Eyk and Patel have acted in cross-border restructurings and CCAA matters of a similar nature in Canada.
13. Richter has consented to act as Information Officer should this Canadian Court approve the requested Supplemental Order.

#### **V. BACKGROUND**

##### **Corporate Overview and Organizational Structure**

14. The Debtors are part of a global group of over 360 affiliated entities (collectively, the “**Imerys Group**”) that are directly and indirectly owned by Imerys S.A. (the “**Parent**”). The Parent, which was founded in 1880, is a French multinational corporation which specializes in the production and processing of industrial minerals. It is headquartered in Paris, France and is a publicly-traded company listed on the Euronext Paris exchange under the ticker symbol “NK”. The Proposed Information Officer understands that other than the Debtors, none of the other entities in the Imerys Group are seeking protection under any insolvency law.

15. The Imerys Group is active in 50 countries and owns an extensive range of mineral resources, which secures a large proportion of its supplies and production costs. As noted in its 2017 Annual Report, the Imerys Group operates over 100 mines throughout the world and extracts and processes over 30 different minerals or families of minerals. Further, the Imerys Group reported consolidated revenue of approximately €4.6 billion and operating income of €648 million in fiscal 2017.
16. On November 26, 2018, the Imerys Group announced it would reorganize its organization around the following two key business segments:
- (a) **Performance Minerals** – this segment is comprised of three geographic business areas, including the Europe Middle East Africa (EMEA) area, the Americas area, and the Asia Pacific (APAC) area, which serve the plastics, paints & coatings, filtration, ceramics, renewable energy, and paper & board markets.
  - (b) **High Temperature Materials & Solutions** – this segment serves the refractory solutions, foundry, metal flow, refractory materials, abrasives and building chemistry markets across all geographies.
17. The Debtors are part of the Performance Minerals segment, and are engaged in the mining, processing and distribution of talc, or talcum, a naturally occurring mineral that is comprised of the elements magnesium, silicon, and oxygen. Talc, the softest known mineral in the world, is mined from talc deposits, which result from the transformation of metamorphic rocks under the effect of heated waters carrying one or several of the components needed to form the mineral. Talc is used in many industries, including paper making, plastic, paint and coatings, rubber, food, electric cable, pharmaceuticals, cosmetics, and ceramics.
18. The Debtors' talc operations in the United States are operated by ITA and ITV and include talc mines and plants located in Montana, Vermont, and Texas. In Canada, the Debtors' talc business is operated by ITC, which has a registered office in Montreal, Quebec (registered office is that of its counsel in Canada), and mines and plants located in Timmins and Penhorwood, Ontario. Details of the Debtors, their incorporating jurisdictions and the location of their registered head offices are as follows:

Debtor	Jurisdiction of Organization	Registered Head Office
Imerys Talc Americas, Inc.	Delaware	San Jose, California
Imerys Talc Vermont, Inc.	Vermont	San Jose, California
Imerys Talc Canada Inc.	Canada (CBCA)	Montreal, Quebec

19. The Parent acquired the Debtors and their talc mining operations in 2011. The Debtors' talc operations were previously owned by various entities, including Johnson & Johnson (“**J&J**”).
20. The Debtors are the market leader with respect to talc production in North America, representing nearly 50% of the market. In 2018, the Debtors' North American talc sales were to the following sectors: polymers (31%); paper (18%); paints and coatings (16%); specialties (16%); rubber (7%); personal care/cosmetics (5%); building materials (4%); and others (3%). The Debtors' top customers in the personal care sector are manufacturers of baby powder (50% of personal care/cosmetics sales), makeup (30% of personal care/cosmetics sales), and soap (20% of personal care/cosmetics sales). The Debtors are the primary supplier of cosmetic talc to J&J in the United States.

### **Capital Structure – Debt Obligations**

21. The Debtors are not party to any secured financing arrangements or any third party credit facilities. The Debtors' primary source of cash is revenue generated from the mining, production, and sale of their talc products.
22. The Debtors are also obligated to post bonds to cover the costs of reclamation of the land on which their mines are located, as well as certain performance and customs bonds. As of the Petition Date, the Debtors had 7 bonds posted on behalf of ITA, 1 bond posted on behalf of ITV, and 2 bonds posted on behalf of ITC. The premiums for each of the ITC bonds are paid by ITC.

### **Overview of ITC's Business**

23. ITC is an indirect wholly-owned subsidiary of the Parent incorporated under the Canadian Business Corporations Act and continued from Quebec's Business Corporations Act on September 13, 2011. Although ITC's registered office is located in Montreal, Quebec, the Proposed Information Officer understands that all material decisions regarding ITC and its business operations are made by employees of ITA or Imerys USA, Inc. (“**Imerys USA**”), an affiliate of the Debtors not subject to the Chapter 11 Proceedings, located in the United States.
24. ITC mines talc in Ontario and exports it directly to its customers in the United States. In 2018, ITC distributed approximately 81,400 metric tons (MT) of talc into the United States.
25. As noted, ITC's operations are located in Ontario and include a talc mine and micronizing mill in Timmins, a mine and beneficiation plant in Penhorwood, and a distribution center in Foleyet. At the Timmins location, ITC owns a small parcel of land where the mill and an office building is located, but the City of Timmins owns the majority of the surface rights to this land. At the Penhorwood location, ITC has a land lease, an aggregate permit and a

patent mine holding. ITC also leases a fourth site in Mississauga, which is the warehouse used for storing finished products.

26. ITC also maintains responsibility of the closed Broughton talc mine located in the Sherbrooke region of Quebec. Another inactive mine, Marcoux talc mine, is located in Mansonville, Quebec. The Marcoux mine has been closed since 2010, but ITC continues to own surface rights to the land and buildings on the property.

### **Financial Position of ITC**

27. The Proposed Information Officer understands that the Debtors, including ITC, do not independently report their financial results. The Debtors financial reporting is included as part of consolidated reporting for the Imerys Group.
28. As at December 31, 2018 (the date of the most recent internal unaudited financial information for ITC), ITC had assets with a book value of approximately \$40.3 million and total liabilities of approximately \$16.2 million.
29. As at the Petition Date, the Proposed Information Officer understands ITC had unsecured trade payables of approximately USD\$4.7 million (or CAD\$6.2 million), the majority of which relate to amounts accrued for goods or services rendered but not invoiced as at the Petition Date.
30. As noted, ITC is not party to any secured financing arrangements or any third party credit facilities, and funds its operations through revenue generated from operations. Further, ITC has had access to unsecured funding on an as-needed basis from the Parent on account of ITC's intercompany receivable with the Parent, which as at the Petition Date was approximately USD\$3.0 million.
31. As at the Petition Date, the Proposed Information Officer understands that ITC had approximately USD\$3.4 million (or CAD\$4.5 million) of cash on hand.

### **Employees of ITC**

32. As at the Petition Date, ITC had 67 employees, all of whom are located at its operations in Ontario. At the Timmins facility, 23 of the employees are organized under the United Steel Workers of America and its Local 7580-01, whose collective labour agreement expires on June 30, 2021. At the Penhorwood/Foley facilities, 26 of the employees are organized under the United Steel Workers of America and its Local 7580-02, whose collective labour agreement expires on June 30, 2020. ITC also has 18 non-unionized employees.
33. ITC maintains separate defined benefit pension plans for its salaried personnel (the "**Salaried Plan**") and its union personnel (the "**Union Plan**"). According to an actuarial valuation prepared as of December 31, 2017, the Union

Plan had assets of approximately \$4.4 million and liabilities on a wind-up basis of \$5.0 million, and the Salaried Plan had assets of \$9.8 million and liabilities on a wind-up basis of \$10.5 million. Neither plan has been wound up and the actuarial valuation report indicates that no special payments are currently required to be paid to either plan. ITC is the administrator of the Union Plan and the Salaried Plan.

34. ITC also maintains compensation and benefits programs for its employees. As noted in the Picard Affidavit, ITC intends to make all payments related to employee obligations, including required pension payments to the Union Plan and the Salaried Plan, in the ordinary course during these proceedings. The Wages Order (as hereinafter defined) provides for the ongoing payment of wages and benefits to all employees of ITC.

### **ITC's Cash Management System**

35. ITC uses a separate cash management system from the other Debtors to collect, transfer and disburse funds generated by ITC. ITC maintains 2 bank accounts in Canada (Royal Bank of Canada), one denominated in Canadian dollars and one denominated in U.S. dollars (together, the "**Canadian Operations Accounts**").
36. Notwithstanding that the Canadian Operations Accounts largely operate as a self-contained system, the cash management system of ITC, including control of the Canadian Operations Accounts, is managed by ITA personnel located in the United States. The Debtors have initiated plans to transfer the cheque issuing process to each Debtor, including ITC, which will allow each Debtor to have greater control over its cash and disbursements during these proceedings. While ITC will have the ability to print and issue cheques, Imerys USA and ITA employees in the United States will still have approval on payments.
37. ITC operates under a separate cash management system from the other Debtors. Cash generated from operations is deposited into the Canadian Operations Accounts. Historically, excess cash generated by ITC's operations was periodically swept to the Parent at the discretion of ITC or at the request of Parent (with ITC's approval). On rare occasions, when there was a cash deficit at ITC, the Parent would deposit funds directly to ITC.
38. All transfers of cash to and from the Parent were recorded as intercompany transfers in ITC's books and records on a monthly basis. As noted, ITC was owed a receivable from the Parent in the amount of USD\$3.0 million as at the Petition Date on account of intercompany transfers.
39. Prior to the commencement of the Chapter 11 Proceedings, the Proposed Information Officer understands that the Parent ceased the practice of sweeping excess cash from the Canadian Operations Accounts such that all funds generated from ITC's operations throughout these proceedings will remain available to ITC.

## Environmental Claims against ITC

40. The Proposed Information Officer understands both the Timmins and the Penhorwood facilities are considered low risk from an environmental liability point of view based on the most recent environmental site assessment. Regular environmental monitoring is in place and these mines satisfy all the conditions for permits and approvals for their operation.
41. For the Broughton and Marcoux inactive mines, ITC has also conducted reclamation activities. The Marcoux mine was reclaimed and subsequently closed in 2010 and the reclamation for the Broughton mine is set to begin in February 2019 for a period of 10 months.
42. As noted above, the Debtors have posted 2 bonds on behalf of ITC to cover the costs of obligations related to the reclamation of the land on which their mines are located, as well as certain performance, license/permit, and customs and border protection obligations. The Proposed Information Officer understands the Debtors intend to continue to comply with all of their environmental obligations through the course of these proceedings.

## VI. EVENTS LEADING TO THE CHAPTER 11 PROCEEDINGS AND CCAA RECOGNITION PROCEEDINGS

43. The Proposed Information Officer understands that thousands of legal actions have been commenced in the United States against J&J for alleged possible hazards related to the use of J&J's baby powder products, which contain cosmetic talc. As the Debtors are J&J's primary supplier of cosmetic talc, the Debtors have routinely been named as co-defendants in these lawsuits (the "**Talc Claims**"). Plaintiffs have asserted two types of Talc Claims: (i) claims alleging ovarian cancer or other gynecological diseases arising as a result of talc exposure; and (ii) claims alleging respiratory cancers or other asbestos-related diseases arising as a result of talc exposure.
44. As noted above and in the Picard Affidavit, ITA or ITV is named as a defendant in over 14,000 lawsuits as at the Petition Date. While no claims have been asserted against ITC in Canada or the United States, the Debtors believe it is only a matter of time as the majority of the talc produced by ITC is sold to customers in the United States.
45. The Debtors believe the Talc Claims are without merit and have mounted vigorous defenses against the Talc Claims. To date, the Debtors have relied on proceeds from various insurance policies to fund their defense and any settlement costs. Further, one or more of the Debtors assert certain indemnity rights against, as well as seek proceeds from various insurance policies issued to, J&J or one of its affiliates for the Talc Claims. However, the Debtors have determined that it is no longer feasible for them to continue to litigate the Talc Claims. The Debtors, in consultation with their insurance coverage counsel and upon analyzing their various insurance policies,

determined that currently available insurance coverage for certain cosmetic talc-related litigation may be exhausted in the first half of 2019.

46. In June 2018, the Debtors retained Latham & Watkins LLP to assist the Debtors in evaluating their strategic options with respect to the Talc Claims. The Debtors, in consultation with their advisors, ultimately determined that continued litigation of the Talc Claims was not a viable option due in part to:
  - (a) the significant increase in settlement demands with respect to the Talc Claims in the wake of a multi-billion dollar verdict rendered against J&J and the ensuing media focus on talc;
  - (b) the increased unwillingness of the Debtors' insurers and third-party contractual indemnitors to provide coverage for the Debtors' mounting defense costs and potential liability exposure; and,
  - (c) recent constructive discussions with a proposed future claims representative, as discussed further below.
47. While the Debtors dispute all liability with respect to the Talc Claims, the Debtors concluded that the Chapter 11 Proceedings would be the optimal path for resolving these issues and shifted their focus to preparing for the filing.
48. As noted above, the Debtors' primary goal of the Chapter 11 Proceedings and the CCAA Recognition Proceedings is to confirm a plan of reorganization pursuant to the Bankruptcy Code that channels all present and future Talc Claims against the Debtors to a funded trust that will pay the Talc Claims, and allow the Debtors to emerge from these restructuring proceedings free of historic talc-related liabilities.
49. In this regard, the Debtors retained James L. Patton of Young, Conaway, Stargatt & Taylor, LLP on September 25, 2018 to serve as a proposed future claims representative (the "**Proposed FCR**") to represent the interests of individuals who may in the future assert Talc Claims against the Debtors. As part of these proceedings, the Debtors intend to negotiate an agreement with the Proposed FCR and representatives of the plaintiffs for the current Talc Claims, which agreement will serve as the basis for a court- approved plan of reorganization in the first half of 2020.
50. Further details on the Talc Claims, the Debtors insurance coverage and the Proposed FCR can be found in the Declaration of Alexandra Picard filed with the US Court in support of the First Day Motions, and attached as Exhibit "A" to the Picard Affidavit.

## VII. CENTRE OF MAIN INTEREST

51. Although ITC's registered office is in Montreal, Quebec, the Proposed Information Officer understands:
- (a) all of ITC's treasury and financial decisions are made by ITA and Imerys USA personnel located in the United States;
  - (b) ITC relies upon ITA personnel and resources located in the United States for both its strategic business and day-to-day operations, including decisions regarding capital expenditures. The division manager of North American talc operations is an employee of ITA and is located in the United States;
  - (c) ITC does not have any human resources personnel. Human resource matters for ITC are managed by non-Debtor personnel located in the United States;
  - (d) ITC, along with the other Debtors, receives certain shared services, including corporate and administrative functions, from a non-Debtor affiliate located in the United States, resulting in efficiencies and reduced costs to ITC;
  - (e) material decisions regarding ITC's business and its operations are made or approved by senior leadership assigned to offices in Paris, France or in the United States. In particular, decisions regarding pricing and business development are made and approved by personnel in the United States or Paris, France.
  - (f) all of ITC's accounts payable and accounts receivable are managed by the Imerys Group personnel located in the United States; and
  - (g) three out of four of ITC's directors are residents of the United States.
52. Based on the foregoing, the Proposed Information Officer believes it is reasonable to conclude that the Debtors' (including ITC) "centre of main interest" is in the United States.

## VIII. FIRST DAY ORDERS OF THE US COURT FOR WHICH RECOGNITION IS SOUGHT

53. The Foreign Representative is seeking recognition of the following First Day Orders that were entered by the US Court in the Chapter 11 Proceedings on February 14, 2019, each of which is attached as an Exhibit to the Picard Affidavit:
- (a) an order directing the joint administration of the Chapter 11 cases of the Debtors in the Chapter 11 Proceedings (the "**Joint Administration Order**");



- (b) an order recognizing ITC as the foreign representative of the Debtors in Canada (the “**Foreign Representative Order**”);
- (c) an order appointing Prime Clerk LLC (“**Prime Clerk**”) as claims and noticing agent in the Chapter 11 Proceedings (the “**Claims and Noticing Agent Order**”). Pursuant to the Claims Agent Order, Prime Clerk is responsible for the distribution of notices and the maintenance, processing and docketing of proofs of claim, if any, filed in the Chapter 11 Proceedings. However, Prime Clerk does not supplant or replace the proposed role of Richter as Information Officer in these CCAA Recognition Proceedings;
- (d) an order confirming the enforcement and applicability of the protections pursuant to sections 362, 365, 525 and 541(c) of the Bankruptcy Code (the “**Automatic Stay Order**”). The Automatic Stay Order enforced and restated the automatic stay provisions of the US Code and is appropriate and necessary for the Debtors to continue operations while it pursues its restructuring efforts;
- (e) an interim order (i) authorizing, but not directing, the Debtors to pay prepetition obligations owed to (a) shippers, up to USD\$1.9 million, on an interim basis, (b) lien claimants, up to USD\$1.0 million, on an interim basis, (c) royalty interest owners, up to USD\$0.2 million, on an interim basis, and (d) claimants with claims arising under Section 503(b)(9) of the US code, up to USD\$0.3 million, on an interim basis; and (ii) confirming the administrative expense priority status of outstanding orders for goods not delivered until on or after the filing date and authorizing, but not directing, the Debtors to pay prepetition amounts related to such outstanding orders (the “**Lien Claimants Order**”);
- (f) an interim order (i) authorizing, but not directing, the Debtors to pay prepetition obligations owed to certain critical vendors, up to USD\$0.5 million, on an interim basis; and (ii) authorizing financial institutions to honour and process related cheques and transfers (the “**Critical Vendors Order**”);
- (g) an interim order (i) authorizing, but not directing, the Debtors to pay prepetition obligations owed to foreign vendors, up to USD\$0.9 million, on an interim basis; and (ii) authorizing financial institutions to honour and process related cheques and transfers (the “**Foreign Vendors Order**”);
- (h) an interim order (i) authorizing, but not directing, the Debtors, in its sole discretion, to pay Taxes and Fees, whether arising prior to, on or after the commencement of the Chapter 11 Proceedings, up to USD\$0.715 million, on an interim basis; and (ii) authorizing financial institutions to honour and process related cheques and transfers (the “**Taxes Order**”);
- (i) an interim order (i) authorizing, but not directing, the Debtors to (a) pay prepetition insurance and bonding obligations, up to an aggregate amount of USD\$0.7 million, on an interim basis, (b) maintain

their postpetition insurance coverage, and (c) maintain their bonding program; and (ii) authorizing financial institutions to honour and process related cheques and transfers (the “**Insurance and Bonding Order**”);

- (j) an interim order (i) authorizing the Debtors to pay certain prepetition workforce obligations, including compensation, expense reimbursements, benefits, and related obligations, up to USD\$1.914 million, on an interim basis; (ii) confirming the right to continue workforce programs on a 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 financial institutions to honour and process related cheques and transfers (the “**Workplace 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 postpetition payment to the utilities; and (iii) establishing procedures for resolving any subsequent requests by the utilities for additional adequate assurance of payment (the “**Utilities Order**”);
- (l) an interim order (i) authorizing the Debtors to honour prepetition obligations owed to customers and to otherwise continue customer programs, up to USD\$0.6 million, on an interim basis; and (ii) authorizing financial institutions to honour and process related cheques and transfers (the “**Customer Programs Order**”);
- (m) an interim order (i) authorizing, but not directing, the Debtors to maintain their existing cash management system (the “**Cash Management System**”), including maintenance of existing bank accounts, cheques and business forms; (ii) authorizing continuation of existing deposit practices; (iii) approving the continuation of certain ordinary course intercompany transactions, up to USD\$1.35 million, on an interim basis; and (iv) granting superpriority administrative expense status to certain postpetition intercompany claims (the “**Cash Management Order**”); and
- (n) an 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 claimants in the Talc Claims, and (c) a consolidated list of the Debtors’ thirty creditors holding the largest unsecured claims (other than claimants in the Talc Claims); and (ii) approving certain notice procedures for claimants in the Talc Claims (the “**Limit Notice and Approve Notice Order**”).

54. The Proposed Information Officer understands that Canadian parties/creditors were provided for in the various First Day Orders (critical suppliers, taxing authorities, utilities providers, employees, etc) and the corresponding ITC budgets/cashflows.
55. Further information on the First Day Orders can be found in the Picard Affidavit. Certain of the First Day Orders that may relevant to Canadian stakeholders are addressed further below.

### **Foreign Representative Order**

56. The Foreign Representative Order authorizes ITC to act as the Foreign Representative of the Debtors to, among other things, seek recognition of the Chapter 11 Proceedings in Canada. Pursuant to the Foreign Representative Order, the US Court requested the aid and assistance of the Canadian Court to recognize the Chapter 11 Proceedings as a “foreign main proceeding” and ITC as a “foreign representative” under the CCAA.

### **Taxes Order**

57. The Taxes Order authorizes the Debtors to pay certain taxes whether arising prior to, on or after the Petition Date. In the ordinary course of the Debtors' operations it collects, withholds and incurs various taxes, including income taxes, sales and use taxes, employment and wage-related taxes, business taxes, property taxes and other taxes.
58. The Taxes Order applies to Canadian taxation authorities, including with respect to sales taxes. The Taxes Order was made on an interim basis and will be subject to a further hearing and final order.

### **Workforce Obligations Order**

59. The Workforce Obligations Order authorizes the Debtors to, among other things, pay prepetition wages, pension contributions and other amounts owed to its employees, continue all employee benefit programs and to pay all withholding obligations as such obligations are due.
60. The Workforce Obligations Order authorized Debtors to continue to pay ITC's employees in the ordinary course. Pursuant to the Workforce Obligations Order, any amounts owed to ITC's employees, including amounts for vacation pay, expenses, and benefits are expected to be paid in the ordinary course. The Workforce Obligations Order was made on an interim basis and will be subject to a further hearing and final order.

### Utilities Order

61. The Utilities Order approved adequate protection assurance for certain utilities providers, established procedures for resolving claims by utility providers and prohibited utility providers from terminating service solely on the basis the Debtors commenced the Chapter 11 Proceedings.
62. The Utilities Order includes certain Canadian utility providers. The Utilities Order was made on an interim basis and will be subject to a further hearing and final order.

### Cash Management Order

63. The Cash Management Order authorizes the Debtors to continue to operate its existing Cash Management System.
64. Subsequent to the Petition Date, ITC will continue the historical practice of transferring funds to the Parent and other affiliates in the Imerys Group on account of (i) fees and expenses arising from intercompany transactions for goods and/or services provided by the Parent or other affiliates; and (ii) post-petition back office services provided by certain non-Debtor affiliates, as necessary for ITC's ongoing operations (the "**Permitted Intercompany Transactions**").
65. Other than the Permitted Intercompany Transactions, ITC will not transfer excess funds to the Parent or to other affiliates in the Imerys Group on account of any prepetition intercompany transactions, unless otherwise ordered by the US Court.

## IX. PROPOSED CHARGES

66. The draft Supplemental Order contemplates an Administration Charge in respect of the fees and disbursements of the Information Officer and its counsel in an amount not to exceed \$200,000. The Administration Charge is required to protect the Information Officer and its counsel in the event that their reasonable fees and expenses are unpaid. The Proposed Information Officer considers the amount of the proposed Administration Charge to be reasonable and appropriate in the circumstances. The Administration Charge would rank in priority to any other security interests, trust, liens, charges and encumbrances on the Debtors' property in Canada.

## **X. PROPOSED INITIAL ACTIVITIES OF THE INFORMATION OFFICER**

67. The draft Supplemental Order provides that following its appointment, the initial activities of the Information Officer will include, *inter alia*:
- (a) publishing a notice of the Chapter 11 Proceedings and the CCAA Recognition Proceedings in the Globe and Mail, National Edition, as soon as practical following date of the Supplemental Order, if granted, once a week for two consecutive weeks (as required by the Foreign Representative pursuant to subsection 53(b) of the CCAA);
  - (b) providing such assistance to the Foreign Representative in the performance of its duties as the Foreign Representative may reasonably request;
  - (c) reporting to the Canadian Court with respect to the status of these proceedings and the Chapter 11 Proceedings at least once every three months (or other such times and intervals as the Information Officer deems appropriate), which reporting may include information relating to the property and the business of the Debtors or such other matters as may be relevant to these proceedings; and
  - (d) establishing a website at <https://www.richter.ca/insolvencycase/imerys-talc-canada-inc/> to make available copies of the Orders granted in the CCAA Recognition Proceedings, reports of the Information Officer, motion materials, and other materials as the Canadian Court may order or the Information Officer deems appropriate.

## **XI. PROPOSED INFORMATION OFFICER'S RECOMMENDATIONS**

68. The Proposed Information Officer is satisfied that the terms of the Initial Recognition Order relating to its proposed role as Information Officer are fair and reasonable, and consistent with the terms of appointments of information officers in other recognition proceedings under the CCAA.
69. Accordingly, the Proposed Information Officer respectfully recommends that the Canadian Court grant the relief requested by the Debtors in the Initial Recognition Order and the Supplemental Order.

All of which is respectfully submitted on this 15<sup>th</sup> day of February, 2019.

**Richter Advisory Group Inc.**  
**in its capacity as Proposed Information Officer of**  
**Imerys Talc America, Inc., Imerys Talc Vermont, Inc. and Imerys Talc Canada Inc.**  
**and not in its personal capacity**

Per:



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**Paul van Eyk,**  
**CPA, CA-IFA, CIRP, LIT, Fellow of INSOL**  
Senior Vice President



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**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
Senior Vice President

# Appendix "B"

**RICHTER**

Richter Advisory Group Inc.  
181 Bay Street, 33<sup>rd</sup> Floor  
Toronto, ON M5J 2T3  
[www.richter.ca](http://www.richter.ca)

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

**IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC.  
AND IMERYS TALC CANADA INC.**

**FIRST REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS INFORMATION OFFICER**

**April 1, 2019**



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## APPENDICES

**APPENDIX “A”** – Report of the Proposed Information Officer dated February 16, 2019

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

**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.**

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

**FIRST REPORT OF THE INFORMATION OFFICER  
RICHTER ADVISORY GROUP INC.**

**APRIL 1, 2019**

## I. INTRODUCTION

1. On February 13, 2019 (the “**Petition Date**”), Imerys Talc America, Inc. (“**ITA**”), Imerys Talc Vermont, Inc. (“**ITV**”) and Imerys Talc Canada Inc. (“**ITC**” and together with ITA and ITV, the “**Debtors**”), commenced voluntary reorganization proceedings (the “**Chapter 11 Proceedings**”) in the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”).
2. Also on the Petition Date, the Debtors filed various motions for interim and/or final orders (the “**First Day Motions**”) and the orders entered by the US Court in respect thereof, the “**First Day Orders**”) in the Chapter 11 Proceedings to permit the Debtors to advance their reorganization. The First Day Orders included an order authorizing ITC to act as the foreign representative (in such capacity, the “**Foreign Representative**”) of the Debtors for the within proceedings (the “**Foreign Representative Order**”).
3. On February 14, 2019, the US Court granted the Foreign Representative Order and other First Day Orders.
4. On February 15, 2019, ITC, in its capacity as Foreign Representative, commenced an application before the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) (the “**CCAA**”).
5. On February 20, 2019, the Canadian Court granted an initial recognition order (the “**Initial Recognition Order**”), *inter alia*: (i) declaring that ITC is a “foreign representative” as defined in section 45 of the CCAA; (ii) declaring that the Chapter 11 Proceedings are recognized as a “foreign main proceeding” under the CCAA; and (iii) granting a stay of proceedings against the Debtors in Canada.
6. Also on February 20, 2019, the Canadian Court granted a supplemental order (the “**Supplemental Order**”), pursuant to section 49 of the CCAA, *inter alia*: (i) recognizing and giving full force and effect in Canada to certain of the First Day Orders; (ii) appointing Richter Advisory Group Inc. (“**Richter**”) as the information officer (the “**Information Officer**”) in respect of these proceedings; (iii) staying any proceeding, rights or remedies against or in respect of the Debtors, the business and property of the Debtors, the directors and officers of the Debtors in Canada, and the Information Officer; (iv) restraining the right of any person or entity to, among other things, discontinue or terminate any supply of products or services required by the Debtors in Canada; (v) granting a super-priority charge over the Debtors’ property in Canada in favour of the Information Officer and its counsel, as security for their professional fees and disbursements incurred in respect of these proceedings, up to a maximum

amount of \$200,000; and (vi) recognized and gave full force and effect in Canada to the following First Day Orders:

- (a) an order directing the joint administration of the chapter 11 cases of the Debtors in the Chapter 11 Proceedings;
- (b) the Foreign Representative Order;
- (c) an order authorizing the retention of Prime Clerk LLC ("**Prime Clerk**" or in such capacity, the "**Claims Agent**") as claims and noticing agent (the "**Claims Agent Order**");
- (d) an order confirming the enforcement and applicability of the automatic stay protections and *ipso facto* prohibitions of the 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 Bankruptcy Code;
- (f) an interim order authorizing, but not directing, the Debtors to pay prepetition obligations owed to certain critical vendors;
- (g) an interim order authorizing, but not directing, the Debtors to pay prepetition obligations owed to foreign vendors;
- (h) an interim order authorizing, but not directing, the Debtors to pay prepetition taxes and fees;
- (i) an interim order authorizing, but not directing, the Debtors to pay prepetition insurance and bonding obligations and to maintain, renew, and modify their insurance coverage and bonding program;
- (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 authorizing payment of prepetition claims owing to administrators and third-party providers under workforce programs;
- (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 postpetition payment to the utility providers; and (iii) establishing procedures for resolving any subsequent requests by the utility providers for additional adequate assurance of payment;

- (l) an interim order authorizing the Debtors to pay certain obligations owed to customers and to continue customer programs;
  - (m) an interim order authorizing the Debtors to, *inter alia*, continue to use their cash management system and bank accounts (the “**First Interim Cash Management Order**”); and
  - (n) an interim order authorizing the filing of (i) a consolidated master list of creditors, a consolidated list of the top thirty law firms with the most significant representation of talc claimants as determined by the volume and the type of Talc Claims (as hereinafter defined), and a consolidated list of the Debtors’ thirty creditors holding the largest unsecured claims, and (ii) approving certain notice procedures for claimants.
7. The primary purpose of the Chapter 11 Proceedings is to confirm a plan of reorganization pursuant to the Bankruptcy Code that channels all present and future Talc Claims against the Debtors to a trust so that the Debtors can emerge from these restructuring proceedings free of historic talc-related liabilities.
8. Richter, in its capacity as proposed Information Officer, previously filed a report (the “**Pre-Filing Report**”) dated May 16, 2018 with the Canadian Court to provide information relating to the Debtors’ business and operations, the events leading up to the Petition Date, and other matters relevant to the Canadian Court’s determination of the Foreign Representative’s request for the Initial Recognition Order and Supplemental Order. A copy of the Pre-Filing Report is attached hereto as **Appendix “A”**.

## II. PURPOSE OF REPORT

9. The purpose of this first report (the “**First Report**”) of the Information Officer is to provide the Canadian Court with information concerning:
- (a) the motions heard by the US Court in the Chapter 11 Proceedings for the Second Day Orders (as hereinafter defined) and the motion of the Foreign Representative returnable April 3, 2019, for recognition in Canada of the Second Day Orders;
  - (b) an update on other matters relating to the Chapter 11 Proceedings;
  - (c) an update on matters relating to ITC; and
  - (d) the activities of the Information Officer to date.

### III. TERMS OF REFERENCE

10. In preparing this First Report, the Proposed Information Officer has relied solely on information and documents provided by the Debtors and their advisors, including unaudited financial information, declarations and affidavits of the Debtors' executives and other information provided in the Chapter 11 Proceedings (collectively, the "**Information**"). In accordance with industry practice, except as otherwise described in the First Report, Richter has reviewed the Information for reasonableness, internal consistency, and use in the context in which it was provided. However, Richter has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Auditing Standards ("**GAAS**") pursuant to the *Chartered Professional Accountant of Canada Handbook* and, as such, Richter expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
11. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.
12. The Information Officer has established a website at <http://www.richter.ca/insolvencycase/imerys-talc-canada-inc> to make available copies of the orders granted in these proceedings as well as motion materials and reports of the Information Officer. As well, there is a link on the Information Officer's website to the Debtors' restructuring website maintained by the Claims Agent, which includes copies of the US Court materials and orders, notices and additional information in respect of the Chapter 11 Proceedings.
13. Capitalized terms not otherwise defined herein are as defined in the application materials, including the affidavit of Alexandra Picard, Chief Financial Officer of the Debtors, sworn on March 28, 2019 (the "**March 28 Picard Affidavit**") and filed in support of the Foreign Representative's application. This First Report should be read in conjunction with the March 28 Picard Affidavit, as certain information contained in the March 28 Picard Affidavit has not been included herein in order to avoid unnecessary duplication.

### IV. ORDERS OF THE US COURT FOR WHICH RECOGNITION IS SOUGHT

14. On March 19, 2019 and March 22, 2019, the US Court entered various orders sought by the Debtors, of which the Foreign Representative is seeking recognition of the following orders (the "**March 19 & 22 Entered Orders**") on the within motion:
  - (a) a final Order (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;

- (b) a final 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;
- (c) a final Order (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;
- (d) a final Order Authorizing Payment of Prepetition Taxes and Fees;
- (e) a final Order 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;
- (f) a final Order 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;
- (g) a final Order (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;
- (h) a final Order (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;
- (i) a second interim Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Check, 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 (the **"Second Interim Cash Management Order"**);
- (j) an Order Extending Time for Filing Schedules and Statements (the **"Schedules and Statements Order"**);

- (k) an Order Authorizing the Employment and Retention of KCIC, LLC as Insurance and Valuation Consultant, Nunc Pro Tunc to the Petition Date (the “**KCIC Retention Order**”);
  - (l) an Order Authorizing the Debtors to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors, Nunc Pro Tunc to the Petition Date (the “**RL&F Retention Order**”);
  - (m) an Order Authorizing Employment and Retention of Stikeman Elliott LLP as Canadian Counsel, Nunc Pro Tunc to the Petition Date (the “**Stikeman Retention Order**”);
  - (n) an Order Authorizing Employment and Compensation of Professionals Utilized in Ordinary Course of Business (the “**Ordinary Course Professionals Order**”); and
  - (o) an Order Authorizing the Employment and Retention of Prime Clerk LLC as Administrative Advisor nunc pro tunc to the Petition Date (the “**Administrative Advisor Order**”).
15. The Information Officer understands the March 19 & 22 Entered Orders were entered by the US Court without a hearing, as prior to the hearing date, all informal comments received by the Debtors were resolved by the Debtors to the satisfaction of the interested parties and the US Court was satisfied with the forms of March 19 & 22 Entered Orders.
16. The March 19 & 22 Entered Orders described at para 14(a)-(h) grant on a final basis substantially the same relief granted on an interim basis by the US Court on February 14, 2019 and recognized by the Canadian Court pursuant to the Supplemental Order.
17. On March 25, 2019, the Debtors’ motions for various relief were heard (the “**March 25 Motion**”). The US Court:
- (a) heard and granted the Debtors’ motion for a final Order Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, and (IV) Maintain Their Bonding Program, which order was entered on March 26, 2019; (the “**Final Insurance and Bonding Order**”); and
  - (b) granted, prior to the start of the hearing, the Debtors’ motion for an order establishing procedures for interim compensation for professional services and reimbursement of professional expenses during the US Proceedings, which order was entered on March 25, 2019 (the “**Interim Compensation & Reimbursement Order**” and, together with the March 19 & 22 Entered Orders and the Final Insurance and Bonding Order, the “**Second Day Orders**”).



18. As of the date of this First Report, the following orders are pending in front of the US Court:
- (a) An order authorizing the employment and retention of Neal, Gerber & Eisenberg LLP as special insurance coverage and indemnification counsel to the Debtors;
  - (b) an order authorizing the employment and retention of Latham & Watkins LLP as US co-counsel to the Debtors; and
  - (c) an order authorizing the employment and retention of Alvarez & Marsal North America, LLC as financial advisor to the Debtors.
19. The Second Day Orders are each attached as exhibits to the March 28 Picard Affidavit. Certain of the Second Day Orders that may be relevant to Canadian stakeholders are addressed further below.

### **Second Interim Cash Management Order**

20. The Debtors received informal comments from (i) the Office of the United States Trustee (the "**Trustee**") and (ii) the Official Committee of Tort Claimants (the "**Committee**") in connection with their motion (the "**Cash Management Motion**") for a final Order (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.
21. Prior to the March 25 Motion, the Debtors resolved the informal comments from the Trustee. On March 20, 2019, the Debtors submitted a proposed form of order granting the relief requested on a further interim basis, which was entered by the US Court on March 22, 2019.
22. The Second Interim Cash Management Order maintained the protective language found in the First Interim Cash Management Order, which stated ITC will not transfer funds to Imerys S.A. (the "**Parent**"), or any of its affiliates, on account of any prepetition intercompany transaction, other than as provided in the order or any other order entered by the US Court. ITC would be permitted to continue the historical practice of transferring funds to the Parent and other affiliates on account of (i) post-petition fees and expenses arising from intercompany transactions for goods and/or services provided by the Parent or other affiliates; and (ii) post-petition back office services provided by certain non-Debtor affiliates, as necessary for ITC's ongoing operations.

23. The Information Officer notes the Second Interim Cash Management Order contains, among other things, two modifications as compared to the First Interim Cash Management Order:
  - (a) prior to the entry of a final order on the Cash Management Motion, the Intercompany Transactions, which relate to transfers from the Debtors to non-Debtor affiliates, shall not exceed \$1.75 million; and
  - (b) the Debtors shall provide counsel to the Committee with a summary of Intercompany Transactions by the 20th day of each month for the prior month.
24. A final hearing on the relief requested in Cash Management Motion will be heard by the US Court on April 26, 2019.

#### **Schedules and Statements Order**

25. The Debtors were required to file (a) schedule of assets and liabilities, (b) schedules of executory contracts and unexpired leases, and (c) statements of financial affairs (collectively, "**Schedule and Statements**") on March 13, 2019; however the Debtors have thousands of creditors and other parties in interest, including parties located in Canada. Given the size and complexity of their businesses, including the need to gather, review and assemble information from books, records and documents related to operations in numerous locations and business segments, and the thousands of pending talc-related lawsuits in numerous jurisdictions, the Debtors require additional time to submit this required documentation.
26. The Schedules and Statements Order authorizes an extension of 30 days, through and including April 12, 2019. In the Debtors' view, the recognition of the Schedules and Statements Order in Canada is appropriate as the Schedule and Statements contain information regarding ITC that would potentially affect Canadian creditors.

#### **KCIC Retention Order**

27. The KCIC Retention Order authorized the Debtors to retain and employ KCIC, LLC ("**KCIC**") as an insurance and valuation consultant. The Information Officer understands that KCIC is a nationally recognized management consultant and technology firm that has broad experience in and a deep understanding of the mass tort system and the insurance industry.
28. Pursuant to the engagement letter between KCIC and the Debtors, dated July 23, 2018, KCIC will be paid by the Debtors for the services at their customary hourly billing rates. KCIC will also seek reimbursement for all expenses incurred in connection with its provision of services in the Chapter 11 Proceedings.

29. In the Debtors' view, the recognition of the KCIC, LLC Retention Order in Canada is appropriate as KCIC has been providing services to all Debtors in connection with their role, all of which would potentially affect ITC and Canadian creditors. The Information Officer notes that while not currently forecasted in ITC's cash flows, KCIC could seek to have certain of its fees and disbursements paid for by ITC for services provided to the Debtors, the allocation of which will be subject to review by the Information Officer.

#### **RL&F Retention Order**

30. The RL&F Retention Order authorized the Debtors to employ and retain Richards, Layton & Finger, P.A. ("**RL&F**") as US co-counsel to the Debtors under an evergreen retainer. The Debtors believe that RL&F is well qualified to represent them based on the firm's extensive experience and knowledge in the field of debtors' and creditors' rights, business reorganizations and liquidations under Chapter 11.
31. The Debtors and RL&F shortly intend to develop a prospective budget and staffing plan in a reasonable effort to comply with the Trustee requests for information and additional disclosure. Subject to the foregoing, the Debtors propose to pay RL&F based on their customary hourly billing rates.
32. In the Debtors' view, the recognition of the RL&F Retention Order in Canada is appropriate as RL&F has been providing services to all Debtors in connection with their role, all of which would potentially affect ITC and Canadian creditors. The Information Officer notes that while not currently forecasted in ITC's cash flows, RL&F could seek to have certain of its fees and disbursements paid for by ITC for services provided to the Debtors, the allocation of which will be subject to review by the Information Officer.

#### **Stikeman Retention Order**

33. The Stikeman Retention Order authorized the Debtors to employ and retain Stikeman Elliott LLP ("**Stikeman**") as Canadian counsel. Prior to the commencement of the chapter 11 cases, the Debtors retained Stikeman to provide general corporate and employment advice.
34. Stikeman will charge the Debtors for its legal services on an hourly basis at its ordinary and customary rates in effect on the date that such services are rendered and for reimbursement of all costs and expense incurred by Stikeman in connection with its representation of the Debtors.
35. In the Debtors' view, the recognition of the Stikeman Retention Order in Canada is appropriate as Stikeman has been providing services to all Debtors, including ITC as the Foreign Representative. The Information Officer notes that while not currently forecasted in ITC's cash flows, Stikeman could seek to have certain of its fees and

disbursements paid for by ITC for services provided to the Debtors, the allocation of which will be subject to review by the Information Officer.

### **Ordinary Course Professionals Order**

36. The Ordinary Course Professionals Order authorizes the Debtors to retain the services of various attorneys and other professionals (the "**Ordinary Course Professionals**") to represent them in matters arising in the ordinary course of their businesses, but unrelated to the Chapter 11 Proceedings.
37. The Debtors' initial lists of its current Ordinary Course Professionals are attached as an exhibit to the Ordinary Course Professionals Order. The Information Officer understands the Debtors' list of Ordinary Course Professionals presently includes certain Canadian professionals, Fasken Martineau DuMoulin LLP, which provides ITC with legal advice related to labour relations, and Mathews, Dinsdale & Clark LLP, which provides ITC with legal advice related to employment and labour issues.

### **Administrative Advisor Order**

38. The Administrative Advisor Order authorizes the Debtors to employ and retain Prime Clerk as administrative advisor (in such capacity, the "**Administrative Advisor**") in these Chapter 11 Proceedings pursuant to the terms of an engagement agreement which is attached as an exhibit to the Administrative Advisor Order. Prime Clerk was previously appointed as the Claims Agent pursuant to the Claims Agent Order, however the Debtors believe that administration of the chapter 11 cases will require Prime Clerk to perform duties outside the scope of services covered by the Claims Agent Order.
39. Pursuant to the terms the engagement agreement between the Debtors and the Administrative Advisor, the Administrative Advisor will be paid by the Debtors for the services at their customary hourly billing rates.
40. The Information Officer understands the Administrative Advisor will interact with Canadian creditors through solicitation, balloting and tabulation of votes of a plan of arrangement, if any, and will submit declarations in support of voting on any Plan, and so on.

### **Final Insurance and Bonding Order**

41. The Final Insurance and Bonding Order authorizes the Debtors, including ITC, to pay and set off prepetition amounts owed under the Debtors' ordinary course insurance policies and bonding program, and to maintain their insurance policies and bonding program in the ordinary course postpetition. The Final Insurance and Bonding Order also, among other things, permits ITC to pay prepetition and postpetition obligations in the ordinary course of business relating to its general insurance coverage as well as obligations related to certain performance bonds

issued and maintained for the benefit of ITC. Pursuant to the Final Insurance and Bonding Order, the aggregate amount of prepetition payments and setoffs on account of the Debtors' prepetition insurance policies and bonding obligations is limited to \$700,000.

42. Prior to the objection deadline, the Debtors received a limited objection from certain of its insurers, including Columbia Casualty Company, Continental Casualty Company, the Continental Insurance Company, and Stonewall Insurance Company (now known as Berkshire Hathaway Specialty Insurance Company to the extent that they issued policies prior to 1981) (collectively, the "**Insurers**"), on the basis that the proposed final order called for payments to be made to the Debtors under certain historical policies provided by the Insurers, the rights to which were disputed and subject to a stay pending adjudication of the parties' rights in the Adversary Proceeding (as hereinafter defined).
43. During the March 25 Motion, the parties came to a resolution on the terms of the Final Insurance and Bonding Order and the US Court accordingly granted the relief in the amended form sought. The US Court entered the Final Insurance and Bonding Order on March 26, 2019.

#### **Interim Compensation & Reimbursement Order**

44. The professionals who are subject to pending or entered retention orders in the Chapter 11 Proceeding (*i.e.*, Prime Clerk; RL&F; KCIC; Stikeman; Neal, Gerber & Eisenberg LLP; Latham & Watkins LLP; and Alvarez & Marsal North America, LLC (collectively, the "**Chapter 11 Professionals**")), are subject to the compensation procedures and limits set out in the Interim Compensation & Reimbursement Order. In the event the Chapter 11 Professionals seek certain fees and disbursements paid from ITC's assets, such fees must first be approved by the US Court under the Interim Compensation & Reimbursement Order.
45. The Information Officer notes that the process established in the Interim Compensation & Reimbursement Order does not apply to the professionals retained within the CCAA Proceedings, being the Information Officer and its counsel.

## V. RELIEF FROM AUTOMATIC STAY, CYPRUS MINES CORPORATION AND CYPRUS AMAX MINERALS COMPANY AND ADVERSARY PROCEEDING

### Background

46. Prior to 2011, the Debtors' talc operations were owned by various companies over the years including Cyprus Mines Corporation ("**Cyprus Mines**") and Cyprus Amax Minerals Company ("**Cyprus Minerals**") and, together, with Cyprus Mines historical predecessors and affiliates other than Cyprus Talc Corporation, "**Cyprus**").
47. In June 1992, Cyprus sold its talc operations to RTZ America Inc. ("**RTZ**") through a two-step process: (1) the transfer and assumption of only those assets and liabilities that were "primarily" related to the talc business to and by a new wholly owned subsidiary of Cyprus Mines Corporation called Cyprus Talc Corporation, through an Agreement of Transfer and Assumption (the "**ATA**") dated June 5, 1992; and (2) the sale of all of Cyprus Talc Corporation's stock to RTZ via a Stock Purchase Agreement (the "**SPA**") also dated June 5, 1992. Later in 1992, Cyprus Talc Corporation was renamed Luzenac America, Inc., which is now known as ITA.
48. Prior to the Petition Date, ITA was defending and indemnifying Cyprus in approximately 700 asbestos-related lawsuits (the "**Asbestos Lawsuits**").

### Emergency Motion

49. On February 28, 2019, Cyprus filed an emergency motion (the "**Emergency Motion**") for (I) Interim and Final Orders Granting Relief from Automatic Stay under Bankruptcy Code § 362(d) to Use Insurance Coverage under Cyprus Historical Policies or, in the Alternative, (II) Adequate Protection Under Bankruptcy Code §§ 361 and 363(e). As framed by Cyprus, Cyprus sought relief relating to its ability to use its own insurance policies to continue to defend itself against the Asbestos Lawsuits.
50. In the Emergency Motion, Cyprus asserted ITA dropped its defense of Cyprus on the Petition Date, leaving Cyprus to immediately take over the defense of the Asbestos Lawsuits. Cyprus also asserted ITA had threatened Cyprus with a violation of the automatic stay if Cyprus takes any steps towards using certain insurance policies (the "**Insurance Policies**") (detailed in the Final Insurance and Bonding Order) to assist Cyprus in defending against the Asbestos Lawsuits.
51. In the Emergency Motion, Cyprus detailed that only those assets and liabilities that were "primarily" related to the talc business were transferred in the SPA. Given Cyprus was engaged in many types of businesses and the talc business was a small part of what the Insurance Policies were purchased for, Cyprus believes that they remain

the owner of all the Insurance Policies and that the policies were neither transferred nor assigned to the talc business and liabilities that were acquired in the SPA.

### **Debtors' Response**

52. On March 7, 2019, the Debtors filed an objection (the "**Debtors' Objection**") to the Emergency Motion. The Debtors asserted the ATA resulted in the transfer of assets and liabilities primarily relating to Cyprus' talc business. In the Debtors' view, the property rights to the Insurance Policies stem from the transferred assets under the ATA so that as a result, Cyprus, along with other third parties, have no right to access, use and/or diminish the property of the Debtors' estates. The Debtors asserted that Cyprus had not made the case that it will suffer prejudice through continued application of the stay, or that any such prejudice (if alleged or proven) considerably outweighs the harm to the Debtors by lifting the stay, which could result in the depletion of hundreds of millions of dollars (if not more) of insurance proceeds.
53. The Debtors also asserted that Cyprus is not entitled to relief from the automatic stay because the crux of the parties' dispute – who owns the proceeds of the Insurance Policies – is not an automatic stay issue. Rather, the Debtors' asserted that the issue of who owns the proceeds of the Insurance Policies is an issue that must be determined in an adversary proceeding. If the US Court determines that Cyprus is the rightful owner of the proceeds of the Insurance Policies, then Cyprus need not seek stay relief in order to access those proceeds.
54. On March 7, 2019, several other objections were filed to the Emergency Motion, including by the Committee and the Insurers.
55. As discussed below, the Debtors have filed a separate adversary proceeding to resolve the dispute on the ownership rights of the Insurance Policies between the Debtors and Cyprus, and believe Cyprus should not be permitted access until resolution.

### **The Debtors' Proposed Interim Relief**

56. An initial hearing on the Emergency Motion was held on March 8, 2019, in which the US Court expressed concern that the Debtors and Cyprus needed to try and find a way to mitigate or eliminate "any risk that the insurers are going to argue that Cyprus Mines has somehow failed to comply with the policies, [or] somehow the coverage is jeopardized, pending a decision on the ownership issue."

57. In response to the concern raised by the US Court, on March 14, 2019, the Debtors' proposed the following interim relief (the "**Interim Relief**") to Cyprus:
- (a) With respect to indemnity for judgments/settlements for which Cyprus pays during the pendency of the Adversary Proceeding, Cyprus and ITA jointly direct the Insurers to pay such amounts to the applicable plaintiffs. If ITA is later determined by the US Court to be the sole owner of the coverage rights, then Cyprus would be required to pay to ITA's estate an amount equal to the aggregate amount of those indemnity payments; and
  - (b) With respect to Cyprus' defense fees and costs, Cyprus would be obligated to cover those costs during the Interim Period, and if it is determined to have ownership rights in the proceeds, then it would be entitled to seek reimbursement for such fees and costs from the insurers under the Insurance Policies. And, if the Debtors prevail in the Adversary Proceeding, then Cyprus alone would be responsible for those defense costs.
58. The Information Officer understands Cyprus rejected the Interim Relief proposed by the Debtors.

#### **Cyprus' Reply in Further Support of the Emergency Motion**

59. In response to the Debtors' Objection and the Interim Relief, on March 15, 2019, Cyprus filed a reply (the "**Cyprus Reply**") in further support of the Emergency Motion.
60. As detailed in the Cyprus Reply, despite the Debtors' challenge on Cyprus' rights in a portion of the proceeds from the Insurance Policies, Cyprus asserts they are entitled to the relief requested in the Emergency Motion due to their ability to present interest in the Insurance Policies, need for stay relief because the US Court may ultimately agree with Cyprus' position in the Adversary Proceeding, and that the Debtors cannot meet their burden of demonstrating that Cyprus is adequately protected.

#### **The Debtors' Supplementary Objection**

61. On March 15, 2019, the Debtors filed a supplementary objection to the Emergency Motion in response to the Cyprus Reply and rejection to the Interim Relief proposed. The Debtors asserted that the proposed Interim Relief ensures that Cyprus will not suffer any prejudice or hardship pending the Court's adjudication of the parties' respective rights in the Adversary Proceeding.



62. In response to Cyprus' rejection to the Interim Relief, the Debtors' position is that Cyprus is not entitled to any relief requested in the Emergency Motion on the basis that Cyprus is not able to satisfy the standard for relief from the Automatic Stay Order and is not entitled to adequate protection.

### **Final Order Granted**

63. On March 26, 2019 the US Court entered a final order ("**March 26 Relief from Stay Order**") to the Emergency Motion lifting the automatic stay to allow any Cyprus entity, pending entry of a final judgment in the Adversary Proceeding, to use the Insurance Policies to (a) defend and indemnify Cyprus in the Asbestos Lawsuits in which any Cyprus entity is a defendant and (b) tender any new Asbestos Lawsuits to insurers under the Insurance Policy. A copy of the March 26 Relief from Stay Order is attached hereto as **Appendix "B"**.

### **Adversary Proceeding**

64. As noted above, on March 7, 2019, the Debtors filed a complaint and motion (the "**Adversary Proceeding**") for injunctive and declaratory relief to seek a declaration that (a) ITA owns all rights to the proceeds of the Insurance Policies related to the pre-transfer talc liabilities and (b) section 362(a)(3) of the Bankruptcy Code applies to prohibit any effort by Cyprus to access such proceeds.
65. On March 15, 2019, Cyprus filed an answer and counterclaim in which they requested that the US Court enter judgment in its favor and against the Debtors on the basis that Cyprus purchased and paid for the Insurance Policies in order to provide for defense costs, settlements, and judgments entered in lawsuits filed against Cyprus and affiliates, including, but not limited to, the Asbestos Lawsuits.
66. On March 21, 2019, the Committee filed a motion to intervene in the Adversary Proceeding as a party in interest on behalf of those tort claimants holding personal injury and wrongful death claims against the Debtors. The Information Officer understands the Debtors consented to the relief sought by the Committee in the motion, but Cyprus informed the Committee that they would not consent.
67. On March 26, 2019, the US Court entered an order setting out the schedule for discovery and establishes trial dates with the US Court for June 4 and June 5, 2019.
68. The Information Officer has sought to be updated by the Debtors in respect of the Adversary Proceeding and will report further to the Canadian Court in respect of the Adversary Proceeding, and the potential impact on the creditors of ITC, if any, as information becomes available.

## VI. UPDATE ON CERTAIN OTHER MATTERS IN THE CHAPTER 11 PROCEEDINGS

### Proposed Future Claims Representative

69. The Debtors commenced the Chapter 11 Proceedings in an attempt to manage the mounting potential liabilities arising from the thousands of plaintiffs' claims alleging personal injury caused by exposure to talc mined, processed, and/or distributed by one or more of the Debtors (the "**Talc Claims**").
70. As noted in the Pre-Filing Report, prior to the Petition Date, the Debtors retained James L. Patton of Young, Conaway, Stargatt & Taylor, LLP to serve as a proposed future claimants' representative (the "**Proposed FCR**") to represent the interests of individuals who may in the future assert Talc Claims against the Debtors. As part of these proceedings, the Debtors intend to negotiate an agreement with the Proposed FCR and representatives of the plaintiffs for the current Talc Claims, which agreement would serve as the basis for a court- approved plan of reorganization.
71. On February 27, 2019, the Debtors filed a motion (the "**Proposed FCR Motion**") for entry of an order appointing James L. Patton, Jr., as legal representative for future talc personal injury claimants *nunc pro tunc* to the Petition Date. The Proposed FCR Motion was scheduled to be heard by the US Court on March 20, 2019.
72. On March 13, 2019, the Insurers filed a limited objection to the Proposed FCR Motion on the basis that the Debtors' pre-petition employment of Mr. Patton raised questions about his independence from the Debtors that requires more disclosure than is made in the Proposed FCR Motion. In the objection, the Insurers asserted that the Proposed FCR would assume fiduciary obligations to future talc claimants whose interests would be adverse to the Debtors, yet the Proposed FCR was subject to the Debtors' influence. Further, the lack of disclosure by the Debtors to the Insurers about the Debtors' dealing with the Proposed FCR, and what information had been shared, added to these concerns.
73. A hearing on the relief requested in Proposed FCR Motion was postponed and will be heard by the US Court on April 26, 2019. The Debtors have set the objection deadline for the US trustee for April 10, 2019, and any reply is due April 23, 2019.

### Official Committee of Tort Claimants

74. On March 5, 2019, the Trustee filed a Notice of Appointment appointing the Committee. The Committee was formed to represent the tort claimants and ensure that their rights and interests are protected in these proceedings.

75. The Information Officer understands that the Committee consists of 11 members, all of whom have registered addresses in the United States.

#### **Upcoming Matters in the Chapter 11 Proceedings**

76. As noted above, the US Court has scheduled a hearing at 10am (EST) on April 26, 2019, in respect of the Cash Management Motion and the Proposed FCR Motion.
77. The Information Officer will report further to the Canadian Court in respect of this hearing as part the Foreign Representative's motion for an order seeking recognition of any orders granted by the US Court in connection with the Cash Management Motion or the Proposed FCR Motion.

#### **VII. UPDATE ON CERTAIN MATTERS RELATING TO IMERYS TALC CANADA INC.**

78. Subsequent to the granting of the Supplemental Order, the Debtors have provided reporting to the Information Officer with respect to the cash flows of ITC. For the 8 weeks ended March 22, 2019, ITC had total cash receipts of approximately \$10.9 million, including \$1.4 million received from the Parent (as compared to forecast cash receipts of \$11.0 million) and total cash disbursements of \$6.9 million (as compared to forecast cash disbursements of \$12.5 million), for a net cash inflow of \$4.0 million (as compared to forecast net cash outflow of \$1.5 million) over the period.
79. As at March 22, 2019, the Information Officer understands that ITC had approximately \$6.3 million of cash on hand. Based on the information provided to the Information Officer, ITC did not make any Permitted Intercompany Transactions for the period from the Petition Date to March 22, 2019.

#### **VIII. ACTIVITIES OF THE INFORMATION OFFICER**

80. The activities of Richter or the Information Officer to date include:
- (a) coordinating the publication of a notice of the Chapter 11 Proceedings and CCAA Recognition Proceedings (the "**Notice**") in the Globe & Mail, national edition, on February 22, 2019 and March 1, 2019, as required by the Initial Recognition Order. Copies of the Notice and published advertisement of the Notice are attached hereto as **Appendix "C"**;
  - (b) responding to creditor inquiries regarding the Chapter 11 Proceedings and CCAA Recognition Proceedings;
  - (c) communicating with the Debtors' advisors and the Information Officer's counsel regarding the status of matters related to the Chapter 11 Proceedings and the CCAA Recognition Proceedings;

- (d) reviewing materials filed by various parties in the Chapter 11 Proceedings in connection with the First Day Orders, the Adversary Proceeding and the Second Day Orders;
- (e) preparing the Pre-Filing Report and attending before the Canadian Court for the Initial Recognition Order and the Supplemental Order; and
- (f) preparing this First Report.

## **IX. INFORMATION OFFICER'S RECOMMENDATION**

81. Based on the Information received and reviewed to date, the Information Officer is of the view that it is reasonable to recognize the Second Day Orders, and respectfully recommends that the Canadian Court grant the recognition orders sought by the Foreign Representative.

All of which is respectfully submitted on this 1<sup>st</sup> day of April, 2019.

**Richter Advisory Group Inc.**  
**in its capacity as Information Officer of**  
**Imerys Talc America, Inc., Imerys Talc Vermont, Inc. and Imerys Talc Canada Inc.**  
**and not in its personal capacity**

Per:



---

**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
Senior Vice President

# Appendix "C"

**RICHTER**

Richter Advisory Group Inc.  
181 Bay Street, 33<sup>rd</sup> Floor  
Toronto, ON M5J 2T3  
[www.richter.ca](http://www.richter.ca)

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

**IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC.  
AND IMERYS TALC CANADA INC.**

**SECOND REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS INFORMATION OFFICER**

**May 17, 2019**

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

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

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

**AND IN THE MATTER OF IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC. AND  
IMERYS TALC CANADA INC.**

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

**SECOND REPORT OF THE INFORMATION OFFICER  
RICHTER ADVISORY GROUP INC.**

**MAY 17, 2019**



## I. INTRODUCTION

1. On February 13, 2019 (the “**Petition Date**”), Imerys Talc America, Inc. (“**ITA**”), Imerys Talc Vermont, Inc. (“**ITV**”) and Imerys Talc Canada Inc. (“**ITC**” and together with ITA and ITV, the “**Debtors**”), commenced voluntary reorganization proceedings (the “**Chapter 11 Proceedings**”) in the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”).
2. Also on the Petition Date, the Debtors filed various motions for interim and/or final orders (the “**First Day Motions**”) and the orders entered by the US Court in respect thereof, the “**First Day Orders**”) in the Chapter 11 Proceedings to permit the Debtors to advance their reorganization. The First Day Orders included an order authorizing ITC to act as the foreign representative (in such capacity, the “**Foreign Representative**”) of the Debtors for the within proceedings (the “**Foreign Representative Order**”).
3. On February 14, 2019, the US Court granted the Foreign Representative Order and other First Day Orders.
4. On February 15, 2019, ITC, in its capacity as Foreign Representative, commenced an application before the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) (the “**CCAA**”).
5. On February 20, 2019, the Canadian Court granted an initial recognition order (the “**Initial Recognition Order**”), *inter alia*: (i) declaring that ITC is a “foreign representative” as defined in section 45 of the CCAA; (ii) declaring that the Chapter 11 Proceedings are recognized as a “foreign main proceeding” under the CCAA; and (iii) granting a stay of proceedings against the Debtors in Canada. The Debtors’ proceedings under the CCAA are referred to herein as the “**Recognition Proceedings**”.
6. Also on February 20, 2019, the Canadian Court granted a supplemental order (the “**Supplemental Order**”), pursuant to section 49 of the CCAA, *inter alia*: (i) recognizing and giving full force and effect in Canada to certain of the First Day Orders; (ii) appointing Richter Advisory Group Inc. (“**Richter**”) as the information officer (the “**Information Officer**”) in respect of these proceedings; (iii) staying any proceedings, rights or remedies against or in respect of the Debtors, the business and property of the Debtors, the directors and officers of the Debtors in Canada, and the Information Officer; (iv) restraining the right of any person or entity to, among other things, discontinue or terminate any supply of products or services required by the Debtors in Canada; (v) granting a super-priority charge over the Debtors’ property in Canada in favour of the Information Officer and its counsel, as security for their professional fees and disbursements incurred in respect of these proceedings, up to a maximum

amount of \$200,000; and (vi) recognizing and giving full force and effect in Canada to certain of the First Day Orders.

7. On March 19, 2019 and, March 22, 2019, the US Court entered various orders sought by the Debtors at their “second day hearing” (the “**March 19 & 22 Entered Orders**”).
8. On March 25, 2019, the US Court entered an Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals (the “**Interim Compensation & Reimbursement Order**”).
9. On March 26, 2019, the US Court entered an Order Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, and (IV) Maintain Their Bonding Program (the “**Final Insurance and Bonding Order**” and, together with the March 19 & 22 Entered Orders and the Interim Compensation & Reimbursement Order, the “**Second Day Orders**”).
10. On April 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the following Second Day Orders:
  - (a) a final Order (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;
  - (b) a final 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;
  - (c) a final Order (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;
  - (d) a final Order Authorizing Payment of Prepetition Taxes and Fees;
  - (e) a final Order 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;

- (f) a final Order 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;
- (g) a final Order (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;
- (h) a final Order (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;
- (i) a second interim Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Check, 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 (the **"Second Interim Cash Management Order"**);
- (j) an Order Extending Time for Filing Schedules and Statements;
- (k) an Order Authorizing the Employment and Retention of KCIC, LLC as Insurance and Valuation Consultant, Nunc Pro Tunc to the Petition Date;
- (l) an Order Authorizing the Debtors to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors, Nunc Pro Tunc to the Petition Date;
- (m) an Order Authorizing Employment and Retention of Stikeman Elliott LLP as Canadian Counsel, Nunc Pro Tunc to the Petition Date;
- (n) an Order Authorizing Employment and Compensation of Professionals Utilized in Ordinary Course of Business;
- (o) an Order Authorizing the Employment and Retention of Prime Clerk LLC (**"Prime Clerk"**) as Administrative Advisor nunc pro tunc to the Petition Date;
- (p) the Interim Compensation & Reimbursement Order; and
- (q) the Final Insurance and Bonding Order.

11. The primary purpose of the Chapter 11 Proceedings is to confirm a plan of reorganization pursuant to the Bankruptcy Code that channels all present and future Talc Claims (as hereinafter defined) against the Debtors to a trust so that the Debtors can emerge from these restructuring proceedings free of historic talc-related liabilities.
12. Richter, in its capacities as Proposed Information Officer and Information Officer, has previously provided the Canadian Court with two reports (the "**Prior Reports**"). The Prior Reports, copies of the orders granted by the Canadian Court and other material documents pertaining to the Recognition Proceedings are available on the Information Officer's website at <http://www.richter.ca/insolvencycase/imerys-talc-canada-inc>. As well, there is a link on the Information Officer's website to the Debtors' restructuring website maintained by Prime Clerk, which includes copies of the US Court materials and orders, notices and additional information in respect of the Chapter 11 Proceedings.

## II. PURPOSE OF REPORT

13. The purpose of this second report (the "**Second Report**") of the Information Officer is to provide the Canadian Court with information concerning:
  - (a) the motion of the Foreign Representative returnable May 24, 2019, for recognition in Canada of the A&M Retention Order, the L&W Retention Order, the NGE Retention Order, and the Final Cash Management Order (each as hereinafter defined);
  - (b) an update on other matters relating to the Chapter 11 Proceedings;
  - (c) an update on matters relating to ITC; and
  - (d) the activities of the Information Officer since the first report (the "**First Report**") dated April 1, 2019.

## III. TERMS OF REFERENCE

14. In preparing this Second Report, the Information Officer has relied solely on information and documents provided by the Debtors and their advisors, including unaudited financial information, declarations and affidavits of the Debtors' executives and other information provided in the Chapter 11 Proceedings (collectively, the "**Information**"). In accordance with industry practice, except as otherwise described in the Second Report, Richter has reviewed the Information for reasonableness, internal consistency, and use in the context in which it was provided. However, Richter has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Auditing Standards ("**GAAS**") pursuant to the *Chartered Professional Accountant of Canada Handbook* and, as such, Richter expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.

15. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.
16. Capitalized terms not otherwise defined herein are as defined in the application materials, including the affidavit of Alexandra Picard, Chief Financial Officer of the Debtors, sworn on May 15, 2019 (the “**May 15 Picard Affidavit**”) and filed in support of the Foreign Representative’s application. This Second Report should be read in conjunction with the May 15 Picard Affidavit, as certain information contained in the May 15 Picard Affidavit has not been included herein in order to avoid unnecessary duplication.

#### **IV. ORDERS OF THE US COURT FOR WHICH RECOGNITION IS SOUGHT**

##### **A&M Retention Order**

17. On April 1, 2019, the US Court entered an Order Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC as the Debtors’ financial advisor *nunc pro tunc* to the Petition Date (the “**A&M Retention Order**”).
18. The Information Officer understands Alvarez & Marsal North America, LLC (“**A&M**”) specializes in interim management, crisis management, turnaround consulting, operational due diligence, creditor advisory services, and financial and operational restructuring.
19. Pursuant to the engagement letter between A&M and the Debtors, dated February 1, 2019, A&M will be paid by the Debtors for the services at their customary hourly billing rates. A&M will also seek reimbursement for all expenses incurred in connection with its provision of services in the Chapter 11 Proceedings.
20. In the Debtors’ view, the recognition of the A&M Retention Order in Canada is appropriate as A&M has been providing services to all the Debtors in connection with their role, all of which potentially affect ITC and Canadian creditors. The Information Officer notes that while not currently forecasted in ITC’s cash flows, A&M could seek to have certain of its fees and disbursements paid for by ITC for services provided to the Debtors, the allocation of which will be subject to review by the Information Officer.

##### **L&W Retention Order**

21. On April 2, 2019, the US Court entered an Order Authorizing the Employment and Retention of Latham & Watkins LLP (“**Latham**”) as the Debtors’ bankruptcy co-counsel *nunc pro tunc* to the Petition Date (the “**L&W Retention Order**”).
22. The L&W Retention Order authorized the Debtors to retain and employ Latham as the Debtors’ bankruptcy co-counsel. Prior to the commencement of the Chapter 11 Proceedings, the Debtors retained Latham to assist with

certain talc litigation matters. The Debtors believe that Latham is well qualified to represent them based on the firm's extensive experience and knowledge practicing before bankruptcy courts in large and complex Chapter 11 cases.

23. Latham will charge the Debtors for its legal services on an hourly basis at its ordinary and customer rates in effect on the date that such services are rendered. Latham will also seek reimbursement for all expenses incurred in connection with its representation of the Debtors in the Chapter 11 Proceedings.
24. In the Debtors' view, the recognition of the L&W Retention Order in Canada is appropriate as Latham has been providing services to all the Debtors in connection with their role, all of which potentially affect ITC and Canadian creditors. The Information Officer notes that while not currently forecasted in ITC's cash flows, Latham could seek to have certain of its fees and disbursements paid for by ITC for services provided to the Debtors, the allocation of which will be subject to review by the Information Officer.

#### **NGE Retention Order**

25. On April 4, 2019, the US Court entered an Order Authorizing the Employment and Retention of Neal, Gerber, & Eisenberg LLP ("**NGE**") as the Debtors' special insurance coverage and indemnification counsel *nunc pro tunc* to the Petition Date (the "**NGE Retention Order**").
26. Prior to the commencement of the Chapter 11 Proceedings, the Debtors retained NGE to act as insurance coverage counsel. The Debtors believe that NGE has the necessary background and knowledge to deal effectively with potential legal issues arising from the Chapter 11 Proceedings.
27. NGE intends to charge the Debtors for its services on an hourly basis and to seek reimbursement for all expenses incurred in connection with its provision of services in the Chapter 11 Proceedings.
28. In the Debtors' view, the recognition of the NGE Retention Order in Canada is appropriate as NGE has been providing services to all the Debtors in connection with their role, all of which potentially affect ITC and Canadian creditors. The Information Officer notes that while not currently forecasted in ITC's cash flows, NGE could seek to have certain of its fees and disbursements paid for by ITC for services provided to the Debtors, the allocation of which will be subject to review by the Information Officer.
29. Each of the A&M Retention Order, the L&W Retention Order and the NGE Retention Order were entered by the US Court after all informal comments received by the Debtors were resolved by the Debtors to the satisfaction of the interested parties, there were no objections to the motions seeking entry of the Orders filed with the US Court, and the US Court was satisfied with the form of the orders.

## Final Cash Management Order

30. On April 24, 2019, the US Court entered a final Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Check, 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 (the "**Final Cash Management Order**").
31. As noted in the First Report, the Debtors originally sought the Final Cash Management Order at their "second day hearing"; however prior to the hearing, the Debtors received informal comments from (i) the Office of the United States Trustee (the "**Trustee**") and (ii) the Official Committee of Tort Claimants (the "**Committee**"), and ultimately submitted a revised form of order granting the relief requested on a further interim basis. The Information Officer understands the Final Cash Management Order was entered by the US Court without further hearing as all informal comments received by the Debtors were resolved by the Debtors prior to the scheduled hearing date of April 26, 2019.
32. The Information Officer notes the Final Cash Management Order contains, among other things, certain modifications as compared to the Second Interim Cash Management Order:
  - (a) the Debtors are granted a waiver of the requirements of section 345(b) of the Bankruptcy Code provided that by no later than May 15, 2019, ITC shall open a new bank account at SunTrust Bank (the "**New ITC Account**") in its name and on each Monday thereafter, ITC will sweep funds from the existing ITC bank accounts at the Royal Bank of Canada (the "**RBC Accounts**") that are in excess of CAD\$2 million in the aggregate of all RBC Accounts, based on balances calculated as of the close of business on the prior Friday, to the New ITC Account;
  - (b) in the event that ITC determines that amounts in the RBC Accounts are insufficient to fund disbursements (a "**Shortfall**") in a given week, ITC shall have the right to transfer funds from the New ITC Account to the RBC Accounts solely in an amount sufficient to cover such a Shortfall;
  - (c) the Debtors shall attach to their monthly operating reports filed on the docket in the Chapter 11 Proceedings copies of the bank statement or statements from the RBC Accounts; and
  - (d) notwithstanding the entry of the Final Cash Management Order, the Committee shall retain all rights it may have under applicable law to object to the payment, and seek disgorgement, of any intercompany expenses paid pursuant to the Final Cash Management Order, or the interim orders previously entered.

33. The Information Officer understands the above noted changes were in response to the comments received from the Trustee with respect the RBC Accounts. The Trustee raised the issue that the Royal Bank of Canada (ITC's banking institution) does not have a uniform depository agreement (“UDA”) with the Trustee's office and the Trustee requires, pursuant to section 345(b) of the Bankruptcy Code, that the estate funds that are not otherwise insured or guaranteed in full by the U.S. federal government or otherwise backed by a bond or security be held at banking institutions with a UDA, such as SunTrust Bank. After discussions with the Trustee, the Debtors determined that CAD\$2 million would be a sufficient cash balance to maintain in the RBC Accounts to fund normal course transactions, and agreed, pursuant to the Trustee's request, that an excess to be swept to the New ITC Account on a weekly basis. The Information Officer notes that the CAD\$2 million balance represents the maximum aggregate cash to be held in the RBC Accounts, not a minimum balance/reserve, and as such the actual cash balance could be lower than CAD\$2 million on a week to week basis.
34. As noted, ITC will still have full control of the New ITC Account but all transactions with customers and suppliers will continue to be funded through the RBC Accounts. The New ITC Account was opened on April 26, 2019 and the Information Officer understands the first cash sweep will occur on or about May 20, 2019.
35. Subsequent to the granting of the Final Cash Management Order, the Information Officer engaged in discussions with A&M to understand the implications of the changes to the ITC bank accounts as noted above. The Information Officer has been advised that appropriate measures are in place to ensure ITC has sufficient access to cash to fund operations and payments in the ordinary course. Further, the Debtors have agreed to provide the Information Officer with additional weekly cash flow reporting to alleviate any potential concerns.

## **V. UPDATE ON CERTAIN OTHER MATTERS IN THE CHAPTER 11 PROCEEDINGS**

36. The May 15 Picard Affidavit describes the material motions that have been or are to be heard within the Chapter 11 Proceedings. The Information Officer has provided commentary on two of those motions which may be of particular interest to the Canadian Court.

### **Proposed Future Claims Representative**

37. As noted above, the Debtors commenced the Chapter 11 Proceedings in an attempt to manage the mounting potential liabilities arising from the thousands of plaintiffs' claims alleging personal injury caused by exposure to talc mined, processed, and/or distributed by one or more of the Debtors (the “**Talc Claims**”).



38. Prior to the Petition Date, the Debtors retained James L. Patton ("**Mr. Patton**") of Young, Conaway, Stargatt & Taylor, LLP to serve as a proposed future claimants' representative (the "**FCR**") to represent the interests of individuals who may in the future assert Talc Claims against the Debtors.
39. On February 27, 2019, the Debtors filed a motion (the "**FCR Motion**") for entry of an order appointing Mr. Patton, as legal representative for future talc personal injury claimants *nunc pro tunc* to the Petition Date.
40. On March 13, 2019, certain of the Debtors' insurers, including Columbia Casualty Company, Continental Casualty Company, the Continental Insurance Company, and Stonewall Insurance Company (now known as Berkshire Hathaway Specialty Insurance Company in respect of policies issued prior to 1981) (collectively, the "**Insurers**") filed a limited objection (the "**Insurers' Objection**") to the FCR Motion on the basis that the Debtors' pre-petition employment of Mr. Patton raised questions about his independence from the Debtors that necessitated more disclosure than was made in the FCR Motion. Among other things, the Insurers asserted that they were concerned about the potential disclosure of privileged information being shared with the proposed FCR and his advisors.
41. The hearing for the FCR Motion was originally scheduled to be heard by the US Court on March 20, 2019 but, at the request of the Trustee, was adjourned and rescheduled to be heard by on April 26, 2019, with an objection deadline of April 10, 2019 for the Trustee.
42. On April 10, 2019, the Trustee filed an objection (the "**Trustee Objection**") to the FCR Motion and also its own motion (the "**Trustee Motion**") to Appoint a Legal Representative for Future Talc Personal Injury Claimants. The Trustee Motion did not propose a particular candidate, or a particular process, but rather requested that the US Court permit other parties in interest to nominate alternative candidates and suggested the Debtors needed to provide more robust disclosures in support of Mr. Patton's appointment.
43. The Debtors and the Committee filed replies in support of the FCR Motion and an objection or response to the Trustee Motion. In the Debtors' reply, they argued that the Insurers did not have standing to be heard in connection with the FCR Motion.
44. On April 26, 2019, the US Court held a hearing to consider the FCR Motion, the Trustee Motion, the Insurers' Objection and the Trustee Objection. At the hearing, the US Court heard submissions from each of the parties, as well as live testimony from Mr. Patton. The US Court permitted the Insurers to participate at the hearing (notwithstanding the Debtors' standing argument) and at the conclusion of the hearing, the US Court reserved judgment on the matter.

45. On May 7, 2019, the US Court announced its decision and concluded:
- (a) the Insurers have standing in connection with the FCR Motion;
  - (b) the process followed by the Debtors was appropriate for the case and provided sufficient time to obtain information about the proposed FCR and/or propose other candidates; and
  - (c) Mr. Patton meets the standard for approval of a future claimants' representative and is able to act as the FCR in this matter, subject to further disclosures to be reviewed by the US Court.
46. In its reasons released on May 8, 2019 to accompany the decision, the US Court noted that while it concluded Mr. Patton was able to act as the FCR, additional disclosures needed to be made by Mr. Patton with respect to certain conflict issues raised by the Insurers. Accordingly, on May 13, 2019, Mr. Patton filed a Supplemental Declaration in support of the proposed FCR Motion, which included the additional disclosures required by the US Court.
47. The order approving the appointment of the FCR remains outstanding, as do orders relating to professionals assisting the FCR (namely Yong Conaway Stargatt & Taylor LLP as legal counsel and Ankura Consulting Group LLC as claims and financial valuation consultants).

#### **Upcoming Matters in the Chapter 11 Proceedings**

48. The US Court has scheduled omnibus hearings on June 27, 2019, July 24, 2019, August 21, 2019, and September 18, 2019; no agenda has been set for these hearings as of the date of this Second Report.
49. The Information Officer will report further to the Canadian Court in respect of these hearings as part the Foreign Representative's motion for an order seeking recognition of any orders granted by the US Court in connection therewith.

#### **VI. UPDATE ON ADVERSARY PROCEEDING**

50. As noted in the Prior Reports, on March 7, 2019, the Debtors filed a complaint and motion (the "**Adversary Proceeding**") for injunctive and declaratory relief to seek a declaration that (i) ITA owns all rights to the proceeds of the Insurance Policies related to the pre-transfer talc liabilities and (ii) section 362(a)(3) of the Bankruptcy Code applies to prohibit any effort by Cyprus Mines Corporation ("**Cyprus Mines**") and Cyprus Amax Minerals Company ("**Cyprus Minerals**") and, together, with Cyprus Mines' historical predecessors and affiliates other than Cyprus Talc Corporation, "**Cyprus**") to access such proceeds.

### **Motion to Intervene**

51. On March 21, 2019, the Committee filed a motion to intervene in the Adversary Proceeding as a party in interest on behalf of those tort claimants holding personal injury and wrongful death claims against the Debtors. The Information Officer understands the Debtors consented to the relief sought by the Committee in the motion, but Cyprus informed the Committee that they would not consent.
52. On March 29, 2019, the proposed FCR filed a motion to intervene as a plaintiff in the Adversary Proceedings.
53. On May 3, 2019, the US Court entered an Order (A) Granting Motions to Intervene in the Adversary Proceeding filed by the Committee dated March 21, 2019 and the proposed FCR on March 29, 2019; (B) Authorizing Intervention in the Adversary Proceeding by the Committee and the proposed FCR; and (C) Granting Related Relief.

### **Scheduling Order**

54. On March 26, 2019, the US Court entered an order setting out the schedule for discovery and established trial dates with the US Court for June 4 and June 5, 2019 (the "**Original Scheduling Order**").
55. On April 23, 2019, the US Court entered an amended scheduling order setting out an amended schedule and established trial dates with the US Court for August 5 and August 6, 2019 (the "**Amended Scheduling Order**"). The Information Officer understands that the scheduling order was amended to accommodate the resolution of disputes regarding certain documents protected from disclosure based on the common interest doctrine (the "**Common Interest Materials**"), in which further details are noted below.

### **Common Interest Materials**

56. In accordance with the Original Scheduling Order, the Debtors and Cyprus each served written discovery requests on March 29, 2019. Among the documents that might be responsive to both the Debtors' and Cyprus' discovery requests are the Common Interest Materials.
57. On April 11, 2019, the Debtors wrote to the US Court noting that the Debtors do not believe the Common Interest Materials are necessary or relevant to the resolution of the claims in the Adversary Proceeding and proposed to treat as non-responsive documents. Cyprus declined the Debtors' proposal and advised that they intend to use such documents in the Adversary Proceeding. Cyprus also advised that they object to making such documents available to the Committee and proposed FCR.

58. The Debtors seek the US Court's assistance in preserving their privilege in the form of a limitation on discoverability and use of such materials, or in the form of a Court order ensuring that such production or use in this Adversary Proceeding is not construed as a broader waiver.
59. On April 11, 2019, the Committee and the proposed FCR wrote to the US Court regarding the Common Interest Materials and noted that they believe Cyprus cannot voluntarily inject the Common Interest Materials into the litigation while, at the same time, withhold them from other parties on privilege grounds, use them at depositions, and make them part of the record without producing them to all parties.
60. On April 12, 2019, Cyprus responded to the Debtors, Committee, and proposed FCR's comments on the Common Interest Materials, arguing that these parties' arguments are not valid and asked the US Court to (1) permit Cyprus discovery and use of the Common Interest Materials and (2) determine that such discovery and use of the documents does not waive or impair any applicable privilege or protection that might apply to them.
61. In accordance with the Amended Scheduling Order, the parties must submit an agreed protective order or seek to resolve any protective order disputes with Court assistance in relation to the Common Interest Materials by the week of May 20, 2019.
62. On April 22, 2019, the Debtors filed a Certification of Counsel Regarding Stipulated Protective Order (the "**COC**"), requesting entry of an order approving a Stipulated Protective Order represented to have been agreed to by the Debtors and the Committee on April 22, 2019. On April 23, 2019, Cyprus filed a limited objection to the COC (the "**Objection**"). To resolve the Objection, the Debtors and Cyprus agreed to a revised form of proposed order approving the Stipulated Protective Order (the "**Revised Proposed Order**"). The Certification of Counsel concerning the Revised Proposed Order was filed by the Debtors on May 1, 2019. The entered Revised Proposed Order remains outstanding.

## **VII. UPDATE ON CERTAIN MATTERS RELATING TO IMERYS TALC CANADA INC.**

63. As noted in the May 15 Picard Affidavit, the Canadian Court had previously been advised that the fees and disbursements of the Debtors' Canadian legal counsel, Stikeman Elliott LLP ("**Stikeman**"), were being paid by ITA and ITV. The First Report noted at paragraph 35 that, while not forecasted in ITC's cash flows, the Debtors could seek to have certain of its fees or disbursements paid for by ITC. The Debtors have since advised that Stikeman's fees will be paid by ITC during the Recognition Proceedings and ITC's cash flows have been updated to reflect same. The Information Officer notes that all professional costs in the Chapter 11 Proceedings, including those of Stikeman, may be subject to further allocation, and the Information Officer will continue to monitor the cash flow statements in the ordinary course.

64. Subsequent to the granting of the Supplemental Order, the Debtors have provided reporting to the Information Officer with respect to the cash flows of ITC. For the 15 weeks ended May 10, 2019, ITC had total cash receipts of approximately \$17.0 million (as compared to forecast cash receipts of \$17.8 million), including \$1.4 million received from the Parent, and total cash disbursements of \$12.3 million (as compared to forecast cash disbursements of \$20.0 million), for a net cash inflow of \$4.7 million (as compared to forecast net cash outflow of \$2.2 million) over the period.
65. As at May 10, 2019 the Information Officer understands that ITC had approximately \$7.1 million of cash on hand.

### **VIII. ACTIVITIES OF THE INFORMATION OFFICER**

66. The activities of the Information Officer since the First Report include:
- (a) responding to creditor inquiries regarding the Chapter 11 Proceedings and the Recognition Proceedings;
  - (b) communicating with the Debtors' advisors and the Information Officer's counsel regarding the status of matters related to the Chapter 11 Proceedings and the Recognition Proceedings;
  - (c) reviewing materials filed by various parties in the Chapter 11 Proceedings in connection with the A&M Retention Order, the L&W Retention Order, the NGE Retention Order, and the Final Cash Management Order;
  - (d) corresponding with the Debtors' advisors in connection with Final Cash Management Order, and specifically the New ITC Account and the RBC Accounts;
  - (e) reviewing materials filed by various parties in the Adversary Proceeding;
  - (f) reviewing the ITC's cash flow reporting and corresponding with A&M on same;
  - (g) attending before the Canadian Court for recognition of the Second Day Orders; and
  - (h) preparing this Second Report.

### **IX. INFORMATION OFFICER'S RECOMMENDATION**

67. Based on the Information received and reviewed to date, the Information Officer is of the view that it is reasonable to recognize the A&M Retention Order, the L&W Retention Order, the NGE Retention Order, and the Final Cash Management Order, and respectfully recommends that the Canadian Court grant the recognition orders sought by the Foreign Representative.

All of which is respectfully submitted on this 17<sup>th</sup> day of May, 2019.

**Richter Advisory Group Inc.**  
**in its capacity as Information Officer of**  
**Imerys Talc America, Inc., Imerys Talc Vermont, Inc. and Imerys Talc Canada Inc.**  
**and not in its personal capacity**

Per:



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**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
Senior Vice President

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

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

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
PROCEEDING COMMENCED AT TORONTO

**SECOND REPORT OF THE INFORMATION**  
**OFFICER**  
**May 17, 2019**

**AIRD & BERLIS LLP**  
Barristers and Solicitors  
Brookfield Place  
Suite 1800, Box 754  
181 Bay Street  
Toronto, Ontario M5J 2T9  
Tel: 416.863.1500  
Fax: 416.865.1515

**Kathryn Esaw (LSO # 58264F)**  
Email: [kesaw@airdberlis.com](mailto:kesaw@airdberlis.com)  
*Lawyers for the Information Officer, Richter  
Advisory Group Inc.*

# Appendix "D"



**RICHTER**

Richter Advisory Group Inc.  
181 Bay Street, 33<sup>rd</sup> Floor  
Toronto, ON M5J 2T3  
[www.richter.ca](http://www.richter.ca)

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

**IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC.  
AND IMERYS TALC CANADA INC.**

**THIRD REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS INFORMATION OFFICER**

**August 2, 2019**

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

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

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

**AND IN THE MATTER OF IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC. AND  
IMERYS TALC CANADA INC.**

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

**THIRD REPORT OF THE INFORMATION OFFICER  
RICHTER ADVISORY GROUP INC.**

**AUGUST 2, 2019**

## I. INTRODUCTION

1. On February 13, 2019 (the “**Petition Date**”), Imerys Talc America, Inc. (“**ITA**”), Imerys Talc Vermont, Inc. (“**ITV**”) and Imerys Talc Canada Inc. (“**ITC**” and together with ITA and ITV, the “**Debtors**”), commenced voluntary reorganization proceedings (the “**Chapter 11 Proceedings**”) in the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”).
2. Also on the Petition Date, the Debtors filed various motions for interim and/or final orders (the “**First Day Motions**”) and the orders entered by the US Court in respect thereof, the “**First Day Orders**”) in the Chapter 11 Proceedings to permit the Debtors to advance their reorganization. The First Day Orders included an order authorizing ITC to act as the foreign representative (in such capacity, the “**Foreign Representative**”) of the Debtors for the within proceedings (the “**Foreign Representative Order**”).
3. On February 14, 2019, the US Court granted the Foreign Representative Order and other First Day Orders.
4. On February 15, 2019, ITC, in its capacity as Foreign Representative, commenced an application before the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) (the “**CCAA**”).
5. On February 20, 2019, the Canadian Court granted an initial recognition order (the “**Initial Recognition Order**”), *inter alia*: (i) declaring that ITC is a “foreign representative” as defined in section 45 of the CCAA; (ii) declaring that the Chapter 11 Proceedings are recognized as a “foreign main proceeding” under the CCAA; and (iii) granting a stay of proceedings against the Debtors in Canada. The Debtors’ proceedings under the CCAA are referred to herein as the “**Recognition Proceedings**”.
6. Also on February 20, 2019, the Canadian Court granted a supplemental order (the “**Supplemental Order**”), pursuant to section 49 of the CCAA, *inter alia*: (i) recognizing and giving full force and effect in Canada to certain of the First Day Orders; (ii) appointing Richter Advisory Group Inc. (“**Richter**”) as the information officer (the “**Information Officer**”) in respect of these proceedings; (iii) staying any proceedings, rights or remedies against or in respect of the Debtors, the business and property of the Debtors, the directors and officers of the Debtors in Canada, and the Information Officer; (iv) restraining the right of any person or entity to, among other things, discontinue or terminate any supply of products or services required by the Debtors in Canada; (v) granting a super-priority charge over the Debtors’ property in Canada in favour of the Information Officer and its counsel, as security for their professional fees and disbursements incurred in respect of these proceedings, up to a maximum

- amount of \$200,000; and (vi) recognizing and giving full force and effect in Canada to certain of the First Day Orders.
7. On March 19, 2019 and March 22, 2019, the US Court entered various orders sought by the Debtors at their “second day hearing” (the “**March 19 & 22 Entered Orders**”).
  8. On March 25, 2019, the US Court entered an Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals (the “**Interim Compensation & Reimbursement Order**”).
  9. On March 26, 2019, the US Court entered an Order Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, and (IV) Maintain Their Bonding Program (the “**Final Insurance and Bonding Order**” and, together with the March 19 & 22 Entered Orders and the Interim Compensation & Reimbursement Order, the “**Second Day Orders**”).
  10. On April 1, 2019, the US Court entered an Order Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC as the Debtors’ financial advisor *nunc pro tunc* to the Petition Date (the “**A&M Retention Order**”).
  11. On April 2, 2019, the US Court entered an Order Authorizing the Employment and Retention of Latham & Watkins LLP (“**Latham**”) as the Debtors’ bankruptcy co-counsel *nunc pro tunc* to the Petition Date (the “**L&W Retention Order**”).
  12. On April 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to certain of the Second Day Orders.
  13. On April 4, 2019, the US Court entered an Order Authorizing the Employment and Retention of Neal, Gerber, & Eisenberg LLP (“**NGE**”) as the Debtors’ special insurance coverage and indemnification counsel *nunc pro tunc* to the Petition Date (the “**NGE Retention Order**”).
  14. On April 24, 2019, the US Court entered a final Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Check, 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 (the “**Final Cash Management Order**”).

15. On May 24, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the A&M Retention Order, the L&W Retention Order, the NGE Retention Order and the Final Cash Management Order.
16. The primary purpose of the Chapter 11 Proceedings is to confirm a plan of reorganization pursuant to the Bankruptcy Code that channels all present and future Talc Claims (as hereinafter defined) against the Debtors to a trust so that the Debtors can emerge from these restructuring proceedings free of historic talc-related liabilities.
17. Richter, in its capacities as Proposed Information Officer and Information Officer, has previously provided the Canadian Court with three reports (the "**Prior Reports**"). The Prior Reports, copies of the orders granted by the Canadian Court and other material documents pertaining to the Recognition Proceedings are available on the Information Officer's website at <http://www.richter.ca/insolvencycase/imerys-talc-canada-inc>. As well, there is a link on the Information Officer's website to the Debtors' restructuring website maintained by Prime Clerk, which includes copies of the US Court materials and orders, notices and additional information in respect of the Chapter 11 Proceedings.

## II. PURPOSE OF REPORT

18. The purpose of this third report (the "**Third Report**") of the Information Officer is to provide the Canadian Court with information concerning:
  - (a) the motion of the Foreign Representative returnable August 7, 2019, for recognition in Canada of the Bar Date Order and the Fee Examiner Order (each as hereinafter defined);
  - (b) an update on other matters relating to the Chapter 11 Proceedings;
  - (c) an update on matters relating to ITC; and
  - (d) the activities of the Information Officer since the second report (the "**Second Report**") dated May 17, 2019.

## III. TERMS OF REFERENCE

19. In preparing this Third Report, the Information Officer has relied solely on information and documents provided by the Debtors and their advisors, including unaudited financial information, declarations and affidavits of the Debtors' executives and other information provided in the Chapter 11 Proceedings (collectively, the "**Information**"). In accordance with industry practice, except as otherwise described in the Third Report, Richter has reviewed the Information for reasonableness, internal consistency, and use in the context in which it was provided. However, Richter has not audited or otherwise attempted to verify the accuracy or completeness of

the Information in a manner that would comply with Generally Accepted Auditing Standards (“GAAS”) pursuant to the *Chartered Professional Accountant of Canada Handbook* and, as such, Richter expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.

20. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.
21. Capitalized terms not otherwise defined herein are as defined in the application materials, including the affidavit of Anthony Wilson, Treasurer and Director of Finance, sworn on July 31, 2019 (the “**July 31 Wilson Affidavit**”) and filed in support of the Foreign Representative’s application. This Third Report should be read in conjunction with the July 31 Wilson Affidavit, as certain information contained in the July 31 Wilson Affidavit has not been included herein in order to avoid unnecessary duplication.

#### **IV. ORDERS OF THE US COURT FOR WHICH RECOGNITION IS SOUGHT**

##### **Bar Date Order**

22. On April 12, 2019, the Debtors filed their schedules of liabilities and statements of financial affairs with the US Court, as amended on May 20, 2019 (collectively, the “**Schedules**”).
23. On July 10, 2019, the Debtors filed a motion (the “**Bar Date Motion**”) for an Order (I) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim Other than With Respect to Talc Personal Injury Claims and (II) Approving Form and Manner of Notice Thereof (the “**Bar Date Order**”).
24. The Bar Date Motion, among other things, established a general bar date by which all entities, except as otherwise provided therein, and expressly excluding talc personal injury claims (the “**Talc Claims**”), must file proofs of claim in the Chapter 11 Proceedings. The Information Officer understands that the Debtors currently anticipate that the assertion and payment of Talc Claims will be addressed in the plan of reorganization in the Chapter 11 Proceedings; however, the Debtors reserve the right to seek a bar date for Talc Claims in the future if necessary or appropriate.
25. The Debtors received informal comments from (i) the Office of the United States Trustee (the “**Trustee**”), (ii) Cyprus Amax Minerals Company and Cyprus Mines Company (collectively, “**Cyprus**”) and (iii) United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union (the “**United Steelworkers**”) in connection with the Bar Date Motion. The informal comments from the Trustee, Cyprus and the United Steelworkers were resolved prior to the hearing, and on July 25, 2019, the US Court entered the Bar Date Order.

26. The Debtors requested that the US Court establish the general bar date to be October 15, 2019 at 5:00 p.m., prevailing Eastern Time (the "**General Bar Date**"), or such later date that is at least 83 days after entry of the Bar Date Order. Following entry of an order by the Canadian Court recognizing the Bar Date Order, the Debtors intend to serve a notice (the "**Bar Date Notice**") of the Bar Dates (as hereinafter defined) and a proof of claim form upon all known entities holding potential claims against the Debtors that are subject to the Bar Dates. The Debtors intend that the date (the "**Service Date**") on which they serve the notice of the Bar Dates and the proof of claim form will occur no later than 23 days after entry of the Bar Date Order by the US Court. In the Debtors' view, this will provide all creditors with adequate time to review the Schedules and their own records, and file a proof of claim with Prime Clerk LLC (the "**Claims Agent**"), if necessary, before the earliest of the Bar Dates.
27. The Bar Date Order provides for, *inter alia*, the following:
- (a) all creditors, including governmental units, holding claims against the Debtors that arose before the Petition Date, excluding certain exceptions as noted below, must file a proof of claim with the Claims Agent on or prior to the General Bar Date;
  - (b) all parties asserting claims arising from the rejection of executory contracts or unexpired leases are required to file a proof of claim by the later of: (i) the General Bar Date, or (ii) 5:00 p.m. prevailing Eastern Time on the date that is 30 days from the effective date of rejection of such executory contract or unexpired lease (the "**Rejection Bar Date**"); and
  - (c) all parties asserting claims against the Debtors that are affected by an amendment to the Schedules filed by the Debtors after the Service Date are required to file a proof of claim by the later of: (i) the General Bar Date, or (ii) 5:00 p.m. prevailing Eastern Time on the date that is 30 days following the date on which the Debtors provide notice of such amendment to the affected creditor (the "**Amended Schedules Bar Date**"), and together with the General Bar Date and the Rejection Bar Date, the "**Bar Dates**").
28. Pursuant to the Bar Date Order, any creditor holding a claim against the Debtors that arose prior to the Petition Date and whose claim is either: (i) not listed on the Schedules or is listed on the Schedules as disputed, contingent, unliquidated, or with an unknown or zero amount, (ii) the creditor disagrees with the amount or classification in the Schedules, or (iii) the creditor believes its claim in the Schedules is asserted against the incorrect Debtor, must file a proof of claim with the Claims Agent prior to the applicable Bar Date.
29. The Information Officer understands that no later than 23 days after the entry of the Bar Date Order, the Debtors intend to mail claims packages, including a copy of the Bar Date Notice, as soon as practicable after recognition of the Bar Date Order, to, among others, all known creditors of ITC, excluding holders of Talc Claims, all counterparties to executory contracts and unexpired leases with ITC as listed on the Schedules, taxing authorities



for the jurisdictions in which the Debtors conduct business in Canada, and unions relevant to ITC's operations in Canada. Further, the Debtors will publish notice (the "**Publication Notice**") of the Bar Dates once, within 23 days after the entry of the Bar Date Order by the US Court, in both U.S. and Canadian national newspapers and other such local newspapers, trade journals or similar publications, if any, as the Debtors deem appropriate.

30. The Information Officer will also post a copy of the Bar Date Order, along with the Bar Date Notice and blank proof of claim form, to its website in order to provide additional notice to creditors in Canada of the claims process and the Bar Dates.
31. Pursuant to the Bar Date Order, the Information Officer notes that the rights and claims of Canadian creditors will be determined and governed by the provisions of the Bankruptcy Code. The Information Officer has sought to be updated by the Debtors in respect of a Plan of Reorganization pursuant to Chapter 11 of the Bankruptcy Code and the proposed treatment of Canadian creditors therein, and will report further to the Canadian Court as information becomes available.
32. The Foreign Representative seeks recognition of the Bar Date Order in Canada in order to give effect to a uniform claims process and claims bar date for the coordination of the within ancillary proceedings with the Chapter 11 Proceedings for the identification and quantification of the claims of creditors against the Debtors.

#### **Fee Examiner Order**

33. As noted above, the US Court entered the Interim Compensation & Reimbursement Order on March 25, 2019. The Interim Compensation & Reimbursement Order established compensation procedures and limits for the Chapter 11 Professionals (as defined in the Interim Compensation & Reimbursement Order). Given the size and complexity of the Chapter 11 Proceedings, the US Court proposed that a fee examiner (the "**Fee Examiner**") be appointed to review and report on all fee applications submitted in accordance with the Interim Compensation Order.
34. The Fee Examiner's purpose will be to assist the US Court in its determination of whether the fee applications submitted are compliant with the Bankruptcy Code and the Interim Compensation & Reimbursement Order, and to provide transparency.
35. In accordance with the Court's instructions, counsel for the Debtors, the Official Committee of Tort Claimants (the "**Committee**"), and the Trustee conferred regarding the appointment of a fee examiner and establishment of related procedures, and the Debtors submitted a list of candidates to the US Court.

36. On May 22, 2019 and June 25, 2019, respectively, the US Court entered orders (collectively, the “**Fee Examiner Orders**”) appointing M. Jacob Renick of M.J Renick & Associates LLC as the Fee Examiner and establishing related procedures for the review of applications of retained professionals.
37. The Information Officer notes that the process established in the Fee Examiner Orders does not apply to the professionals retained within the CCAA Proceedings, being the Information Officer and its counsel.
38. The Foreign Representative seeks recognition of the Fee Examiner Orders in Canada since the Chapter 11 Professionals have been providing services to all of the Debtors. The Information Officer notes that certain of the Chapter 11 Professionals could seek to have certain of its fees and disbursements paid for by ITC for services provided to the Debtors, the allocation of which will be subject to review by the Information Officer.

## V. UPDATE ON CERTAIN OTHER MATTERS IN THE CHAPTER 11 PROCEEDINGS

39. The July 31 Wilson Affidavit describes the material motions that have been heard within the Chapter 11 Proceedings. The Information Officer has provided commentary on certain of those motions which may be of particular interest to the Canadian Court.

### Proposed Future Claims Representative

40. Prior to the Petition Date, the Debtors retained James L. Patton (“**Mr. Patton**”) of Young, Conaway, Stargatt & Taylor, LLP (“**YCST**”) to serve as a proposed future claimants’ representative (the “**FCR**”) to represent the interests of individuals who may in the future assert Talc Claims against the Debtors.
41. On February 27, 2019, the Debtors filed a motion (the “**FCR Motion**”) for entry of an order appointing Mr. Patton, as legal representative for future talc personal injury claimants *nunc pro tunc* to the Petition Date.
42. As noted in the Prior Reports, certain of the Debtors’ insurers, including Columbia Casualty Company, Continental Casualty Company, the Continental Insurance Company, and Stonewall Insurance Company (now known as Berkshire Hathaway Specialty Insurance Company in respect of policies issued prior to 1981) (collectively, the “**Insurers**”) have opposed the appointment of Mr. Patton as the FCR on the basis that the Debtors’ pre-petition employment of Mr. Patton raised questions about his independence from the Debtors that necessitated more disclosure than was made by the Debtors in the FCR Motion.
43. At the hearing to consider the FCR Motion, the US Court noted that while it concluded Mr. Patton was able to act as the FCR, additional disclosures needed to be made by Mr. Patton with respect to certain conflict issues raised by the Insurers. Mr. Patton filed the additional disclosures (the “**Declarations**”) required with the US Court on May 13 and May 17.

44. On May 17, 2019, the Insurers filed a supplemental objection to the appointment of Mr. Patton as the FCR (the **Insurers' Supplemental Objection**). The Insurers asserted Mr. Patton made inadequate disclosures on current and potential conflicts.
45. On May 21, 2019, Mr. Patton filed a response to the Insurers' Supplemental Objection stating that the Insurers re-argued a number of points that the US Court have already ruled on and attempted to raise new issues that could have been raised at the hearing. Mr. Patton requested the Insurers' Supplemental Objection be overruled and that the US Court enter the order requested in the FCR Motion.
46. On May 31, 2019, the US Court announced a further ruling on the FCR Motion. The US Court found the Insurers' Supplemental Objection to be both confusing and irrelevant to the Declarations determined and that an order appointing Mr. Patton as the FCR would be entered.
47. On June 3, 2019, the US Court entered, among other things, an order appointing Mr. Patton, as legal representative for future talc personal injury claimants *nunc pro tunc* to the Petition Date (the **FCR Order**).
48. On June 14, 2019, the Insurers filed an appeal against the FCR Order with the US Court. There has been no stay of appeal sought for the FCR Order, therefore the FCR is entitled to act in accordance with the terms of the FCR Order pending the appeal. The Information Officer understands it is the Debtors' intention to have the FCR Order recognized by the Canadian Court at a later date.

### **Professional Retention Orders**

49. Since the Second Report, the Committee has filed motions for orders to employ certain financial and legal advisors to the Committee (the **Committee Retention Orders**) as described in greater detail in the July 30 Wilson Affidavit.
50. The US Court has issued orders for four of the Committee Retention Orders, Willkie Farr & Gallagher LLP as Special Litigation and Corporate Counsel, Robinson & Cole LLP as Counsel, Gilbert LLP as Special Insurance Counsel, and Legal Analysis Systems, Inc as Tort Liability Consultant. The US Court heard the motions in support of the remaining Committee Retention Orders on July 24, 2019 and indicated that the remaining orders would be granted with minor modifications.
51. The Information Officer will report further to the Canadian Court in respect of these motions should the Foreign Representative seek recognition by the Canadian Court of any of the Committee Retention Orders.

### **Motions for Orders Pursuant to Bankruptcy Rule 2004**

52. On July 10, 2019, Johnson & Johnson and Johnson & Johnson Consumers Inc. (collectively, "**J&J**") filed a motion for an order pursuant to Bankruptcy Rule 2004 (the "**J&J Rule 2004 Motion**"). In the J&J Rule 2004 Motion, J&J seeks entry for an order under Bankruptcy Rule 2004 authorizing J&J to serve requests for the production of documents relating to the Talc Claims that the Debtors have provided to the Committee and the FCR.
53. On the same day, the Insurers also filed a motion for an order pursuant to Bankruptcy Rule 2004 (the "**Insurers' Rule 2004 Motion**"). The Insurers are seeking an order requesting that the Debtors share details on privileged documents involving the Insurers which were inadvertently produced to third parties. In addition, the Insurers join in the J&J Motion and request equal access to any documents produced pursuant to J&J's requests.
54. On July 17, 2019, Providence Washington Insurance Company ("**PWIC**") filed a joinder to the Insurers' Rule 2004 Motion (the "**PWIC Joinder**"). Through the PWIC Joinder, PWIC seeks an order directing the parties to the Adversary Proceeding to produce copies of previously exchanged discovery requests and responses, and to produce copies of all discovery materials exchanged in the future concurrent with any such response, production or deposition. Alternatively, PWIC requests the Court issue an order allowing PWIC to issue subpoenas seeking copies of discovery requests and responses.
55. On July 17, 2019, Cyprus filed a statement in response and partial joinder to the Insurers' Rule 2004 Motion (the "**Cyprus Statement and Joinder**"). In the Cyprus Statement and Joinder, Cyprus seeks to correct insinuations in the Insurers' Rule 2004 Motion that Cyprus has failed to cooperate with the Insurers. Further, Cyprus requests that to the extent any documents ordered to be produced to the Insurers, Cyprus is also provided with copies.
56. On July 10, 2019 and July 17, 2019, the Debtors filed objections to the J&J Rule 2004 Motion and the Insurers' Rule 2004 Motion, respectively, requesting that the Court deny the motions. The Debtors submitted that the relief requested in the J&J Rule 2004 Motion and the Insurers' Rule 2004 Motion is not warranted by the facts, circumstances, or applicable law, and that J&J and the Insurers failed to establish good cause for the information requested.
57. The J&J Rule 2004 Motion and the Insurers' Rule 2004 Motion were heard on July 24, 2019. The US Court indicated that it would deny J&J's request for Rule 2004 discovery but would reserve on the arguments relating to J&J's ability to maintain privilege. The US Court reserved judgment on the Insurers' Rule 2004 Motion and is expected to issue a ruling within the coming days.

## VI. UPDATE ON ADVERSARY PROCEEDING

58. As noted in the Prior Reports, on March 7, 2019, the Debtors filed a complaint and motion (the “**Adversary Proceeding**”) for injunctive and declaratory relief to seek a declaration that (i) ITA owns all rights to the proceeds of the Insurance Policies related to the pre-transfer talc liabilities and (ii) section 362(a)(3) of the Bankruptcy Code applies to prohibit any effort by Cyprus Mines Corporation (“**Cyprus Mines**”) and Cyprus Amax Minerals Company (“**Cyprus Minerals**”) and, together, with Cyprus Mines’ historical predecessors and affiliates other than Cyprus Talc Corporation, “**Cyprus**”) to access such proceeds.

### Common Interest Materials

59. On March 29, 2019, the Debtors and Cyprus each served written discovery requests which included certain documents protected from disclosure based on the common interest doctrine (the “**Common Interest Materials**”).
60. On April 11, 2019, the Debtors wrote to the US Court noting that the Debtors do not believe the Common Interest Materials are necessary or relevant to the resolution of the claims in the Adversary Proceeding and proposed to treat as non-responsive documents. Cyprus declined the Debtors’ proposal and advised that they object to making such documents available to the Committee and FCR.
61. On April 22, 2019, the Debtors filed a Certification of Counsel Regarding Stipulated Protective Order (the “**COC**”), requesting entry of an order approving a Stipulated Protective Order represented to have been agreed to by the Debtors and the Committee. On April 23, 2019, Cyprus filed a limited objection to the COC (the “**Objection**”). To resolve the Objection, the Debtors and Cyprus agreed to a revised form of proposed order approving the Stipulated Protective Order (the “**Revised Proposed Order**”). The Certification of Counsel concerning the Revised Proposed Order was filed by the Debtors on May 1, 2019.
62. On May 20, 2019, the Insurers filed an objection to the Revised Proposed Order and requested that, if it is entered, the Revised Proposed Order only be entered with the below modifications to ensure that privileged material concerning the underlying defense is not disclosed:
- (a) the Debtors are to provide the Insurers notice and an opportunity to be heard before privileged information about the defense is disclosed to third parties; and
  - (b) the Revised Proposed Order should confirm that nothing contained in the order is intended to authorize the Debtors to disclose privileged information about the defense to the Committee, FCR, or their professionals.

63. On June 12, 2019, J&J filed a limited objection to the Revised Proposed Order on the basis that the Revised Proposed Order:
- (a) does not provide J&J with notice and an opportunity to be heard before the Debtors produce privileged materials provided by J&J to third parties;
  - (b) does not provide J&J with notice and an opportunity to be heard, and the opportunity to move the US Court if necessary, with respect to whether materials in the Debtors' possession is subject to the joint defense and common interest privileges and should therefore remain protected from disclosure; and
  - (c) authorizes the Debtors to disclose materials that are protected by the common interest and joint defense privileges between the Debtors and J&J to any third-party.
64. On July 22, 2019, the Debtors, FCR, and the Committee (collectively, the "**Parties**") filed a joint motion for entry of an order approving a new form of the Revised Protective Order (the "**Proposed Stipulated Protective Order**"). The Parties worked with various parties, including J&J and the Insurers, to modify the Revised Protective Order in an effort to address their comments. The Parties are filing this motion because they have been unable to secure voluntary consent of each concerned party and feel that an approved, enforceable protective order is in the best interests of the estates.
65. The hearing regarding the Proposed Stipulated Protective Order has been set for August 5, 2019.

## **VII. UPDATE ON CERTAIN MATTERS RELATING TO IMERY'S TALC CANADA INC.**

66. Subsequent to the granting of the Supplemental Order, the Debtors have provided reporting to the Information Officer with respect to the cash flows of ITC. For the 10 weeks ended July 19, 2019, ITC had total cash receipts of approximately \$10.1 million (as compared to forecast cash receipts of \$9.8 million) and total cash disbursements of \$5.5 million (as compared to forecast cash disbursements of \$7.6 million), for a net cash inflow of \$4.6 million (as compared to forecast net cash inflow of \$2.2 million) over the period.
67. As at July 19, 2019 the Information Officer understands that ITC had approximately \$11.7 million of cash on hand, which includes balances held in ITC's accounts at SunTrust Bank pursuant to the Final Cash Management Order.

## VIII. ACTIVITIES OF THE INFORMATION OFFICER

68. The activities of the Information Officer since the Second Report include:

- (a) responding to creditor inquiries regarding the Chapter 11 Proceedings and the Recognition Proceedings;
- (b) communicating with the Debtors' advisors and the Information Officer's counsel regarding the status of matters related to the Chapter 11 Proceedings and the Recognition Proceedings;
- (c) reviewing materials filed by various parties in the Chapter 11 Proceedings in connection with the Bar Date Order, the Fee Examiner Order and other orders sought in the Chapter 11 Proceedings, including various retention orders;
- (d) corresponding with the Debtors' advisors in connection with Bar Date Order and the Fee Examiner Order;
- (e) reviewing materials filed by various parties in the Adversary Proceeding;
- (f) reviewing the ITC's cash flow reporting and corresponding with A&M on same;
- (g) attending before the Canadian Court for recognition of the A&M Retention Order, the L&W Retention Order, the NGE Retention Order and the Final Cash Management Order; and
- (h) preparing this Third Report.

## IX. INFORMATION OFFICER'S RECOMMENDATION

69. Based on the Information received and reviewed to date, the Information Officer is of the view that it is reasonable to recognize the Bar Date Order and the Fee Examiner Order, and respectfully recommends that the Canadian Court grant the recognition order sought by the Foreign Representative.

All of which is respectfully submitted on this 2<sup>nd</sup> day of August, 2019.

**Richter Advisory Group Inc.**  
**in its capacity as Information Officer of**  
**Imerys Talc America, Inc., Imerys Talc Vermont, Inc. and Imerys Talc Canada Inc.**  
**and not in its personal capacity**

Per:



---

**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
Senior Vice President



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

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

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
PROCEEDING COMMENCED AT TORONTO

**THIRD REPORT OF THE INFORMATION**  
**OFFICER**  
**AUGUST 2, 2019**

**AIRD & BERLIS LLP**  
Barristers and Solicitors  
Brookfield Place  
Suite 1800, Box 754  
181 Bay Street  
Toronto, Ontario M5J 2T9  
Tel: 416.863.1500  
Fax: 416.865.1515

**Kathryn Esaw (LSO # 58264F)**  
Email: [kesaw@airdberlis.com](mailto:kesaw@airdberlis.com)

*Lawyers for the Information Officer, Richter  
Advisory Group Inc.*

# Appendix "E"

**RICHTER**

Richter Advisory Group Inc.  
181 Bay Street, 35<sup>th</sup> Floor  
Toronto, ON M5J 2T3  
[www.richter.ca](http://www.richter.ca)

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

**IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC.  
AND IMERYS TALC CANADA INC.**

**FOURTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS INFORMATION OFFICER**

**October 24, 2019**

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

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

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

**AND IN THE MATTER OF IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC. AND  
IMERYS TALC CANADA INC.**

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

**FOURTH REPORT OF THE INFORMATION OFFICER  
RICHTER ADVISORY GROUP INC.**

**OCTOBER 24, 2019**

## I. INTRODUCTION

1. On February 13, 2019 (the “**Petition Date**”), Imerys Talc America, Inc. (“**ITA**”), Imerys Talc Vermont, Inc. (“**ITV**”) and Imerys Talc Canada Inc. (“**ITC**” and together with ITA and ITV, the “**Debtors**”), commenced voluntary reorganization proceedings (the “**Chapter 11 Proceedings**”) in the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”).
2. Also on the Petition Date, the Debtors filed various motions for interim and/or final orders (the “**First Day Motions**”) and the orders entered by the US Court in respect thereof, the “**First Day Orders**”) in the Chapter 11 Proceedings to permit the Debtors to advance their reorganization. The First Day Orders included an order authorizing ITC to act as the foreign representative (in such capacity, the “**Foreign Representative**”) of the Debtors for the within proceedings (the “**Foreign Representative Order**”).
3. On February 14, 2019, the US Court granted the Foreign Representative Order and other First Day Orders.
4. On February 15, 2019, ITC, in its capacity as Foreign Representative, commenced an application before the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) (the “**CCAA**”).
5. On February 20, 2019, the Canadian Court granted an initial recognition order (the “**Initial Recognition Order**”), *inter alia*: (i) declaring that ITC is a “foreign representative” as defined in section 45 of the CCAA; (ii) declaring that the Chapter 11 Proceedings are recognized as a “foreign main proceeding” under the CCAA; and (iii) granting a stay of proceedings against the Debtors in Canada. The Debtors’ proceedings under the CCAA are referred to herein as the “**Recognition Proceedings**”.
6. Also on February 20, 2019, the Canadian Court granted a supplemental order (the “**Supplemental Order**”), pursuant to section 49 of the CCAA, *inter alia*: (i) recognizing and giving full force and effect in Canada to certain of the First Day Orders; (ii) appointing Richter Advisory Group Inc. (“**Richter**”) as the information officer (the “**Information Officer**”) in respect of these proceedings; (iii) staying any proceedings, rights or remedies against or in respect of the Debtors, the business and property of the Debtors, the directors and officers of the Debtors in Canada, and the Information Officer; (iv) restraining the right of any person or entity to, among other things, discontinue or terminate any supply of products or services required by the Debtors in Canada; (v) granting a super-priority charge over the Debtors’ property in Canada in favour of the Information Officer and its counsel, as security for their professional fees and disbursements incurred in respect of these proceedings, up to a maximum

amount of \$200,000; and (vi) recognizing and giving full force and effect in Canada to certain of the First Day Orders.

7. On March 19, 2019 and March 22, 2019, the US Court entered various orders sought by the Debtors at their “second day hearing” (the “**March 19 & 22 Entered Orders**”).
8. On March 25, 2019, the US Court entered an Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals (the “**Interim Compensation & Reimbursement Order**”).
9. On March 26, 2019, the US Court entered an Order Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, and (IV) Maintain Their Bonding Program (the “**Final Insurance and Bonding Order**” and, together with the March 19 & 22 Entered Orders and the Interim Compensation & Reimbursement Order, the “**Second Day Orders**”).
10. On April 1, 2019, the US Court entered an Order Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC (“**A&M**”) as the Debtors’ financial advisor *nunc pro tunc* to the Petition Date (the “**A&M Retention Order**”).
11. On April 2, 2019, the US Court entered an Order Authorizing the Employment and Retention of Latham & Watkins LLP (“**Latham**”) as the Debtors’ bankruptcy co-counsel *nunc pro tunc* to the Petition Date (the “**L&W Retention Order**”).
12. On April 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to certain of the Second Day Orders.
13. On April 4, 2019, the US Court entered an Order Authorizing the Employment and Retention of Neal, Gerber, & Eisenberg LLP (“**NGE**”) as the Debtors’ special insurance coverage and indemnification counsel *nunc pro tunc* to the Petition Date (the “**NGE Retention Order**”).
14. On April 24, 2019, the US Court entered a final Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Check, 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 (the “**Final Cash Management Order**”).

15. On May 24, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the A&M Retention Order, the L&W Retention Order, the NGE Retention Order and the Final Cash Management Order.
16. On July 25, 2019, the US Court entered an Order (I) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim Other than With Respect to Talc Personal Injury Claims and (II) Approving Form and Manner of Notice Thereof (the "**Bar Date Order**").
17. On May 22, 2019 and June 25, 2019, respectively, the US Court entered Orders Appointing M. Jacob Renick of M.J Renick & Associates LLC as Fee Examiner and Establishing Related Procedures for the Review of Applications of Retained Professionals (collectively, the "**Fee Examiner Orders**").
18. On August 7, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Bar Date Order and the Fee Examiner Orders.
19. The primary purpose of the Chapter 11 Proceedings is to confirm a plan of reorganization pursuant to the Bankruptcy Code that channels all present and future talc personal injury claims (the "**Talc Claims**") against the Debtors to a trust so that the Debtors can emerge from these restructuring proceedings free of historic talc-related liabilities.
20. Richter, in its capacities as Proposed Information Officer and Information Officer, has previously provided the Canadian Court with four reports (the "**Prior Reports**"). The Prior Reports, copies of the orders granted by the Canadian Court and other material documents pertaining to the Recognition Proceedings are available on the Information Officer's website at <http://www.richter.ca/insolvencycase/imerys-talc-canada-inc>. As well, there is a link on the Information Officer's website to the Debtors' restructuring website maintained by Prime Clerk, which includes copies of the US Court materials and orders, notices and additional information in respect of the Chapter 11 Proceedings.

## II. PURPOSE OF REPORT

21. The purpose of this fourth report (the "**Fourth Report**") of the Information Officer is to provide the Canadian Court with information concerning:
  - (a) the motion of the Foreign Representative returnable October 28, 2019, for recognition in Canada of the FCR Order, the FCR Professional Advisor Retention Orders, the Committee Professional Advisors Retention Orders, the Assumption of Leases Order, and the Stipulated Protective Order (each as hereinafter defined);



- (b) an update on other matters relating to the Chapter 11 Proceedings;
- (c) an update on matters relating to ITC; and
- (d) the activities of the Information Officer since the third report (the “**Third Report**”) dated August 2, 2019.

### III. TERMS OF REFERENCE

22. In preparing this Fourth Report, the Information Officer has relied solely on information and documents provided by the Debtors and their advisors, including unaudited financial information, declarations and affidavits of the Debtors’ executives and other information provided in the Chapter 11 Proceedings (collectively, the “**Information**”). In accordance with industry practice, except as otherwise described in the Fourth Report, Richter has reviewed the Information for reasonableness, internal consistency, and use in the context in which it was provided. However, Richter has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Auditing Standards (“**GAAS**”) pursuant to the *Chartered Professional Accountant of Canada Handbook* and, as such, Richter expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
23. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.
24. Capitalized terms not otherwise defined herein are as defined in the application materials, including the affidavit of Anthony Wilson, Treasurer and Director of Finance, sworn on October 22, 2019 (the “**October 22 Wilson Affidavit**”) and filed in support of the Foreign Representative’s application. This Fourth Report should be read in conjunction with the October 22 Wilson Affidavit, as certain information contained in the October 22 Wilson Affidavit has not been included herein in order to avoid unnecessary duplication.

### IV. ORDERS OF THE US COURT FOR WHICH RECOGNITION IS SOUGHT

#### Future Claims Representative Retention Order

25. Prior to the Petition Date, the Debtors retained James L. Patton (“**Mr. Patton**”) of Young, Conaway, Stargatt & Taylor, LLP to serve as the proposed future claimants’ representative (the “**FCR**”) to represent the interests of individuals who may in the future assert Talc Claims against any of the Debtors, including ITC. As noted in the October 22 Wilson Affidavit, the role of the FCR is unique because the central responsibility is to represent the interests of unknown future talc claimants.
26. On February 27, 2019, the Debtors filed a motion (the “**FCR Motion**”) for entry of an order appointing Mr. Patton, as legal representative for future talc personal injury claimants *nunc pro tunc* to the Petition Date.

27. As described extensively in the Prior Reports, certain of the Debtors' insurers, including Columbia Casualty Company, Continental Casualty Company, the Continental Insurance Company, and Stonewall Insurance Company (now known as Berkshire Hathaway Specialty Insurance Company in respect of policies issued prior to 1981) (collectively, the "**Insurers**") opposed the appointment of Mr. Patton as the FCR on the basis that, among other things, the Debtors' pre-petition employment of Mr. Patton raised questions about his independence from the Debtors that necessitated more disclosure than was made by the Debtors in the FCR Motion.
28. On June 3, 2019, the US Court entered, among other things, an order appointing Mr. Patton as legal representative for future talc personal injury claimants *nunc pro tunc* to the Petition Date (the "**FCR Order**").
29. On June 14, 2019, the Insurers filed an appeal against the FCR Order with the US Court but did not seek a stay of the FCR Order. On October 16, 2019, the Insurers filed their opening brief in the appeal and the Debtors' answering brief is due by December 16, 2019. The Insurers' reply brief is due 30 days after the Debtors' answering brief is filed.
30. The recognition of the FCR Order in Canada is appropriate as the FCR will be representing the interests of future talc claimants, including potential claimants in Canada. The Bankruptcy Code requires the participation of a legal representative for future claimants in order to obtain the channeling injunction relief that the Debtors ultimately hope to achieve as part of the Chapter 11 Proceedings. Even though ITC is not presently named in talc litigation, it will benefit from any releases obtained as part of the overall settlement, which will also extend to future claims based on the Debtors' historical operations, including those of ITC. The Information Officer notes that while not currently forecasted in ITC's cash flows, ITA could seek reimbursement from ITC for certain of the fees and disbursements paid for by ITA to the FCR, the allocation of which will be subject to review by the Information Officer.

### **The FCR Professional Advisor Retention Orders**

31. As described in greater detail in the October 22 Wilson Affidavit, the FCR filed motions for orders to employ certain financial and legal advisors, of which the Foreign Representative is seeking recognition of the following on the within motion:
  - (a) *Young, Conaway, Stargatt & Taylor LLP* ("**Young Conaway**") - On June 6, 2019, the US Court entered an Order Authorizing the Employment and Retention of Young, Conaway, Stargatt & Taylor LLP as attorneys for the FCR *nunc pro tunc* to the Petition Date (the "**Young Conaway Order**"). The Information Officer understands Young Conaway has extensive experience and knowledge in the field of debtors' and

creditors' rights and business reorganizations under Chapter 11, specifically in bankruptcy cases affecting the rights of asbestos and other mass-tort claimants;

- (b) *Ankura Consulting Group, LLC* ("**Ankura**") – On June 12, 2019, the US Court entered an Order Authorizing the Employment and Retention of Ankura Consulting Group, LLC as claims evaluation and financial valuation consultants for the FCR *nunc pro tunc* to the Petition Date (the "**Ankura Order**"). The Information Officer understands Ankura has been engaged in many of the largest personal injury and property damage cases in the US over the past several decades. The FCR believes that Ankura has the necessary background and knowledge to provide claims evaluation and consulting services relating to the Chapter 11 Proceedings;
  - (c) *Ducera Partners LLC and Ducera Securities LLC* (collectively, "**Ducera**") – On September 26, 2019, the US Court entered an Order Authorizing the Co-Retention of Ducera as investment banker for the Official Committee of Tort Claimants (the "**Committee**") and the FCR (the "**Ducera Co-Retention Order**"). The FCR, the Committee, and Ducera have agreed that Ducera will jointly advise the FCR and the Committee on the same terms and conditions as the Committee's retention of Ducera, as set forth in the Ducera Retention Order (as hereinafter defined). The FCR anticipates that Ducera will provide the same services under the same fees and expenses, provided to the Committee and, as such, no additional fees will be incurred by the estates due to the co-retention; and
  - (d) *Gilbert LLP* ("**Gilbert**") – On September 27, 2019, the US Court entered an Order Authorizing the Co-Retention of Gilbert as special insurance counsel for the FCR and the Committee (the "**Gilbert Co-Retention Order**", and together with the Young Conaway Order, the Ankura Order and the Ducera Co-Retention Order, the "**FCR Professional Advisor Retention Orders**"). The FCR, the Committee, and Gilbert have agreed that Gilbert will jointly advise the FCR and the Committee on the same terms and conditions as the Committee's retention of Gilbert, as set forth in the Gilbert Order (as hereinafter defined). Gilbert will file consolidated fee applications and will use separate client and task codes to delineate whether work was directed specifically for the Committee, the FCR, or both.
32. The Information Officer understands that Cyprus Mines Corporation ("**Cyprus Mines**") and Cyprus Amax Minerals Company ("**Cyprus Minerals**" and, together, with Cyprus Mines' historical predecessors and affiliates other than Cyprus Talc Corporation, "**Cyprus**") filed objections to the FCR's applications for the Ducera Co-Retention Order and the Gilbert Co-Retention Order arguing, among other things, that Ducera and Gilbert both have conflicts of interest in simultaneously representing such adverse clients as the FCR and the Committee. The US Court considered the objections filed by Cyprus but ultimately granted the FCR's applications for the Ducera Co-Retention Order and the Gilbert Co-Retention Order on the basis that that the FCR and the Committee

are aligned on the issues on which Gilbert and Ducera will be providing advice and that this was a good use of estate resources. However, Judge Silverstein emphasized the fact that all professionals representing the Committee and the FCR are bound by their respective professional responsibilities, and noted that counsel to the Committee and the FCR are expected to monitor for any conflict issues that may arise.

33. In the Debtors' view, the recognition of the FCR Professional Advisor Retention Orders in Canada is appropriate as these professionals will be providing services to the FCR in connection with achieving the relief that the Debtors, including ITC, hope to ultimately obtain pursuant to a court-approved plan of reorganization. The Information Officer notes that while not currently forecasted in ITC's cash flows, ITA could seek reimbursement for a portion of the fees incurred by the professionals subject to the FCR Professional Advisor Retention Orders, the allocation of which will be subject to review by the Information Officer. The Information Officer understands that the amount paid by ITA, subject to the FCR and the FCR Professional Advisor Retention Orders, from Petition Date to September 30, 2019 was approximately \$1.2 million.

#### **The Committee Professional Advisors Retention Orders**

34. As noted in the Third Report, the US Court entered orders authorizing the Committee to employ certain financial and legal advisors to the Committee in connection with the Chapter 11 Proceedings. As noted in the Prior Reports, the United States Trustee for the District of Delaware appointed the Committee on March 5, 2019 pursuant to section 1102 of the Bankruptcy Code. The Committee was formed to represent the collective interests of all tort claimants and ensure that their rights and interests are protected in the Chapter 11 Proceedings.
35. The Information Officer understands that pursuant to the Bankruptcy Code, the Committee may employ or authorize the employment of professional advisors, which are paid from the Debtors' estate, to assist the Committee in carrying out its objectives, subject to approval of the US Court. Between May and August 2019, the US Court entered several professional retention orders, of which the Foreign Representative is seeking recognition of the following on the within motion:
- (a) *Willkie Farr & Gallagher LLP* ("**Willkie Farr & Gallagher**") - On May 21, 2019, the US Court entered an Order Authorizing the Employment and Retention of Willkie Farr & Gallagher LLP as special litigation and corporate counsel to the Committee (the "**Willkie Farr & Gallagher Order**");
  - (b) *Robinson & Cole LLP* ("**Robinson & Cole**") – On May 21, 2019, the US Court entered an Order Authorizing the Employment and Retention of Robinson & Cole LLP as counsel to the Committee (the "**Robinson & Cole Order**");

- (c) *Gilbert* – On June 6, 2019, the US Court entered an Order Authorizing the Employment and Retention of Gilbert as special insurance counsel to the Committee (the “**Gilbert Order**”). As noted above, Gilbert was also subsequently co-retained by the FCR pursuant to the Gilbert Co-Retention Order;
- (d) *Legal Analysis Systems, Inc.* (“**Legal Analysis Systems**”) – On June 25, 2019, the US Court entered an Order Authorizing the Employment and Retention of Legal Analysis Systems, Inc as tort liability consultant to the Committee (the “**Legal Analysis Systems Order**”);
- (e) *Ducera* – On August 7, 2019, the US Court entered an Order Authorizing the Employment and Retention of Ducera Partners LLC and Ducera Securities LLC as investment banker for the Committee (the “**Ducera Order**”). Ducera will be compensated based on the following fee and expense structure: (i) a monthly cash fee of \$175,000, (ii) an advisory fee, to be earned upon confirmation of a Chapter 11 plan of either \$1.5 million or \$2.5 million (in the event Ducera renders deposition testimony or provides expert testimony during these Chapter 11 Proceedings), and (iii) a transaction fee, to be paid upon the consummation of each transaction which, when taken together, cannot exceed the lower of \$4 million and 5% of the value of the cash and non-cash assets paid in connection with the transactions. As noted above, Ducera was also subsequently co-retained by the FCR pursuant to the Ducera Co-Retention Order; and
- (f) *GlassRatner Advisory & Capital Group, LLC* (“**GlassRatner**”) – On August 7, 2019, the US Court entered an Order Authorizing the Employment and Retention of GlassRatner Advisory & Capital Group, LLC as financial advisor to the Committee (the “**GlassRatner Order**”, and together with the Willkie Farr & Gallagher Order, the Robinson & Cole Order, the Gilbert Order, the Legal Analysis Systems Order and the Ducera Order, the “**Committee Professional Advisors Retention Orders**”).
36. In the Debtors’ view, the recognition of the Committee Professional Advisors Retention Orders in Canada is appropriate as the Committee’s participation is required to receive court approval for a plan of reorganization that includes a channeling injunction in favour of the Debtors, including ITC. All Debtors, including ITC, will benefit from a resolution stemming from any plan of reorganization incorporating a channeling injunction to direct pending and future talc-related litigation claims arising from the Debtors’ historical operations into a trust and enjoin third parties from pursuing such claims against Debtors post-emergence. While ITC has not presently been named in any talc claim litigation, it will benefit from any releases obtained as part of the overall settlement.
37. The Information Officer notes that while not currently forecasted in ITC’s cash flows, ITA could seek reimbursement for a portion of the fees incurred by the professionals subject to the Committee Professional Advisor Retention Orders, the allocation of which will be subject to review by the Information Officer. The

Information Officer understands that the amount paid by ITA, subject to the Committee Professional Advisor Retention Orders, from Petition Date to September 30, 2019 was approximately \$4.2 million.

### **Assumption of Leases Order**

38. On August 7, 2019, the Debtors filed a motion (the “**Assumption of Leases Motion**”) for an order (1) authorizing, but not directing, the Debtors to assume unexpired nonresidential real property leases as set forth in Exhibit 1 of the order, and (2) granting related relief (the “**Assumption of Leases Order**”).
39. The Debtors are party to approximately ninety unexpired nonresidential real property leases (the “**Leases**”), including traditional leases that provide the Debtors with access to talc mines, right of way agreements, easement for land, patented mining claims used the Debtors’ talc operations, and talc production payment agreements. Without the Leases, the Debtors will likely lose their ability to access talc mines, mine talc, and/or transport talc in the ordinary course of operations.
40. Of the approximately 90 Leases, the Debtors have identified only one Lease (which belongs to ITA) that requires a cure payment (the “**Cure Amount**”). The Debtors are unaware of any defaults on the remaining Leases and have determined that the Cure Amount for each such Lease should be \$0.
41. The Debtors have analyzed, among other things, the costs and benefits of each Lease, including the Debtors’ contractual termination rights, as well as potential damages that might arise from the Debtors’ rejection of the Leases.
42. The Debtors have advised that assumption of the Leases is critical to their operations and have determined that any risk in assuming the Leases at this time significantly outweigh the significant and material disruption to operations that would result if the Leases were rejected.
43. On August 16, 2019, the US Court entered the Assumption of Leases Order.
44. The Foreign Representative seeks recognition of the Assumption of Leases Order in Canada as 50 of the 90 Leases are in Canada and have been assumed by ITC.

### **Stipulated Protective Order**

45. On September 27, 2019, the US Court entered into the Stipulated Protective Order, as defined below.
46. The Stipulated Protective Order will govern the disclosure of information and documents, including testimony and transcripts, in connection with the Chapter 11 Proceedings. The form includes, among other things, (i) customary

terms for the identification of confidential information and the restricted use thereof (ii) confirms that neither its terms nor the US Court's approval operate to authorize the Debtors to share another party's privileged information (iii) requires advance notice to third parties if the Debtors intend to produce information over which such other party asserts a shared privilege or similar protection and (iv) protects the Debtors and other parties from any claim that an inadvertent disclosure operates as a waiver of privilege or similar protection in this or any other proceeding in state or federal court.

47. The recognition of the Stipulated Protective Order in Canada is appropriate as the order will govern the disclosure of information and documents relating to all of the Debtors, including ITC.

## V. UPDATE ON CERTAIN OTHER MATTERS IN THE CHAPTER 11 PROCEEDINGS

48. The October 22 Wilson Affidavit describes the material motions and developments that have been heard within the Chapter 11 Proceedings since the date of the Third Report. The Information Officer has provided commentary on one of those developments which may be of particular interest to the Canadian Court.

### Claims Process Update

49. On August 7, 2019, the Canadian Court recognized the Bar Date Order establishing October 15, 2019 as a general bar date by which all entities, except as otherwise provided therein, and expressly excluding Talc Claims, must file proofs of claim in the Chapter 11 Proceedings.
50. Per the October 22 Wilson Affidavit, a total of 18 timely proofs of claims were filed against ITC to date, the majority of which were unliquidated claims. These claims include trade claims, tax claims, intercompany claims from affiliates, insurance claims, and others. Additionally, 2 consolidated proofs of claim were filed against the Debtors, including ITC, by (1) the Pension Benefit Guaranty Corporation and (2) Imerys S.A. and its non-debtor affiliates.
51. The Information Officer understands ITC is engaged in a reconciliation process to identify duplicate claims, claims that are already listed on the schedules, or whether the claims were filed against the appropriate entities. Following the completion of this reconciliation process, ITC will determine which claims are valid and which are subject to objection in the course of the Chapter 11 Proceedings.

## VI. UPDATE ON ADVERSARY PROCEEDING

52. As noted in the Prior Reports, on March 7, 2019, the Debtors filed a complaint and motion (the "**Adversary Proceeding**") for injunctive and declaratory relief to seek a declaration that (i) ITA owns all rights to the proceeds of the Insurance Policies related to the pre-transfer talc liabilities and (ii) section 362(a)(3) of the Bankruptcy Code applies to prohibit any effort by Cyprus to access such proceeds.

### Common Interest Materials

53. On July 22, 2019, the Debtors, FCR, and the Committee filed a joint motion for entry of an order approving a new form of the Revised Protective Order (the "**Proposed Stipulated Protective Order**").
54. On July 29, 2019, Johnson & Johnson ("**J&J**") and the Certain Excess Insurers filed objections to the Proposed Stipulated Protective Order. J&J objects on the basis that the Proposed Stipulated Protective Order does not address documents that J&J believes to be privileged. The Insurers object on the basis that the order should include further protections of privileged information.
55. On August 1, 2019, Cyprus and the Debtors filed separate responses to the objections filed on July 29, 2019. The Debtors believe that the current forms of order are fair, appropriate, and provide comprehensive protections for documents exchanged in these Chapter 11 proceedings. Cyprus filed a response to state that the Insurers were engaged to review the Proposed Stipulated Protective Order, however, have failed to provide any specific comments.
56. On August 1, 2019, the Insurers filed a reply in response to Cyprus and the Debtors, asserting their disagreement on the protections offered in the Proposed Stipulated Protective Order, and provided suggestions on modifications to the order.
57. On August 5, 2019, a hearing was held regarding the Proposed Stipulated Protective Order. During the hearing, the Court ruled on certain objections and provided direction with regard to modifications to the Proposed Stipulated Protective Order.
58. Following the hearing, the Debtors conferred with the FCR, the Committee, Cyprus, Providence Washington, J&J, the UST, and the Insurers, and incorporated modifications to the order in light of the Court's rulings and discussions with the parties involved (the "**Stipulated Protective Order**").
59. On August 28, 2019, the Debtors filed the Stipulated Protective Order, in which, the FCR, the Committee, Cyprus, Providence Washington, J&J, and the UST have provided approval. The Insurers did not provide consent to the Stipulated Protective Order due to disagreement on certain modifications requested.
60. On September 26, 2019, the Court filed a letter stating that the Court will enter the forms of order submitted on August 28, 2019, with minor revisions, after review of the various filings made in connection to the Stipulated Protective Order.
61. As noted above, on September 27, 2019, the US Court entered the Stipulated Protective Order.



## VII. UPDATE ON CERTAIN MATTERS RELATING TO IMERY'S TALC CANADA INC.

62. Subsequent to the granting of the Supplemental Order, the Debtors have provided reporting to the Information Officer with respect to the cash flows of ITC. For the 12-week period from July 20, 2019 to October 11, 2019, ITC had total cash receipts of approximately \$11.8 million (as compared to forecast cash receipts of \$11.2 million) and total cash disbursements of \$10 million, including \$3.5 million for the ITC Reimbursement (as defined herein), (as compared to forecast cash disbursements of \$13.5 million, including \$4.6 million for the ITC Reimbursement), for a net cash inflow of \$1.8 million (as compared to forecast net cash outflow of \$2.3 million) over the period.
63. As at October 11, 2019, the Information Officer understands that ITC had approximately \$13.5 million of cash on hand, which includes balances held in ITC's accounts at SunTrust Bank pursuant to the Final Cash Management Order.

### ITC Professional Fee Reimbursements

64. Since the Petition Date, ITA has paid all of the professional fees incurred on behalf of the Debtors as part of the Chapter 11 Proceedings (excluding the Recognition Proceedings), which has totaled approximately \$16.3 million, of which \$11.1 million (the "**Fees To Date**") related to the fees and disbursements of Latham, A&M, NGE, Prime Clerk LLC, KCIC LLC and Richards, Layton & Finger, P.A. (the "**Debtors Professional Advisors**"), as of September 27, 2019.
65. In August 2019, the Debtors and its advisors engaged with the Information Officer to commence discussions with respect to the allocation of the fees and disbursements among the Debtors of the Debtors Professional Advisors, including those amounts paid by ITA to date, in order to allow the Debtors to transfer excess cash that had accumulated in ITC to assist with the ongoing liquidity needs of ITA. The Information Officer notes that the retention of each of the Debtors Professional Advisors was previously recognized by the Canadian Court, including the possibility that the Debtors Professional Advisors could seek reimbursement from ITC for certain of their fees and disbursements.
66. After discussions among the parties, the Debtors proposed a pro rata allocation of the current and future fees of the Debtors Professional Advisors among each of ITA, ITC and ITV on the basis that the Debtors Professional Advisors were engaged jointly and severally by the Debtors, including ITC, and were providing services for the benefit of all the Debtors. Under this proposal (the "**ITC Reimbursement Proposal**"), ITC would reimburse ITA for one-third of: (i) the Fees To Date and (ii) the future ongoing costs paid to the Debtors Professional Advisors, net of ITA and ITV's allocation of the professional fees and disbursements paid by ITC in connection with the Recognition Proceedings, to be reconciled on a monthly basis, through to the end of the Chapter 11 Proceedings.

67. The Information Officer engaged in discussions with A&M to understand the implications of the ITC Reimbursement Proposal on ITC's forecasted cash flows to ensure ITC maintained adequate liquidity to pay its ongoing obligations. After reviewing the Information provided by the Debtors and its advisors, the Information Officer agreed that the ITC Reimbursement Proposal was reasonable in the circumstances and the parties agreed on a calculation methodology to implement the ITC Reimbursement Proposal.
68. Subsequent to input and review of the Information Officer, on September 30, 2019, the Debtors transferred approximately \$3.5 million from ITC to ITA for the reimbursement of the Fees To Date. In relation to future reimbursements as part of the ITC Reimbursement Proposal, the Debtors have agreed to provide the Information Officer with monthly reporting on ITC's pro rata share of professional fees and disbursements paid in the month prior to initiating any transfers.

### **VIII. ACTIVITIES OF THE INFORMATION OFFICER**

69. The activities of the Information Officer since the Third Report include:
- (a) responding to creditor inquiries regarding the Chapter 11 Proceedings and the Recognition Proceedings;
  - (b) communicating with the Debtors' advisors and the Information Officer's counsel regarding the status of matters related to the Chapter 11 Proceedings and the Recognition Proceedings;
  - (c) reviewing materials filed by various parties in the Chapter 11 Proceedings in connection with the Committee Professional Advisors Retention Orders, the FCR Order, the FCR Professional Advisor Retention Orders, the Assumption of Leases Order, and the Stipulated Protective Order sought in the Chapter 11 Proceedings;
  - (d) corresponding with the Debtors' advisors in connection with the ITC Reimbursement Proposal
  - (e) reviewing materials filed by various parties in the Adversary Proceeding;
  - (f) reviewing ITC's cash flow reporting and corresponding with A&M on same;
  - (g) attending before the Canadian Court for recognition of the Claims Bar Date Order and the Fee Examiner Order; and
  - (h) preparing this Fourth Report.

## IX. INFORMATION OFFICER'S RECOMMENDATION

70. Based on the Information received and reviewed to date, the Information Officer is of the view that it is reasonable to recognize the Committee Professional Advisors Retention Orders, the FCR Order, the FCR Professional Advisor Retention Orders, the Assumption of Leases Order, and the Stipulated Protective Order, and respectfully recommends that the Canadian Court grant the recognition orders sought by the Foreign Representative.

All of which is respectfully submitted on this 24<sup>th</sup> day of October, 2019.

**Richter Advisory Group Inc.**  
**in its capacity as Information Officer of**  
**Imerys Talc America, Inc., Imerys Talc Vermont, Inc. and Imerys Talc Canada Inc.**  
**and not in its personal capacity**

Per:



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**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
Senior Vice President

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

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

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
PROCEEDING COMMENCED AT TORONTO

**FOURTH REPORT OF THE INFORMATION OFFICER**  
**OCTOBER 24, 2019**

**AIRD & BERLIS LLP**  
Barristers and Solicitors  
Brookfield Place  
Suite 1800, Box 754  
181 Bay Street  
Toronto, Ontario M5J 2T9  
Tel: 416.863.1500  
Fax: 416.865.1515

**Kathryn Esaw (LSO # 58264F)**  
Email: [kesaw@airdberlis.com](mailto:kesaw@airdberlis.com)

*Lawyers for the Information Officer, Richter Advisory  
Group Inc.*

# Appendix "F"

**RICHTER**

Richter Advisory Group Inc.  
181 Bay Street, 35<sup>th</sup> Floor  
Toronto, ON M5J 2T3  
[www.richter.ca](http://www.richter.ca)

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

**IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC.  
AND IMERYS TALC CANADA INC.**

**FIFTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS INFORMATION OFFICER**

**November 27, 2019**

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

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

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

**AND IN THE MATTER OF IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC. AND  
IMERYS TALC CANADA INC.**

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

**FIFTH REPORT OF THE INFORMATION OFFICER  
RICHTER ADVISORY GROUP INC.**

**NOVEMBER 27, 2019**



## I. INTRODUCTION

1. On February 13, 2019 (the “**Petition Date**”), Imerys Talc America, Inc. (“**ITA**”), Imerys Talc Vermont, Inc. (“**ITV**”) and Imerys Talc Canada Inc. (“**ITC**” and together with ITA and ITV, the “**Debtors**”), commenced voluntary reorganization proceedings (the “**Chapter 11 Proceedings**”) in the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”).
2. Also on the Petition Date, the Debtors filed various motions for interim and/or final orders (the “**First Day Motions**”) and the orders entered by the US Court in respect thereof, the “**First Day Orders**”) in the Chapter 11 Proceedings to permit the Debtors to advance their reorganization. The First Day Orders included an order authorizing ITC to act as the foreign representative (in such capacity, the “**Foreign Representative**”) of the Debtors for the within proceedings (the “**Foreign Representative Order**”).
3. On February 14, 2019, the US Court granted the Foreign Representative Order and other First Day Orders.
4. On February 15, 2019, ITC, in its capacity as Foreign Representative, commenced an application before the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) (the “**CCAA**”).
5. On February 20, 2019, the Canadian Court granted an initial recognition order (the “**Initial Recognition Order**”), *inter alia*: (i) declaring that ITC is a “foreign representative” as defined in section 45 of the CCAA; (ii) declaring that the Chapter 11 Proceedings are recognized as a “foreign main proceeding” under the CCAA; and (iii) granting a stay of proceedings against the Debtors in Canada. The Debtors’ proceedings under the CCAA are referred to herein as the “**Recognition Proceedings**”.
6. Also on February 20, 2019, the Canadian Court granted a supplemental order (the “**Supplemental Order**”), pursuant to section 49 of the CCAA, *inter alia*: (i) recognizing and giving full force and effect in Canada to certain of the First Day Orders; (ii) appointing Richter Advisory Group Inc. (“**Richter**”) as the information officer (the “**Information Officer**”) in respect of these proceedings; (iii) staying any proceedings, rights or remedies against or in respect of the Debtors, the business and property of the Debtors, the directors and officers of the Debtors in Canada, and the Information Officer; (iv) restraining the right of any person or entity to, among other things, discontinue or terminate any supply of products or services required by the Debtors in Canada; and (v) granting a super-priority charge over the Debtors’ property in Canada in favour of the Information Officer and its counsel, as security for their professional fees and disbursements incurred in respect of these proceedings, up to a maximum amount of \$200,000.

7. On March 19, 2019 and March 22, 2019, the US Court entered various orders (the “**March 19 & 22 Entered Orders**”) sought by the Debtors at their “second day hearing”, including but not limited to:
  - (a) an Order Authorizing the Employment and Retention of KCIC, LLC (“**KCIC**”) as Insurance and Valuation Consultant, Nunc Pro Tunc to the Petition Date (the “**KCIC Retention Order**”);
  - (b) an Order Authorizing the Debtors to Employ and Retain Richards, Layton & Finger, P.A. (“**RL&F**”) as Co-Counsel to the Debtors, Nunc Pro Tunc to the Petition Date (the “**RL&F Retention Order**”);
  - (c) an Order Authorizing Employment and Retention of Stikeman Elliott LLP (“**Stikeman**”) as Canadian Counsel, Nunc Pro Tunc to the Petition Date (the “**Stikeman Retention Order**”); and
  - (d) an Order Authorizing the Employment and Retention of Prime Clerk LLC (“**Prime Clerk**”) as Administrative Advisor nunc pro tunc to the Petition Date (the “**Administrative Advisor Order**”).
8. On March 25, 2019, the US Court entered an Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals (the “**Interim Compensation & Reimbursement Order**”).
9. On March 26, 2019, the US Court entered an Order Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, and (IV) Maintain Their Bonding Program (the “**Final Insurance and Bonding Order**” and, together with the March 19 & 22 Entered Orders and the Interim Compensation & Reimbursement Order, the “**Second Day Orders**”).
10. On April 1, 2019, the US Court entered an Order Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC (“**A&M**”) as the Debtors’ financial advisor *nunc pro tunc* to the Petition Date (the “**A&M Retention Order**”).
11. On April 2, 2019, the US Court entered an Order Authorizing the Employment and Retention of Latham & Watkins LLP (“**Latham**”) as the Debtors’ bankruptcy co-counsel *nunc pro tunc* to the Petition Date (the “**L&W Retention Order**”).
12. On April 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to certain of the Second Day Orders, including the KCIC Retention Order, the RL&F Retention Order, the Stikeman Retention Order and the Administrative Advisor Order.

13. On April 4, 2019, the US Court entered an Order Authorizing the Employment and Retention of Neal, Gerber, & Eisenberg LLP ("**NGE**") as the Debtors' special insurance coverage and indemnification counsel *nunc pro tunc* to the Petition Date (the "**NGE Retention Order**").
14. On April 24, 2019, the US Court entered a final Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Check, 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 (the "**Final Cash Management Order**").
15. On May 21, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Willkie Farr & Gallagher LLP as special litigation and corporate counsel to the Official Committee of Tort Claimants (the "**Committee**") (the "**Willkie Farr & Gallagher Order**"); and
  - (b) Authorizing the Employment and Retention of Robinson & Cole LLP as counsel to the Committee (the "**Robinson & Cole Order**").
16. On May 22, 2019 and June 25, 2019, respectively, the US Court entered Orders Appointing M. Jacob Renick of M.J Renick & Associates LLC as Fee Examiner and Establishing Related Procedures for the Review of Applications of Retained Professionals (collectively, the "**Fee Examiner Orders**").
17. On May 24, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the A&M Retention Order, the L&W Retention Order, the NGE Retention Order and the Final Cash Management Order.
18. On June 3, 2019, the US Court entered an order appointing James L. Patton, Jr. as legal representative for future talc personal injury claimants (the "**FCR**") *nunc pro tunc* to the Petition Date (the "**FCR Order**").
19. On June 6, 2019, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Young, Conaway, Stargatt & Taylor LLP as attorneys for the FCR *nunc pro tunc* to the Petition Date (the "**Young Conaway Order**"); and
  - (b) Authorizing the Employment and Retention of Gilbert LLP ("**Gilbert**") as special insurance counsel to the Committee (the "**Gilbert Order**").

20. On June 12, 2019, the US Court entered an Order Authorizing the Employment and Retention of Ankura Consulting Group, LLC as claims evaluation and financial valuation consultants for the FCR *nunc pro tunc* to the Petition Date (the “**Ankura Order**”).
21. On June 25, 2019, the US Court entered an Order Authorizing the Employment and Retention of Legal Analysis Systems, Inc as tort liability consultant to the Committee (the “**Legal Analysis Systems Order**”);
22. On July 25, 2019, the US Court entered an Order (I) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim Other than With Respect to Talc Personal Injury Claims and (II) Approving Form and Manner of Notice Thereof (the “**Bar Date Order**”).
23. On August 7, 2019, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Ducera Partners LLC and Ducera Securities LLC (collectively, “**Ducera**”) as investment banker for the Committee (the “**Ducera Order**”); and
  - (b) Authorizing the Employment and Retention of GlassRatner Advisory & Capital Group, LLC as financial advisor to the Committee (the “**GlassRatner Order**”, and together with the Willkie Farr & Gallagher Order, the Robinson & Cole Order, the Gilbert Order, the Legal Analysis Systems Order and the Ducera Order, the “**Committee Professional Advisors Retention Orders**”).
24. Also on August 7, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Bar Date Order and the Fee Examiner Orders.
25. On August 16, 2019, the US Court entered an Order (A) Authorizing the Debtors to Assume Certain Unexpired Leases of Nonresidential Real Property and (B) Granting Related Relief (the “**Assumption of Leases Order**”).
26. On September 26, 2019, the US Court entered an Order Authorizing the Co-Retention of Ducera as investment banker for the Committee and the FCR (the “**Ducera Co-Retention Order**”).
27. On September 27, 2019, the US Court entered an Order Authorizing the Co-Retention of Gilbert as special insurance counsel for the FCR and the Committee (the “**Gilbert Co-Retention Order**”, and together with the Young Conaway Order, the Ankura Order and the Ducera Co-Retention Order, the “**FCR Professional Advisors Retention Orders**”). Also on September 27, 2019, the US Court entered an Order Approving the Stipulated Protective Order (the “**Stipulated Protective Order**”), which would govern the disclosure of information and documents, including testimony and transcripts, in connection with the Chapter 11 Proceedings.

28. On October 28, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the FCR Order, the FCR Professional Advisors Retention Orders, the Committee Professional Advisors Retention Orders, the Assumption of Leases Order, and the Stipulated Protective Order.
29. The primary purpose of the Chapter 11 Proceedings is to confirm a plan of reorganization pursuant to the Bankruptcy Code that channels all present and future talc personal injury claims (the “**Talc Claims**”) against the Debtors to a trust so that the Debtors can emerge from these restructuring proceedings free of historic talc-related liabilities.
30. Richter, in its capacities as Proposed Information Officer and Information Officer, has previously provided the Canadian Court with five reports (the “**Prior Reports**”). The Prior Reports, copies of the orders granted by the Canadian Court and other material documents pertaining to the Recognition Proceedings are available on the Information Officer’s website at <http://www.richter.ca/insolvencycase/imerys-talc-canada-inc>. As well, there is a link on the Information Officer’s website to the Debtors’ restructuring website maintained by Prime Clerk, which includes copies of the US Court materials and orders, notices and additional information in respect of the Chapter 11 Proceedings.

## II. PURPOSE OF REPORT

31. The purpose of this fifth report (the “**Fifth Report**”) of the Information Officer is to provide the Canadian Court with information concerning:
  - (a) the motion of the Foreign Representative returnable December 3, 2019, for recognition in Canada of the KERP Order and the Indirect Talc Claims Bar Date Order (each as hereinafter defined);
  - (b) an update on other matters relating to the Chapter 11 Proceedings;
  - (c) an update on matters relating to ITC; and
  - (d) the activities of the Information Officer since the fourth report (the “**Fourth Report**”) dated October 24, 2019.

### III. TERMS OF REFERENCE

32. In preparing this Fifth Report, the Information Officer has relied solely on information and documents provided by the Debtors and their advisors, including unaudited financial information, declarations and affidavits of the Debtors' executives and other information provided in the Chapter 11 Proceedings (collectively, the "**Information**"). In accordance with industry practice, except as otherwise described in the Fifth Report, Richter has reviewed the Information for reasonableness, internal consistency, and use in the context in which it was provided. However, Richter has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Auditing Standards ("**GAAS**") pursuant to the *Chartered Professional Accountant of Canada Handbook* and, as such, Richter expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
33. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.
34. Capitalized terms not otherwise defined herein are as defined in the application materials, including the affidavit of Anthony Wilson, Treasurer and Director of Finance, sworn on November 26, 2019 (the "**November 26 Wilson Affidavit**") and filed in support of the Foreign Representative's application. This Fifth Report should be read in conjunction with the November 26 Wilson Affidavit, as certain information contained in the November 26 Wilson Affidavit has not been included herein in order to avoid unnecessary duplication.

### IV. ORDERS OF THE US COURT FOR WHICH RECOGNITION IS SOUGHT

#### KERP Order

35. On November 22, 2019, the US Court entered an Order (I) Authorizing Implementation of a Key Employee Retention Program (the "**KERP**"), (II) Approving the Terms of the Debtors' Key Employee Retention Program, and (III) Granting Related Relief (the "**KERP Order**").
36. Originally, the motion returnable on November 22, 2019 was for approval of a KERP as well as a Key Employee Incentive Program (the "KEIP"). On November 20, 2019, the United States Trustee for the District of Delaware filed an objection to the KEIP portion of the motion to approve the KERP and the KEIP. The Debtors ultimately adjourned the hearing of the KEIP portion of the motion to December 17, 2019. The Information Officer notes that the KEIP, while not the subject of recognition in respect of the within motion, applies only to employees of ITA.
37. As detailed in the November 26 Wilson Affidavit, the Debtors propose to implement a retention program to incentivize certain key employees to remain with the Debtors during the pendency of these Chapter 11 Proceedings. The Debtors are dependent on certain key employees that have critical knowledge relating to the

Debtors' products, vendors, customers, finances, and business operations. In light of the Debtors' primary purpose for these Chapter 11 Proceedings, the Debtors determined it is necessary to develop the KERP to properly motivate and retain certain critical employees.

38. The Information Officer notes that in developing the KERP, the Debtors, in consultation with their financial advisor, A&M, took into consideration the Debtors' existing compensation packages, including their current bonus and severance policies offered to employees, as well as a benchmark analysis to ensure that the KERP is within market guidelines. Further the Boards of Directors of the Debtors reviewed, commented on and ultimately approved the KERP.
39. The KERP was designed to retain sixteen (16) key non-insider employees (the "**KERP Participants**") that the Debtors have determined are essential to maintaining their current operations during the Chapter 11 Proceedings as each KERP Participant has specific qualifications, skills, and expertise that is essential to the core business functions of the Debtors. The Information Officer understands that five (5) of the KERP Participants are employed by ITC and the remaining eleven (11) are employed by either ITA or ITV.
40. The salient terms of the KERP are as follows:
  - (a) the KERP Participants would receive retention bonuses between 30% and 35% of their annual salary;
  - (b) proposed compensation under the KERP is unique to each KERP Participant, taking into consideration, among other things, each individual's retention risk and importance of the individual's role in the Debtors' operations;
  - (c) the aggregate retention pool under the KERP is \$672,000. In addition, there is a \$100,000 discretionary pool for other key, non-insider employees later identified for inclusion in the KERP by the Debtors' senior management;
  - (d) payments under the KERP are contemplated to be made in two tranches. The first payment (representing 50% of the total potential entitlement) would be paid in a lump sum upon the earlier of June 30, 2020 and the effective date of the Debtors' plan of reorganization in the Chapter 11 Proceedings. Assuming the Debtors plan of reorganization has not gone effective on or before June 30, 2020, a second payment (representing up to 50% of the total potential entitlement) would be paid in a lump sum upon the earlier of December 31, 2020 and the effective date of the Debtors' plan of reorganization in the Chapter 11 Proceedings; and

- (e) payments to a KERP Participant will be forfeited upon voluntary termination or termination for cause prior to payment. Forfeited amounts may be reallocated to other KERP Participants at the Debtors' discretion in order to compensate the remaining KERP Participants for the additional responsibilities they will be required to assume as a result of a termination.
41. There are no KERP Participants who are also participants under the proposed KEIP or vice versa.
42. The Information Officer understands that only the KERP entitlement for the five KERP Participants employed by ITC will be paid out of the ITC estate. ITC will not be responsible for any of the KERP payments to non-ITC employees.
43. As noted above, only the motion respecting the KERP was approved on November 22, 2019. The recognition of the KERP Order in Canada is appropriate as certain of the KERP Participants are employees of ITC and, in the Debtors' view, the KERP provides the necessary incentives to the applicable KERP Participants to add value to the Debtors' estates and to promote the successful resolution of the Chapter 11 Proceedings. Further, without the implementation of the KERP, the applicable KERP Participants may pursue other employment or may not be incentivized to perform optimally. The terms of the KERP appear reasonable under the circumstances and consistent with market practice in insolvency proceedings.

#### **Indirect Talc Claims Bar Date Order**

44. On November 12, 2019, the Debtors filed a motion (the "**Indirect Talc Claims Bar Date Motion**") for an Order (I) Establishing a Bar Date for Indirect Talc Claims and Related Procedures for Filing Proofs of Claim for Indirect Talc Claims and (II) Approving Form and Manner of Notice Thereof (the "**Indirect Talc Claims Bar Date Order**").
45. The Indirect Talc Claims Bar Date Motion, among other things, establishes a bar date (the "**Indirect Talc Claims Bar Date**") by which any corporation, co-defendant of a Debtor, or predecessor of a Debtor with a Talc Claim (as defined in the Indirect Talc Claims Bar Date Motion) for contribution, reimbursement, subrogation, or indemnity whether contractual or implied by law (as those terms are defined by applicable non-bankruptcy law of the relevant jurisdiction), and any other derivative talc claim of any such claimant whether the nature of or sounding in contract, tort, warranty, or other theory of law (the "**Indirect Talc Claims**"), must file proofs of claim with Prime Clerk LLC ("**Prime Clerk**") in the Chapter 11 Proceedings. For the avoidance of doubt, an Indirect Talc Claim shall not include any claim for or otherwise relating to death, injury, or damages caused by talc or a product or material containing talc that is asserted by or on behalf of any injured individual, the estate, legal counsel, relative, assignee, or other representative of any injured individual, or an individual who claims injury or damages as a result of the injury or death of another individual. The Information Officer understands that, at this time, the



Debtors are not seeking a bar date for Talc Claims that are not Indirect Talc Claims but reserve the right to seek such relief in the future if necessary or appropriate.

46. Also on November 12, 2019, the Debtors filed a motion for an Order Shortening the Notice and Objection Periods for the Indirect Talc Claims Bar Date Motion (the **"Motion to Shorten"**).
47. The Motion to Shorten requests (i) shortening the notice and objection periods as related to the Indirect Talc Claims Bar Date Motion, (ii) setting the deadline to file objections (the **"Objection Deadline"**) to the Indirect Talc Claims Bar Date Motion as November 19, 2019 at 4:00 p.m., and (iii) scheduling the hearing to consider the Indirect Talc Claims Bar Date Motion for November 22, 2019 at 2:00 p.m.
48. The Debtors asserted that the inability to file the Indirect Talc Claims Bar Date Motion prior to November 8, 2019 was due to protracted discussions with the Committee regarding the scope of the relief requested in the Indirect Talc Claims Bar Date Motion. The Debtors believe that a delay in setting the Indirect Talc Claims Bar Date will hinder the Debtors' efforts to finalize and eventually solicit, a plan of reorganization in a timely manner. The US Court granted the relief sought by the Debtors and on November 13, 2019, entered the Order Shortening Notice and Objection Periods for the Indirect Talc Claims Bar Date Motion.
49. On November 20, 2019, certain of the Debtors' insurers, including Columbia Casualty Company, Continental Casualty Company, the Continental Insurance Company, and Stonewall Insurance Company (now known as Berkshire Hathaway Specialty Insurance Company, Lamorak Insurance Company (formerly known as OneBeacon America Insurance Company), as successor to Employers' Surplus Lines Insurance Company, National Union Fire Insurance Company of Pittsburgh PA, and Lexington Insurance Company) (collectively, the **"Insurers"**), filed an objection to the Indirect Talc Claims Bar Date Motion (the **"Insurers' Indirect Talc Claims Objection"**). The Insurers object on the basis that the Debtors seek relief that the Court cannot grant, the definitions of claims are confusing, and the procedures are unduly complex and incompatible. The Debtors ultimately carved out certain insurer groups from being bound by the Indirect Talc Claims Bar Date Order, being the Insurers and certain Underwriters at Lloyds', London and certain London market insurers who had provided the Debtors with informal comments on the Indirect Talc Claims Bar Date Motion, but did not formally object.
50. On November 22, 2019, the US Court entered the Indirect Talc Claims Bar Date Order. At the hearing, the Debtors clarified the scope of what constituted an Indirect Talc Claim on the record and noted that claimants with unknowable future claims that are not based upon existing contracts are not covered by the Indirect Claims Bar Date.

51. Pursuant to the Indirect Talc Claims Bar Date Order, the Indirect Talc Claims Bar Date was set as January 9, 2020 at 5:00 p.m., prevailing Eastern Time. The Debtors intend to serve a notice of the Indirect Talc Claims Bar Date (the "**Indirect Talc Claims Bar Date Notice**") and a proof of claim form (together with the Indirect Talc Claims Bar Date Notice, the "**Indirect Talc Claims Bar Date Notice Package**") to various entities, including but not limited to, all known entities holding potential Indirect Talc Claims against the Debtors no later than 13 days after entry of the Indirect Talc Claims Bar Date Order.
52. The Debtors shall also provide notice in substantially the form of a publication notice within 13 days of entry of the Indirect Talc Claims Bar Date Order, or as soon as practicable thereafter, in both U.S. and Canadian national newspapers and such other local newspapers, trade journals, or similar publications, if any, as the Debtors deem appropriate.
53. Pursuant to the Indirect Talc Claims Bar Date Order, any entity holding an Indirect Talc Claim against the Debtors that arose prior to the Petition Date and whose claim is either: (i) not listed on the Schedules or is listed on the Schedules as disputed, contingent, unliquidated, (ii) improperly classified on the Schedules or listed in an incorrect amount, or (iii) is included in the Schedules against an incorrect Debtor, must file a proof of claim with Prime Clerk prior to the Indirect Talc Claims Bar Date.
54. The Information Officer will also post a copy of the Indirect Talc Claims Bar Date Order, along with the Indirect Talc Claims Bar Date Notice Package to its website in order to provide additional notice to creditors in Canada of the claims process and the Indirect Talc Claims Bar Date.
55. The Foreign Representative seeks recognition of the Indirect Talc Claims Bar Date Order in Canada in order to give effect to a uniform claims process and claims bar date to identify and quantify the Indirect Talc Claims against the Debtors.

## V. UPDATE ON ADVERSARY PROCEEDING

56. As noted in the Prior Reports, on March 7, 2019, the Debtors filed a complaint and motion (the "**Adversary Proceeding**") for injunctive and declaratory relief to seek a declaration that (i) ITA owns all rights to the proceeds of the Insurance Policies related to the pre-transfer talc liabilities and (ii) section 362(a)(3) of the Bankruptcy Code applies to prohibit any effort by Cyprus to access such proceeds.

### Motions to Compel

57. On October 8, 2019, Cyprus Mines Corporation ("**Cyprus Mines**") and Cyprus Amax Minerals Company ("**Cyprus Minerals**") and, together, with Cyprus Mines' historical predecessors and affiliates other than Cyprus Talc

Corporation, "**Cyprus**") filed a motion to produce documents pursuant to the Stipulated Protective Order (the "**Cyprus Motion to Compel**").

58. On the same day, the Debtors filed a separate motion to facilitate production of non-privileged documents (the "**Debtors' Motion to Compel**") and together with the Cyprus Motion to Compel, the "**Motions to Compel**").
59. The Motions to Compel seek the US Court's assistance in resolving an ongoing discovery dispute in the Adversary Proceeding related to the production of non-privileged documents (the "**Contested Documents**"). Pursuant to the informal exchange procedures put in place to facilitate document discovery in the Adversary Proceeding, the Debtors and Cyprus exchanged responsive documents and worked together to identify any documents containing information subject to common interest protections. To the extent certain information contained in the documents was protected from disclosure, the parties applied redactions and prepared them for formal production.
60. Prior to formal production, the Debtors and Cyprus provided the Contested Documents to certain of the Insurers for review. The Insurers did not provide consent to the production of the Contested Documents and filed an objection to the Motions to Compel on October 16, 2019 (the "**Insurers' Objection**"). The Insurers assert that neither Cyprus nor the Debtors can explain why the Contested Documents need to be produced in the Adversary Proceeding, and therefore, the Motions to Compel should be denied.
61. To accommodate for the ongoing dispute regarding the Contested Documents, the US Court entered the Second Amended Scheduling Order (as defined herein).

### **Second Amended Scheduling Order**

62. As noted in the Prior Reports, on March 26, 2019, the US Court entered an order setting out the schedule for discovery and established trial dates with the US Court for June 4 and June 5, 2019 (the "**Original Scheduling Order**").
63. On April 23, 2019, the US Court entered an amended scheduling order setting out an amended schedule and established trial dates with the US Court for August 5 and August 6, 2019 (the "**Amended Scheduling Order**") to accommodate the resolution of disputes regarding certain documents protected from disclosure based on the common interest doctrine (the "**Common Interest Materials**"). To resolve the disputes regarding the Common Interest Materials, the US Court entered the Stipulated Protective Order, which governs the disclosure of information and documents.

64. After entry of the Stipulated Protective Order, on October 8, 2019, Cyprus and the Debtors each filed motions seeking Court approval to formally produce the Contested Documents.
65. As a result of the outstanding document production issues, the Debtors, Cyprus, the Committee, and the FCR agreed to a further amended schedule (the "**Second Amended Scheduling Order**") subject to the following:
  - (a) there shall be no further delays, adjustments or modifications to the schedule for the Adversary Proceeding;
  - (b) depositions shall proceed in the window set forth in the Second Amended Scheduling Order, regardless of whether any issues regarding document production remain outstanding; and
  - (c) the parties shall work cooperatively to negotiate a full deposition schedule no later than November 8, 2019.
66. On November 7, 2019, the US Court entered into the Second Amended Scheduling Order to accommodate the ongoing dispute regarding the Contested Documents. The Second Amended Scheduling Order sets out an amended schedule and established trial dates for March 25 and March 27, 2020.

## **VI. UPDATE ON CERTAIN MATTERS RELATING TO IMERY'S TALC CANADA INC.**

67. Subsequent to the granting of the Supplemental Order, the Debtors have provided reporting to the Information Officer with respect to the cash flows of ITC. For the 5-week period from October 11, 2019 to November 15, 2019, ITC had total cash receipts of approximately \$3.8 million (as compared to forecast cash receipts of \$4.1 million) and total cash disbursements of \$4.4 million, including \$1.2 million paid to ITA as reimbursement of professional fees paid to Latham, A&M, Prime Clerk, NGE, KCIC and RL&F (as compared to forecast cash disbursements of \$5.5 million, including \$1.0 million for reimbursement to ITA), for a net cash outflow of \$0.6 million (as compared to forecast net cash outflow of \$1.4 million) over the period.
68. As at November 15, 2019, the Information Officer understands that ITC had approximately \$12.9 million of cash on hand, which includes balances held in ITC's accounts at SunTrust Bank pursuant to the Final Cash Management Order.

## VII. ACTIVITIES OF THE INFORMATION OFFICER

69. The activities of the Information Officer since the Fourth Report include:

- (a) responding to creditor inquiries regarding the Chapter 11 Proceedings and the Recognition Proceedings;
- (b) communicating with the Debtors' advisors and the Information Officer's counsel regarding the status of matters related to the Chapter 11 Proceedings and the Recognition Proceedings;
- (c) reviewing materials filed by various parties in the Chapter 11 Proceedings in connection with the KERP Order and the Indirect Talc Claims Bar Date Order sought in the Chapter 11 Proceedings;
- (d) reviewing materials filed by various parties in the Adversary Proceeding;
- (e) reviewing ITC's cash flow reporting and corresponding with A&M on same;
- (f) attending before the Canadian Court for recognition of the FCR Order, the FCR Professional Advisor Retention Orders, the Committee Professional Advisors Retention Orders, the Assumption of Leases Order, and the Stipulated Protective Order; and
- (g) preparing this Fifth Report.

## VIII. INFORMATION OFFICER'S RECOMMENDATION

70. Based on the Information received and reviewed to date, the Information Officer is of the view that it is reasonable to recognize the KERP Order and the Indirect Talc Claims Bar Date Order, and respectfully recommends that the Canadian Court grant the recognition orders sought by the Foreign Representative.

All of which is respectfully submitted on this 27<sup>th</sup> day of November, 2019.

**Richter Advisory Group Inc.**  
**in its capacity as Information Officer of**  
**Imerys Talc America, Inc., Imerys Talc Vermont, Inc. and Imerys Talc Canada Inc.**  
**and not in its personal capacity**

Per:



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**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
Senior Vice President

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

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

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
PROCEEDING COMMENCED AT TORONTO

**FIFTH REPORT OF THE INFORMATION OFFICER**  
**November 27, 2019**

**AIRD & BERLIS LLP**  
Barristers and Solicitors  
Brookfield Place  
Suite 1800, Box 754  
181 Bay Street  
Toronto, Ontario M5J 2T9  
Tel: 416.863.1500  
Fax: 416.865.1515

**Kathryn Esaw (LSO # 58264F)**  
Email: [kesaw@airdberlis.com](mailto:kesaw@airdberlis.com)

*Lawyers for the Information Officer, Richter Advisory  
Group Inc.*

# Appendix "G"



**RICHTER**

Richter Advisory Group Inc.  
181 Bay Street, 35<sup>th</sup> Floor  
Toronto, ON M5J 2T3  
[www.richter.ca](http://www.richter.ca)

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

**IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC.  
AND IMERYS TALC CANADA INC.**

**SIXTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS INFORMATION OFFICER**

**March 28, 2020**

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

**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.**

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

**SIXTH REPORT OF THE INFORMATION OFFICER  
RICHTER ADVISORY GROUP INC.**

**MARCH 28, 2020**

## I. INTRODUCTION

1. On February 13, 2019 (the “**Petition Date**”), Imerys Talc America, Inc. (“**ITA**”), Imerys Talc Vermont, Inc. (“**ITV**”) and Imerys Talc Canada Inc. (“**ITC**” and together with ITA and ITV, the “**Debtors**”), commenced voluntary reorganization proceedings (the “**Chapter 11 Proceedings**”) in the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”).
2. Also on the Petition Date, the Debtors filed various motions for interim and/or final orders (the “**First Day Motions**”) and the orders entered by the US Court in respect thereof, the “**First Day Orders**”) in the Chapter 11 Proceedings to permit the Debtors to advance their reorganization. The First Day Orders included an order authorizing ITC to act as the foreign representative (in such capacity, the “**Foreign Representative**”) of the Debtors for the within proceedings (the “**Foreign Representative Order**”).
3. On February 14, 2019, the US Court granted the Foreign Representative Order and other First Day Orders.
4. On February 15, 2019, ITC, in its capacity as Foreign Representative, commenced an application before the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) (the “**CCAA**”).
5. On February 20, 2019, the Canadian Court granted an initial recognition order (the “**Initial Recognition Order**”), *inter alia*: (i) declaring that ITC is a “foreign representative” as defined in section 45 of the CCAA; (ii) declaring that the Chapter 11 Proceedings are recognized as a “foreign main proceeding” under the CCAA; and (iii) granting a stay of proceedings against the Debtors in Canada. The Debtors’ proceedings under the CCAA are referred to herein as the “**Recognition Proceedings**”.
6. Also on February 20, 2019, the Canadian Court granted a supplemental order (the “**Supplemental Order**”), pursuant to section 49 of the CCAA, *inter alia*: (i) recognizing and giving full force and effect in Canada to certain of the First Day Orders; (ii) appointing Richter Advisory Group Inc. (“**Richter**”) as the information officer (the “**Information Officer**”) in respect of these proceedings; (iii) staying any proceedings, rights or remedies against or in respect of the Debtors, the business and property of the Debtors, the directors and officers of the Debtors in Canada, and the Information Officer; (iv) restraining the right of any person or entity to, among other things, discontinue or terminate any supply of products or services required by the Debtors in Canada; and (v) granting a super-priority charge over the Debtors’ property in Canada in favour of the Information Officer and its counsel, as security for their professional fees and disbursements incurred in respect of these proceedings, up to a maximum amount of \$200,000.

7. On March 19, 2019 and March 22, 2019, the US Court entered various orders (the “**March 19 & 22 Entered Orders**”) sought by the Debtors at their “second day hearing”, including but not limited to:
  - (a) an Order Authorizing the Employment and Retention of KCIC, LLC (“**KCIC**”) as Insurance and Valuation Consultant, Nunc Pro Tunc to the Petition Date (the “**KCIC Retention Order**”);
  - (b) an Order Authorizing the Debtors to Employ and Retain Richards, Layton & Finger, P.A. (“**RL&F**”) as Co-Counsel to the Debtors, Nunc Pro Tunc to the Petition Date (the “**RL&F Retention Order**”);
  - (c) an Order Authorizing Employment and Retention of Stikeman Elliott LLP (“**Stikeman**”) as Canadian Counsel, Nunc Pro Tunc to the Petition Date (the “**Stikeman Retention Order**”); and
  - (d) an Order Authorizing the Employment and Retention of Prime Clerk LLC (“**Prime Clerk**”) as Administrative Advisor nunc pro tunc to the Petition Date (the “**Administrative Advisor Order**”).
8. On March 25, 2019, the US Court entered an Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals (the “**Interim Compensation & Reimbursement Order**”).
9. On March 26, 2019, the US Court entered an Order Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, and (IV) Maintain Their Bonding Program (the “**Final Insurance and Bonding Order**” and, together with the March 19 & 22 Entered Orders and the Interim Compensation & Reimbursement Order, the “**Second Day Orders**”).
10. On April 1, 2019, the US Court entered an Order Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC (“**A&M**”) as the Debtors’ financial advisor *nunc pro tunc* to the Petition Date (the “**A&M Retention Order**”).
11. On April 2, 2019, the US Court entered an Order Authorizing the Employment and Retention of Latham & Watkins LLP (“**Latham**”) as the Debtors’ bankruptcy co-counsel *nunc pro tunc* to the Petition Date (the “**L&W Retention Order**”).
12. On April 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to certain of the Second Day Orders, including the KCIC Retention Order, the RL&F Retention Order, the Stikeman Retention Order and the Administrative Advisor Order.

13. On April 4, 2019, the US Court entered an Order Authorizing the Employment and Retention of Neal, Gerber, & Eisenberg LLP ("**NGE**") as the Debtors' special insurance coverage and indemnification counsel *nunc pro tunc* to the Petition Date (the "**NGE Retention Order**").
14. On April 24, 2019, the US Court entered a final Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Check, 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 (the "**Final Cash Management Order**").
15. On May 21, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Willkie Farr & Gallagher LLP as special litigation and corporate counsel to the Official Committee of Tort Claimants (the "**Committee**") (the "**Willkie Farr & Gallagher Order**"); and
  - (b) Authorizing the Employment and Retention of Robinson & Cole LLP as counsel to the Committee (the "**Robinson & Cole Order**").
16. On May 22, 2019 and June 25, 2019, respectively, the US Court entered Orders Appointing M. Jacob Renick of M.J Renick & Associates LLC as Fee Examiner and Establishing Related Procedures for the Review of Applications of Retained Professionals (collectively, the "**Fee Examiner Orders**").
17. On May 24, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the A&M Retention Order, the L&W Retention Order, the NGE Retention Order and the Final Cash Management Order.
18. On June 3, 2019, the US Court entered an order appointing James L. Patton, Jr. as legal representative for future talc personal injury claimants (the "**FCR**") *nunc pro tunc* to the Petition Date (the "**FCR Order**").
19. On June 6, 2019, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Young, Conaway, Stargatt & Taylor LLP as attorneys for the FCR *nunc pro tunc* to the Petition Date (the "**Young Conaway Order**"); and
  - (b) Authorizing the Employment and Retention of Gilbert LLP ("**Gilbert**") as special insurance counsel to the Committee (the "**Gilbert Order**").

20. On June 12, 2019, the US Court entered an Order Authorizing the Employment and Retention of Ankura Consulting Group, LLC as claims evaluation and financial valuation consultants for the FCR *nunc pro tunc* to the Petition Date (the “**Ankura Order**”).
21. On June 25, 2019, the US Court entered an Order Authorizing the Employment and Retention of Legal Analysis Systems, Inc as tort liability consultant to the Committee (the “**Legal Analysis Systems Order**”);
22. On July 25, 2019, the US Court entered an Order (I) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim Other than With Respect to Talc Personal Injury Claims and (II) Approving Form and Manner of Notice Thereof (the “**Bar Date Order**”).
23. On August 7, 2019, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Ducera Partners LLC and Ducera Securities LLC (collectively, “**Ducera**”) as investment banker for the Committee (the “**Ducera Order**”); and
  - (b) Authorizing the Employment and Retention of GlassRatner Advisory & Capital Group, LLC as financial advisor to the Committee (the “**GlassRatner Order**”, and together with the Willkie Farr & Gallagher Order, the Robinson & Cole Order, the Gilbert Order, the Legal Analysis Systems Order and the Ducera Order, the “**Committee Professional Advisors Retention Orders**”).
24. Also on August 7, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Bar Date Order and the Fee Examiner Orders.
25. On August 16, 2019, the US Court entered an Order (A) Authorizing the Debtors to Assume Certain Unexpired Leases of Nonresidential Real Property and (B) Granting Related Relief (the “**Assumption of Leases Order**”).
26. On September 26, 2019, the US Court entered an Order Authorizing the Co-Retention of Ducera as investment banker for the Committee and the FCR (the “**Ducera Co-Retention Order**”).
27. On September 27, 2019, the US Court entered an Order Authorizing the Co-Retention of Gilbert as special insurance counsel for the FCR and the Committee (the “**Gilbert Co-Retention Order**”, and together with the Young Conaway Order, the Ankura Order and the Ducera Co-Retention Order, the “**FCR Professional Advisors Retention Orders**”). Also on September 27, 2019, the US Court entered an Order Approving the Stipulated Protective Order (the “**Stipulated Protective Order**”), which would govern the disclosure of information and documents, including testimony and transcripts, in connection with the Chapter 11 Proceedings.

28. On October 28, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the FCR Order, the FCR Professional Advisors Retention Orders, the Committee Professional Advisors Retention Orders, the Assumption of Leases Order, and the Stipulated Protective Order.
29. On November 22, 2019, the US Court entered an Order (I) Authorizing Implementation of a Key Employee Retention Program (the "**KERP**"), (II) Approving the Terms of the Debtors' Key Employee Retention Program, and (III) Granting Related Relief (the "**KERP Order**").
30. On November 22, 2019, the US Court also entered an Order (I) Establishing a Bar Date for Indirect Talc Claims and Related Procedures for Filing Proofs of Claim for Indirect Talc Claims and (II) Approving Form and Manner of Notice Thereof (the "**Indirect Talc Claims Bar Date Order**").
31. On December 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the KERP Order and Indirect Talc Claims Bar Date Order.
32. The primary purpose of the Chapter 11 Proceedings is to confirm a plan of reorganization pursuant to the Bankruptcy Code that channels all present and future talc personal injury claims (the "**Talc Claims**") against the Debtors to a trust so that the Debtors can emerge from these restructuring proceedings free of historic talc-related liabilities.
33. Richter, in its capacities as Proposed Information Officer and Information Officer, has previously provided the Canadian Court with five reports (the "**Prior Reports**"). The Prior Reports, copies of the orders granted by the Canadian Court and other material documents pertaining to the Recognition Proceedings are available on the Information Officer's website at <http://www.richter.ca/insolvencycase/imerys-talc-canada-inc>. As well, there is a link on the Information Officer's website to the Debtors' restructuring website maintained by Prime Clerk, which includes copies of the US Court materials and orders, notices and additional information in respect of the Chapter 11 Proceedings.



## II. PURPOSE OF REPORT

34. The purpose of this sixth report (the “**Sixth Report**”) of the Information Officer is to provide the Canadian Court with information concerning:
- (a) the motion of the Foreign Representative returnable April 1, 2020, for recognition in Canada of the Non-Debtor Professional Fee Stipulation Order (each as hereinafter defined).
  - (b) an update on other matters relating to the Chapter 11 Proceedings;
  - (c) an update on matters relating to ITC; and
  - (d) the activities of the Information Officer since the fifth report (the “**Fifth Report**”) dated November 27, 2019.

## III. TERMS OF REFERENCE

35. In preparing this Sixth Report, the Information Officer has relied solely on information and documents provided by the Debtors and their advisors, including unaudited financial information, declarations and affidavits of the Debtors’ executives and other information provided in the Chapter 11 Proceedings (collectively, the “**Information**”). In accordance with industry practice, except as otherwise described in the Fifth Report, Richter has reviewed the Information for reasonableness, internal consistency, and use in the context in which it was provided. However, Richter has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Auditing Standards (“**GAAS**”) pursuant to the *Chartered Professional Accountant of Canada Handbook* and, as such, Richter expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
36. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.
37. Capitalized terms not otherwise defined herein are as defined in the application materials, including the affidavit of Anthony Wilson, Treasurer and Director of Finance, sworn on March 27, 2020 (the “**March 27 Wilson Affidavit**”) and filed in support of the Foreign Representative’s motion. This Sixth Report should be read in conjunction with the March 27 Wilson Affidavit, as certain information contained in the March 27 Wilson Affidavit has not been included herein in order to avoid unnecessary duplication.

## IV. ORDERS OF THE US COURT FOR WHICH RECOGNITION IS SOUGHT

### Non-Debtor Professional Fee Stipulation Order

38. Over the course of the Chapter 11 Proceedings, the Debtors have incurred, and continue to incur, professional fees and expenses related to the administration of the Chapter 11 Proceeding (the “**Professional Fees**”).
39. The Professional Fees include the fees of and expenses of professionals retained by and serving the interests of the Debtors, specifically Latham, A&M, Prime Clerk, NGE, KCIC and RL&F (collectively, the “**Debtor Professional Fees**”), the fees and expenses of professionals retained by the TCC (the “**TCC Professional Fees**”) and the fees and expenses of professionals retained by the FCR (the “**FCR Professional Fees**” and, together with the TCC Professional Fees, the “**Non-Debtor Professional Fees**”).
40. ITA, on behalf of itself and the other Debtors, has paid, and continues to pay, the Professional Fees as they become due. As noted in the Prior Reports, ITC has reimbursed, and continue to reimburse ITA for one-third of the Debtor Professional Fees on a monthly basis. To date, no agreement has been reached by the Debtors and the Information Officer regarding the allocation, if any, of Non-Debtor Professional Fees to ITC.
41. Starting in September 2019, the Debtors began discussions with the Information Officer regarding the liquidity of ITA, including due to ITA’s payment of all the Non-Debtor Professional Fees.
42. Pursuant to the Final Cash Management Order, cash generated by ITC is generally maintained at ITC, and only transferred to the US Debtors in accordance with the terms of the Final Cash Management Order, unless otherwise ordered by the US Court.
43. On or about February 24, 2020, the Debtors’ advisors advised the Information Officer and its counsel that ITA could experience liquidity constraints due to the ongoing funding of Non-Debtor Professional Fees solely by ITA. The Debtors’ advisors engaged with the Information Officer and its counsel to discuss entering into an agreement in order to allow ITC to transfer excess cash that had accumulated in Canada to assist with funding the ongoing liquidity needs of ITA and ITV, despite the parties having not yet reached an agreement regarding the allocation, if any, of Non-Debtor Professional Fees to ITC. ITA, ITC and the Information Officer agreed to a stipulation (the “**Stipulation**”) and agreement permitting ITC to make payments to ITA for Non-Debtor Professional Fees. The Debtors advised the Information Officer that ITC’s resident Canadian director approved of the Stipulation.
44. On March 9, 2020, the Debtors filed a motion for an Order to approve the Stipulation (the “**Non-Debtor Professional Fee Stipulation Order**”).

45. The key terms of the Stipulation are as follows:
- (a) upon entry of the Non-Debtor Professional Fee Stipulation Order, ITC shall pay ITA the sum of \$3.45 million (the “**Initial ITC Payment**”)
  - (b) thereafter, upon request from ITA, to the extent ITC holds sufficient funds and with the consent of the Information Officer, ITC shall also be authorized and directed to pay ITA on a periodic basis for (i) 33.33% of FCR Professional Fees and (ii) 26.5% of TCC Professional Fees paid by ITA after February 28, 2020 (the “**Non-Debtor ITC Payments**”). Pursuant to the Stipulation, ITC is authorized to pay ITA in excess of the aforementioned percentage upon agreement of the parties; and
  - (c) The Initial ITC Payment and the Non-Debtor ITC Payments shall be granted superpriority administrative expense status under section 507(a) of the Bankruptcy Code (the “**ITC Superpriority Claim**”) in accordance with the Final Cash Management Order, provided, however, that any ITC Superpriority Claim shall be considered satisfied in full and extinguished, and ITA shall have no obligation to return or otherwise refund any ITC payments, upon confirmation of a plan of reorganization that provides for payment in full of allowed general unsecured claims of ITC (as further described in the Non-Debtor Professional Fee Stipulation Order).
46. The Information Officer notes the Stipulation shall not be considered (i) a determination, admission, waiver or settlement of any obligation of ITC to reimburse ITA for Non-Debtor Professional Fees paid by ITA for the benefit of all Debtors or (ii) an acknowledgement or finding as to the correct percentage allocation of ITC’s liability for any Professional Fees, including Non-Debtor Professional Fees, incurred by the Debtors in connection with the Chapter 11 Proceedings.
47. The US Court entered the Non-Debtor Professional Fee Stipulation Order on March 26, 2020 without hearing as no objection to the Stipulation was filed prior to the objection deadline.
48. The recognition of the Non-Debtor Professional Fee Stipulation Order in Canada is appropriate in order to coordinate these proceedings in the U.S. and Canada. In the view of the Information Officer, the Stipulation balances the need to alleviate potential liquidity constraints of ITA with protecting the interests of creditors of ITC.

## V. UPDATE ON CERTAIN OTHER MATTERS IN THE CHAPTER 11 PROCEEDINGS

### Claims Process Update

49. On August 7, 2019, the Canadian Court recognized the Bar Date Order, which established October 15, 2019 as the date by which all entities, except as otherwise provided therein, and expressly excluding Talc Claims, must file proofs of claim in the Chapter 11 Proceedings.
50. On December 3, 2019, this Court recognized the Indirect Talc Claims Bar Date Order, which established January 9, 2020 as the date by which all persons or entities that wish to assert Indirect Talc Claims (as defined in the Prior Reports) against the Debtors must file a proof of claim in the Chapter 11 Proceedings.
51. On February 28, 2020, the Debtors filed the First Omnibus (Non-Substantive) Objection to Amended Claims and Duplicative Claims (the "**Claims Objection**"). The Claims Objection seeks to disallow, expunge, and/or modify certain amended or duplicative claims identified in the Claims Objection (the "**Disputed Claims**").
52. The Debtors assert that failure to disallow the Disputed Claims will result in the applicable claimants receiving an unwarranted double recovery against the Debtors' estates, to the detriment of other unsecured creditors in the Chapter 11 Proceedings.
53. On March 26, 2020, the Debtors filed a form of Order sustaining the Claims Objection under the certification of counsel.
54. As noted in the March 27 Wilson Affidavit, the Debtors believe that, following the completion of a reconciliation process to identify outstanding claims, including trade claims, the outstanding prepetition trade claims against ITC will be relatively minimal.

### Employers Mutual and RiverStone Stipulation Orders

55. On November 22, 2019, the US Court entered the Indirect Talc Claims Bar Date Order, as defined in the Prior Reports.
56. In Paragraph 14 of the Indirect Talc Claims Bar Date Order, the order provided that LMI and the Excess Insurers shall have no obligation to file a proof of claim for any Indirect Talc Claim, and shall not be bound or barred by the Indirect Talc Claim Bar Date.
57. Employers Mutual Casualty Company ("**Employers Mutual**") and certain RiverStone Insurers ("**RiverStone**") requested from the Debtors language similar to that applied to Certain Underwriters at Lloyd's and Certain London

Market Insurers and the Excess Insurers (as defined in the Indirect Talc Claims Bar Date Order) in the Indirect Talc Claims Bar Date Order.

58. On January 10, 2020, the Debtors filed two separate proposed orders approving stipulations and agreements by and between the Debtors and Employers Mutual and RiverStone regarding the Indirect Talc Claims Bar Date (collectively, the "**Employers Mutual and RiverStone Stipulation Orders**"). The Employers Mutual and RiverStone Stipulation Orders provide that RiverStone and Employers Mutual (i) shall have no obligation to file a proof of claim for any Indirect Talc Claim, and (ii) shall not be bound or barred by the Indirect Talc Claim Bar Date.
59. On January 14, 2020, the US Court entered into the Employers Mutual and RiverStone Stipulation Orders.

#### **Order Further Extending the Debtors Current Exclusive Periods Within Which to File a Chapter 11 Plan**

60. On December 6, 2019, the Debtors filed a motion for an order further extending the Debtors' exclusivity periods to file a Chapter 11 plan by 90 days through and including March 9, 2020 and to solicit votes thereon by 91 days (through and including May 11, 2020) (the "**December 6 Extension Motion**").
61. The Debtors believe that cause exists for an extension of the exclusivity periods due to the complexity of the legal issues and various parties involved in the Chapter 11 Proceedings. Granting the requested extensions will give the Debtors a full and fair opportunity to continue negotiating a consensual plan without the distraction, cost and delay of a competing plan process.
62. On December 26, 2019, the US Court entered the December 6 Extension Motion.
63. On March 6, 2020, the Debtors filed a motion for an order further extending the Debtors' exclusivity periods to file a Chapter 11 plan by 88 days through and including June 5, 2020, and to solicit votes thereon by 88 days (through and including August 7, 2020) (the "**March 6 Extension Motion**").
64. On March 20, 2020, Johnson & Johnson ("**J&J**") filed an objection to the March 6 Extension Motion. J&J objects on the basis that the Debtors have not met their burden to demonstrate that cause exists to warrant such an extension. J&J assert that despite thirteen months in bankruptcy, the Debtors have failed to move the Chapter 11 Proceedings forward and have refused to engage J&J in constructive discussions.
65. The March 6 Extension Motion is scheduled to be heard by the US Court on May 6, 2020.

## VI. UPDATE ON ADVERSARY PROCEEDING

66. As noted in the Prior Reports, on March 7, 2019, the Debtors filed a complaint and motion (the “**Adversary Proceeding**”) for injunctive and declaratory relief to seek a declaration that (i) ITA owns all rights to the proceeds of the Insurance Policies related to the pre-transfer talc liabilities and (ii) section 362(a)(3) of the Bankruptcy Code applies to prohibit any effort by Cyprus to access such proceeds.

### Third Amended Scheduling Order

67. As noted in the Prior Reports, on November 7, 2019, the US Court entered the Second Amended Scheduling Order and established trial dates for March 25 and March 27, 2020.
68. As set out in the certification of counsel regarding third amended scheduling order and order appointing mediator filed on February 24, 2020, the parties to the Adversary Proceeding have agreed, among other things, to participate in mediation, and to stay the Adversary Proceeding pending the conclusion of such mediation (the “**Mediation**”).
69. On February 25, 2020, the US Court entered the Third Amended Scheduling Order and Order Appointing Mediator (the “**Third Amended Scheduling Order and Mediator Order**”).
70. The Third Amended Scheduling Order and Mediator Order authorizes and appoints Lawrence W. Pollack to serve as mediator. The Mediation session was conducted on March 3, 2020. The Adversary Proceeding is stayed, and such stay shall remain in effect until the Mediation is concluded.

## VII. UPDATE ON CERTAIN MATTERS RELATING TO IMERYS TALC CANADA INC.

### Replacement of Canadian Director

71. On or about February 26, 2020, the Debtors’ counsel advised the Information Officer that the Canadian resident director had resigned from the ITC board. The replacement identified by the Debtors was one of the five individuals employed by ITC that was entitled to the KERP pursuant to the KERP Order approved by the US Court and recognized by the Canadian Court. Accordingly, this individual could be considered an “insider” and therefore not eligible to participate in the KERP following his appointment as a director of ITC.
72. The replacement director was appointed to the ITC Board and is no longer eligible to participate in the KERP. The replacement director is eligible to receive a director fee from ITC. The Debtors discussed the matter with the Information Officer and the Information Officer notes the approach seems reasonable in the circumstances.

## Cash Flows

73. Subsequent to the granting of the Supplemental Order, the Debtors have provided reporting to the Information Officer with respect to the cash flows of ITC. For the 18-week period from November 16, 2019 to March 20, 2020, ITC had total cash receipts of approximately \$15.5 million (as compared to forecast cash receipts of \$14.3 million) and total cash disbursements of \$15.7 million, including \$2.1 million paid to ITA as reimbursement of professional fees paid to Latham, A&M, Prime Clerk, NGE, KCIC, M.J Renick & Associates LLC, and RL&F (as compared to forecast cash disbursements of \$24.9 million, including \$8.5 million for reimbursement to ITA), for a net cash outflow of \$0.2 million (as compared to forecast net cash outflow of \$10.6 million) over the period.
74. As at March 20, 2020, the Information Officer understands that ITC had approximately \$12.9 million of cash on hand, which includes balances held in ITC's accounts at SunTrust Bank pursuant to the Final Cash Management Order.

## VIII. ACTIVITIES OF THE INFORMATION OFFICER

75. The activities of the Information Officer since the Fifth Report include:
- (a) responding to creditor inquiries regarding the Chapter 11 Proceedings and the Recognition Proceedings;
  - (b) communicating with the Debtors' advisors and the Information Officer's counsel regarding the status of matters related to the Chapter 11 Proceedings and the Recognition Proceedings;
  - (c) reviewing materials filed by various parties in the Chapter 11 Proceedings in connection with the Non-Debtor Professional Fee Stipulation Order;
  - (d) reviewing materials provided by the Debtors in connection with the Stipulation and discussion and negotiation of same;
  - (e) reviewing materials filed by various parties in the Adversary Proceeding;
  - (f) reviewing ITC's cash flow reporting and corresponding with A&M on same;
  - (g) attending before the Canadian Court for recognition of the KERP Order and the Indirect Talc Claims Bar Date Order; and
  - (h) preparing this Sixth Report.

## IX. INFORMATION OFFICER'S RECOMMENDATION

76. Based on the Information received and reviewed to date, the Information Officer is of the view that it is reasonable to recognize the Non-Debtor Professional Fee Stipulation Order, and respectfully recommends that the Canadian Court grant the recognition order sought by the Foreign Representative.

All of which is respectfully submitted on this 28<sup>th</sup> day of March, 2020.

**Richter Advisory Group Inc.**  
**in its capacity as Information Officer of**  
**Imerys Talc America, Inc., Imerys Talc Vermont, Inc. and Imerys Talc Canada Inc.**  
**and not in its personal capacity**

Per:



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**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
Senior Vice President



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

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

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
PROCEEDING COMMENCED AT TORONTO

**SIXTH REPORT OF THE INFORMATION**  
**OFFICER**  
March 28, 2020

**AIRD & BERLIS LLP**  
Barristers and Solicitors  
Brookfield Place  
Suite 1800, Box 754  
181 Bay Street  
Toronto, Ontario M5J 2T9  
Tel: 416.863.1500  
Fax: 416.865.1515

**Kathryn Esaw (LSO # 58264F)**  
Email: [kesaw@airdberlis.com](mailto:kesaw@airdberlis.com)

*Lawyers for the Information Officer, Richter  
Advisory Group Inc.*

# Appendix "H"

**RICHTER**

Richter Advisory Group Inc.  
181 Bay Street, 35<sup>th</sup> Floor  
Toronto, ON M5J 2T3  
[www.richter.ca](http://www.richter.ca)

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

**IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC.  
AND IMERYS TALC CANADA INC.**

**SEVENTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS INFORMATION OFFICER**

**June 30, 2020**

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

**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.**

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

**SEVENTH REPORT OF THE INFORMATION OFFICER  
RICHTER ADVISORY GROUP INC.**

**JUNE 30, 2020**

## I. INTRODUCTION

1. On February 13, 2019 (the “**Petition Date**”), Imerys Talc America, Inc. (“**ITA**”), Imerys Talc Vermont, Inc. (“**ITV**”) and Imerys Talc Canada Inc. (“**ITC**” and together with ITA and ITV, the “**Debtors**”), commenced voluntary reorganization proceedings (the “**Chapter 11 Proceedings**”) in the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”).
2. Also on the Petition Date, the Debtors filed various motions for interim and/or final orders (the orders entered by the US Court in respect thereof, the “**First Day Orders**”) in the Chapter 11 Proceedings to permit the Debtors to advance their reorganization. The First Day Orders included an order authorizing ITC to act as the foreign representative (in such capacity, the “**Foreign Representative**”) of the Debtors for the within proceedings (the “**Foreign Representative Order**”).
3. On February 14, 2019, the US Court granted the Foreign Representative Order and other First Day Orders.
4. On February 15, 2019, ITC, in its capacity as Foreign Representative, commenced an application before the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) (the “**CCAA**”).
5. On February 20, 2019, the Canadian Court granted an initial recognition order, *inter alia*: (i) declaring that ITC is a “foreign representative” as defined in section 45 of the CCAA; (ii) declaring that the Chapter 11 Proceedings are recognized as a “foreign main proceeding” under the CCAA; and (iii) granting a stay of proceedings against the Debtors in Canada. The Debtors’ proceedings under the CCAA are referred to herein as the “**Recognition Proceedings**”.
6. Also on February 20, 2019, the Canadian Court granted a supplemental order (the “**Supplemental Order**”), pursuant to section 49 of the CCAA, *inter alia*: (i) recognizing and giving full force and effect in Canada to certain of the First Day Orders; (ii) appointing Richter Advisory Group Inc. (“**Richter**”) as the information officer (the “**Information Officer**”) in respect of these proceedings; (iii) staying any proceedings, rights or remedies against or in respect of the Debtors, the business and property of the Debtors, the directors and officers of the Debtors in Canada, and the Information Officer; (iv) restraining the right of any person or entity to, among other things, discontinue or terminate any supply of products or services required by the Debtors in Canada; and (v) granting a super-priority charge over the Debtors’ property in Canada in favour of the Information Officer and its counsel, as security for their professional fees and disbursements incurred in respect of these proceedings, up to a maximum amount of \$200,000.

7. On March 19, 2019 and March 22, 2019, the US Court entered various orders (the “**March 19 & 22 Entered Orders**”) sought by the Debtors at their “second day hearing”, including but not limited to:
  - (a) an Order Authorizing the Employment and Retention of KCIC, LLC (“**KCIC**”) as Insurance and Valuation Consultant, *Nunc Pro Tunc* to the Petition Date (the “**KCIC Retention Order**”);
  - (b) an Order Authorizing the Debtors to Employ and Retain Richards, Layton & Finger, P.A. (“**RL&F**”) as Co-Counsel to the Debtors, *Nunc Pro Tunc* to the Petition Date (the “**RL&F Retention Order**”);
  - (c) an Order Authorizing Employment and Retention of Stikeman Elliott LLP (“**Stikeman**”) as Canadian Counsel, *Nunc Pro Tunc* to the Petition Date (the “**Stikeman Retention Order**”); and
  - (d) an Order Authorizing the Employment and Retention of Prime Clerk LLC (“**Prime Clerk**”) as Administrative Advisor *Nunc Pro Tunc* to the Petition Date (the “**Administrative Advisor Order**”).
8. On March 25, 2019, the US Court entered an Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals (the “**Interim Compensation & Reimbursement Order**”).
9. On March 26, 2019, the US Court entered an Order Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, and (IV) Maintain Their Bonding Program (the “**Final Insurance and Bonding Order**” and, together with the March 19 & 22 Entered Orders and the Interim Compensation & Reimbursement Order, the “**Second Day Orders**”).
10. On April 1, 2019, the US Court entered an Order Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC (“**A&M**”) as the Debtors’ financial advisor *nunc pro tunc* to the Petition Date (the “**A&M Retention Order**”).
11. On April 2, 2019, the US Court entered an Order Authorizing the Employment and Retention of Latham & Watkins LLP (“**Latham**”) as the Debtors’ bankruptcy co-counsel *nunc pro tunc* to the Petition Date (the “**L&W Retention Order**”).
12. On April 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to certain of the Second Day Orders, including the KCIC Retention Order, the RL&F Retention Order, the Stikeman Retention Order and the Administrative Advisor Order.

13. On April 4, 2019, the US Court entered an Order Authorizing the Employment and Retention of Neal, Gerber, & Eisenberg LLP ("**NGE**") as the Debtors' special insurance coverage and indemnification counsel *nunc pro tunc* to the Petition Date (the "**NGE Retention Order**").
14. On April 24, 2019, the US Court entered a final Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Check, 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 (the "**Final Cash Management Order**").
15. On May 21, 2019, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Willkie Farr & Gallagher LLP as special litigation and corporate counsel to the Official Committee of Tort Claimants (the "**Committee**") (the "**Willkie Farr & Gallagher Order**"); and
  - (b) Authorizing the Employment and Retention of Robinson & Cole LLP as counsel to the Committee (the "**Robinson & Cole Order**").
16. On May 22, 2019 and June 25, 2019, respectively, the US Court entered Orders Appointing M. Jacob Renick of M.J Renick & Associates LLC as Fee Examiner and Establishing Related Procedures for the Review of Applications of Retained Professionals (collectively, the "**Fee Examiner Orders**").
17. On May 24, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the A&M Retention Order, the L&W Retention Order, the NGE Retention Order and the Final Cash Management Order.
18. On June 3, 2019, the US Court entered an order appointing James L. Patton, Jr. as legal representative for future talc personal injury claimants (the "**FCR**") *nunc pro tunc* to the Petition Date (the "**FCR Order**").
19. On June 6, 2019, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Young, Conaway, Stargatt & Taylor LLP as attorneys for the FCR *nunc pro tunc* to the Petition Date (the "**Young Conaway Order**"); and
  - (b) Authorizing the Employment and Retention of Gilbert LLP ("**Gilbert**") as special insurance counsel to the Committee (the "**Gilbert Order**").



20. On June 12, 2019, the US Court entered an Order Authorizing the Employment and Retention of Ankura Consulting Group, LLC as claims evaluation and financial valuation consultants for the FCR *nunc pro tunc* to the Petition Date (the “**Ankura Order**”).
21. On June 25, 2019, the US Court entered an Order Authorizing the Employment and Retention of Legal Analysis Systems, Inc as tort liability consultant to the Committee (the “**Legal Analysis Systems Order**”);
22. On July 25, 2019, the US Court entered an Order (I) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim Other than With Respect to Talc Personal Injury Claims and (II) Approving Form and Manner of Notice Thereof (the “**Bar Date Order**”).
23. On August 7, 2019, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Ducera Partners LLC and Ducera Securities LLC (collectively, “**Ducera**”) as investment banker for the Committee (the “**Ducera Order**”); and
  - (b) Authorizing the Employment and Retention of GlassRatner Advisory & Capital Group, LLC as financial advisor to the Committee (the “**GlassRatner Order**”, and together with the Willkie Farr & Gallagher Order, the Robinson & Cole Order, the Gilbert Order, the Legal Analysis Systems Order and the Ducera Order, the “**Committee Professional Advisors Retention Orders**”).
24. Also on August 7, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Bar Date Order and the Fee Examiner Orders.
25. On August 16, 2019, the US Court entered an Order (A) Authorizing the Debtors to Assume Certain Unexpired Leases of Nonresidential Real Property and (B) Granting Related Relief (the “**Assumption of Leases Order**”).
26. On September 26, 2019, the US Court entered an Order Authorizing the Co-Retention of Ducera as investment banker for the Committee and the FCR (the “**Ducera Co-Retention Order**”).
27. On September 27, 2019, the US Court entered an Order Authorizing the Co-Retention of Gilbert as special insurance counsel for the FCR and the Committee (the “**Gilbert Co-Retention Order**”, and together with the Young Conaway Order, the Ankura Order and the Ducera Co-Retention Order, the “**FCR Professional Advisors Retention Orders**”). Also on September 27, 2019, the US Court entered an Order Approving the Stipulated Protective Order (the “**Stipulated Protective Order**”), which would govern the disclosure of information and documents, including testimony and transcripts, in connection with the Chapter 11 Proceedings.

28. On October 28, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the FCR Order, the FCR Professional Advisors Retention Orders, the Committee Professional Advisors Retention Orders, the Assumption of Leases Order, and the Stipulated Protective Order.
29. On November 22, 2019, the US Court entered an Order (I) Authorizing Implementation of a Key Employee Retention Program, (II) Approving the Terms of the Debtors' Key Employee Retention Program, and (III) Granting Related Relief (the "**KERP Order**").
30. On November 22, 2019, the US Court also entered an Order (I) Establishing a Bar Date for Indirect Talc Claims and Related Procedures for Filing Proofs of Claim for Indirect Talc Claims and (II) Approving Form and Manner of Notice Thereof (the "**Indirect Talc Claims Bar Date Order**").
31. On December 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the KERP Order and Indirect Talc Claims Bar Date Order.
32. On March 9, 2020, the US Court granted an order (the "**Non-Debtor Professional Fee Stipulation Order**") approving a stipulation (the "**ITC Stipulation**") and agreement permitting ITC to make payments to ITA for the fees and expenses of professionals retained by the Committee and the fees and expenses of professionals retained by the FCR.
33. On April 1, 2020, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Non-Debtor Professional Fee Stipulation Order.
34. The primary purpose of the Chapter 11 Proceedings is to confirm a plan of reorganization pursuant to the Bankruptcy Code that channels all present and future talc personal injury claims (the "**Talc Personal Injury Claims**") against the Debtors to a trust so that the Debtors can emerge from these restructuring proceedings free of historic talc-related liabilities.
35. Richter, in its capacities as Proposed Information Officer and Information Officer, has previously provided the Canadian Court with six reports (the "**Prior Reports**"). The Prior Reports, copies of the orders granted by the Canadian Court and other material documents pertaining to the Recognition Proceedings are available on the Information Officer's website at <http://www.richter.ca/insolvencycase/imerys-talc-canada-inc>. As well, there is a link on the Information Officer's website to the Debtors' restructuring website maintained by Prime Clerk, which includes copies of the US Court materials and orders, notices and additional information in respect of the Chapter 11 Proceedings.

## II. PURPOSE OF REPORT

36. The purpose of this seventh report (the “**Seventh Report**”) of the Information Officer is to provide the Canadian Court with information concerning:
- (a) the motion of the Foreign Representative returnable July 3, 2020, for recognition in Canada of the Bidding Procedures Order and the PJT Retention Order (each as hereinafter defined).
  - (b) an update on other matters relating to the Chapter 11 Proceedings;
  - (c) an update on matters relating to ITC; and
  - (d) the activities of the Information Officer since the sixth report dated March 28, 2020.

## III. TERMS OF REFERENCE

37. In preparing this Seventh Report, the Information Officer has relied solely on information and documents provided by the Debtors and their advisors, including unaudited financial information, declarations and affidavits of the Debtors’ executives and other information provided in the Chapter 11 Proceedings (collectively, the “**Information**”). In accordance with industry practice, except as otherwise described in the Seventh Report, Richter has reviewed the Information for reasonableness, internal consistency, and use in the context in which it was provided. However, Richter has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Auditing Standards (“**GAAS**”) pursuant to the *Chartered Professional Accountant of Canada Handbook* and, as such, Richter expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
38. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.
39. Capitalized terms not otherwise defined herein are as defined in the motion materials, including the affidavit of Anthony Wilson, Treasurer and Director of Finance, sworn on June 29, 2020 (the “**June 29 Wilson Affidavit**”) and filed in support of the Foreign Representative’s motion. This Seventh Report should be read in conjunction with the June 29 Wilson Affidavit, as certain information contained in the June 29 Wilson Affidavit has not been included herein in order to avoid unnecessary duplication.

## IV. ORDERS OF THE US COURT FOR WHICH RECOGNITION IS SOUGHT

### Bidding Procedures Order

40. The background to the Bidding Procedures Order is detailed in the *Joint Chapter 11 Plan of Reorganization of Imerys Talc America, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code*, which was filed with the US Court on May 15, 2020 (the “**Plan**”) and the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Imerys Talc America, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* which was filed on May 15, 2020 (the “**Disclosure Statement**”). It is further summarized in the June 29 Wilson Affidavit, and, to avoid duplication, is not summarized further in this Seventh Report other than as necessary to give context for the Information Officer’s position on the within motion.<sup>1</sup>
41. In brief, the Plan filed by the Debtors provides the foundation for a resolution of the Chapter 11 Proceedings and the within Recognition Proceedings, and includes a settlement (the “**Imerys Settlement**”) by and among the Debtors, the Committee, the FCR, Imerys Talc Italy S.p.A. and the Non-Debtor Affiliates (together, the “**Plan Proponents**”). The Plan, if approved, would resolve the historic talc-related liabilities that drove the Chapter 11 Proceedings. The Imerys Settlement will be ratified by the Plan.
42. The Plan contemplates that Talc Personal Injury Claims will be channeled by permanent injunction to a trust (the “**Talc Personal Injury Trust**”) established under sections 524(g) and 105(a) of the US Bankruptcy Code.
43. As part of the Imerys Settlement, as incorporated into the Plan, the Debtors will commence a process to sell substantially all of their assets (one notable exception being assets already earmarked to be contributed to the Talc Personal Injury Trust) pursuant to the Bidding Procedures Order and an order approving such sale. The sales process is intended to provide an opportunity to realize additional funding for the benefit of the Debtors and the Talc Personal Injury Trust, as the sale proceeds will be contributed to the Talc Personal Injury Trust.
44. On May 15, 2020, the motion to approve Orders (I)(A) Establishing Bidding Procedures, Assumption and Assignment Procedures, and Stalking Horse Procedures for Sale of Substantially All Assets, (B) Scheduling Auction and Sale Hearing, and (C) Approving Form and Manner of Notice Thereof, (II) Approving Sale of Substantially All Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief (the “**Proposed Bidding Procedures Order**”) was filed in the US Court, which contemplates:

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<sup>1</sup> The information contained in this Seventh Report is a summary and is not intended to be relied upon as a full description of the Plan. The Information Officer encourages interested parties to review the Plan and the Disclosure Statement for full details.

- (a) authorizing and approving procedures for the sale of all or substantially all of the Debtors' assets;
  - (b) establishing procedures for the assumption and assignment of executory contracts and unexpired leases and the determination of the Cure Amounts (as defined in the Bidding Procedures Order);
  - (c) establishing procedures in connection with the selection of a Stalking Horse Bidder (as defined in the Bidding Procedures Order), if any, and protections to be afforded thereto;
  - (d) scheduling an auction of the Assets;
  - (e) scheduling a hearing to consider approval of any Sale;
  - (f) approving the form and manner of notice of all procedures, protections, schedules, and agreements; and
  - (g) granting related relief.
45. The Proposed Bidding Procedures Order was developed in consultation with, among others, the Committee and the FCR.
46. The US Trustee had informal comments on the Proposed Bidding Procedures Order, which were resolved by the Debtors. An amended Bidding Procedures Order (the "**Bidding Procedures Order**") incorporating the US Trustee's comments was filed with the US Court on June 26, 2020.
47. The key dates and timelines pursuant to the Bidding Procedures Order are as follows:

Date	Activity
July 17, 2020 at 4:00 pm (EST)	Indication of Interest Deadline
July 24, 2020 at 4:00 pm (EST)	Deadline to select Potential Bidders
August 28, 2020 at 4:00 pm (EST)	Deadline to select Stalking Horse Bidder, if any
September 24, 2020 at 4:00 pm (EST)	Bid Deadline
September 29, 2020 at 10:00 am (EST)	Auction (if necessary)
October 14, 2020 at 10:00 am (EST)	Sale Hearing
Within fourteen (14) business days from entry of the Sale Order	Hearing in Recognition Proceedings to recognize the Sale Order

48. The assets of ITC are included in the sales process and could be sold separately or together with some or all of the assets of the other Debtors.

49. As noted in the June 29 Wilson Affidavit, Imerys S.A. and the Non-Debtor Affiliates are not prohibited from participating in the sales process but will not be designated as stalking horse bidders or entitled to any bid protections.
50. It is a condition precedent to the Plan that the Bidding Procedures Order be recognized by the Canadian Court. The US Court entered the Bidding Procedures Order on June 30, 2020.
51. Certain of the historical excess insurers (the "**Cyprus Historical Excess Insurers**") filed an objection to the Bidding Procedures Order on the grounds that, among other things, the assets subject to the sale are not sufficiently clearly identified. The US Court overruled the objection at the June 30 hearing and the Bidding Procedures Order was granted.
52. Based on the cashflow forecast provided to the Information Officer by the Debtors in March 2020 in support of the ITC Stipulation, ITC is projected to have sufficient liquidity through to at least November 2020. The Information Officer has requested an updated forecast from the Debtors and will report further to the Canadian Court on any material variances or concerns.
53. In the view of the Information Officer, the recognition of the Bidding Procedures Order in Canada is appropriate as:
  - (a) the Bidding Procedures Order affects the property of ITC;
  - (b) the Plan, an essential step in the Chapter 11 Proceedings which will affect all Debtors, requires the Bidding Procedures Order be recognized by the Canadian Court; and
  - (c) recognition will help coordinate these proceedings in the U.S. and Canada.

#### **PJT Retention Order**

54. The Debtors are seeking the recognition of an order, among other things, authorizing the retention of PJT Partners LP ("**PJT**") as investment banker to the Debtors, *nunc pro tunc* to November 7, 2019, which was entered by the US Court on February 25, 2020 (the "**PJT Retention Order**").
55. PJT was initially retained by the Debtors on or about November 7, 2019 to assist the Debtors with their evaluation of a potential sale, merger, or other disposition of all or a portion of their assets, and has been so assisting the Debtors since that time.

56. The Information Officer understands that PJT is one of the industry's leading advisors to companies and creditors in a variety of complex restructurings and bankruptcies. The partners and members of PJT's Restructuring and Special Situations Group have assisted and advised in numerous Chapter 11 cases.
57. The services provided by PJT are intended to complement, and not duplicate, the services to be rendered by any other professional retained by the Debtors in the Chapter 11 Proceedings.
58. PJT will be paid a transaction fee equal to the greater of (i) 1.25% of Transaction Value and (ii) \$2.75M (the "**Transaction Fee**"). PJT must file a fee statement with the Court at the earlier of (a) the consummation of the applicable transaction and (b) the consummation of a Chapter 11 Plan, in each case, subject to subsequent approval by the Court. PJT shall be paid 80% of the Transaction Fee 10 days after filing a fee statement with the Court. Any portion of the Transaction Fee subject to an objection filed with the Court shall not be payable to PJT until such objection has been resolved. The remaining 20% will be payable in accordance with PJT's interim or final fee application.
59. PJT is in the process of executing the sales process contemplated by the Bidding Procedures Order, which services will help the Debtors maximize the value of their estates.
60. The US Court entered the PJT Retention Order on February 25, 2020 without hearing as no objection was filed prior to the objection deadline.
61. In the view of the Information Officer, the recognition of the PJT Order in Canada is appropriate as PJT has been providing services to all the Debtors in connection with their role, all of which potentially affect ITC and Canadian creditors.

## **V. UPDATE ON CERTAIN OTHER MATTERS IN THE CHAPTER 11 PROCEEDINGS**

### **Claims Process Update**

62. On August 7, 2019, the Canadian Court recognized the Bar Date Order, which established October 15, 2019 as the date by which all entities, except as otherwise provided therein, and expressly excluding Talc Personal Injury Claims, must file proofs of claim in the Chapter 11 Proceedings.
63. On December 3, 2019, this Court recognized the Indirect Talc Claims Bar Date Order, which established January 9, 2020 as the date by which all persons or entities that wish to assert Indirect Talc Claims (as defined in the Prior Reports) against the Debtors must file a proof of claim in the Chapter 11 Proceedings.

64. On February 28, 2020, the Debtors filed the First Omnibus (Non-Substantive) Objection to Amended Claims and Duplicative Claims (the “**First Claims Objection**”). The First Claims Objection seeks to disallow, expunge, and/or modify certain amended or duplicative claims identified in the Claims Objection (the “**Disputed Claims**”).
65. The Debtors assert that failure to disallow the Disputed Claims will result in the applicable claimants receiving an unwarranted double recovery against the Debtors’ estates, to the detriment of other unsecured creditors in the Chapter 11 Proceedings.
66. On March 26, 2020, the Debtors filed a form of Order sustaining the First Claims Objection under the certification of counsel.
67. On May 29, 2020, the Debtors filed:
  - (a) a second omnibus (substantive) objection to certain no liability claims and overstated claims (the “**Second Claims Objection**”), seeking authority to disallow and/or modify certain claims identified in the Second Claims Objection;
  - (b) a third omnibus (non-substantive) objection to amended claims (the “**Third Claims Objection**”), seeking authority to disallow, expunge, and/or modify amended claims, identified in the Third Claims Objection, which were superseded by subsequently filed proofs of claim; and
  - (c) a motion (the “**Classification Motion**”) seeking (i) confirmation of the classification of certain claims filed in the Chapter 11 Proceedings as “Talc Personal Injury Claims” under the Plan (which Plan is detailed below) and (ii) authorization to expunge such Filed Talc Claims (as defined in the Classification Motion) from the claims register upon the Effective Date of the Plan.
68. All Allowed Non-Talc Claims other than Non-Debtor Intercompany Claims are expected to be paid in full under the Plan, which includes Allowed Non-Talc Claims other than Non-Debtor Intercompany Claims filed against ITC.
69. The Plan contemplates that all Talc Personal Injury Claims will be channeled to the Talc Personal Injury Trust (as defined below), where they will be resolved pursuant to the Trust Distribution Procedures. The effect of the treatment and resolution of these Talc Personal Injury Claims is detailed in the June 29 Wilson Affidavit.

### **The Plan and Disclosure Statement**

70. As noted above, the Debtors have filed the Plan and Disclosure Statement with the US Court on May 15, 2020. Additional details on the Plan and the Disclosure Statement, including the Talc Personal Injury Trust and the treatment of various creditor classes, are discussed extensively in the June 29 Wilson and not repeated herein.



71. In addition to the sales process described above, the Information Officer has summarized certain of the other features of the Plan which affect ITC and its stakeholders:
- (a) Treatment of Claims Filed Against ITC - Claims of Canadian-based creditors, other than (i) Talc Personal Injury Claims; (ii) intercompany claims from non-Debtor affiliates; and (iii) equity claims, as detailed in the June 29 Wilson Affidavit, will be unimpaired, and satisfied in full under the Plan. Canadian-based creditors with intercompany claims from non-Debtor affiliates and equity claims will be deemed to have consented to their treatment as Plan Proponents. Canadian-based creditors with Talc Personal Injury Claims will be treated in the same way as US-based creditors with Talc Personal Injury Claims.
  - (b) ITC Stipulation - Pursuant to the ITC Stipulation, ITC had been granted with superpriority administrative expense status (the "**ITC Stipulated Claim**") against ITA on account of payments made by ITC to ITA for the fees and expenses of professionals retained by the Committee and the FCR. In accordance with, and furtherance of, the terms of the Non-Debtor Professional Fee Stipulation Order, any ITC Stipulated Claim against ITA shall be (i) automatically disallowed upon entry of an order confirming the Plan and (ii) deemed discharged upon the effective date of the Plan.
  - (c) Joint Plan of Reorganization – The Plan is being proposed as a joint plan of reorganization of the Debtors for administrative purposes only and constitutes a separate Chapter 11 Plan of Reorganization for each of ITC, ITA and ITV (and potentially, ITI). The Plan is not premised upon the substantive consolidation of the Debtors with respect to the classes or interests set forth in the Plan.
72. Effectiveness of the Plan remains subject to the satisfaction or waiver of certain conditions precedent specified in the Plan, including the Plan Confirmation Order being a Final Order (as defined in the Plan), the Canadian Court issuing a recognition order in respect of the Plan Confirmation Order on the terms specified in the Plan, and the transactions contemplated by the Talc Personal Injury Trust have been consummated. Based on discussions with the Debtors' professional advisors, the Information Officer understands the Debtors are currently targeting to consummate the Plan and the transactions contemplated thereby before the end of 2020, with the current deadline for the hearing to confirm the Plan on or about October 21, 2020.
73. The Information Officer expects to provide further information to the Canadian Court in respect of the Plan when the Foreign Representative seeks recognition of an Order of the US Court confirming the Plan.

## **VI. UPDATE ON CERTAIN MATTERS RELATING TO IMERY'S TALC CANADA INC.**

### **Cash Flows**

74. Subsequent to the granting of the Supplemental Order, the Debtors have provided reporting to the Information Officer with respect to the cash flows of ITC. For the 18-week period from March 21, 2020 to June 19, 2020, ITC had total cash receipts of approximately \$8.1 million (as compared to forecast cash receipts of \$7.4 million) and total cash disbursements of \$12.7 million, including \$5.0 million paid to ITA as reimbursement of fees and expenses relating to professionals retained by the Debtors and the Non-Debtor Professional Fee Stipulation Order (as compared to forecast cash disbursements of \$16 million, including \$4.8 million paid to ITA), for a net cash outflow of \$4.6 million (as compared to forecast net cash outflow of \$8.6 million) over the period.
75. As at June 19, 2020, the Information Officer understands that ITC had approximately \$8.3 million of cash on hand, which includes balances held in ITC's accounts at SunTrust Bank pursuant to the Final Cash Management Order.

## **VII. ACTIVITIES OF THE INFORMATION OFFICER**

76. The activities of the Information Officer since the Sixth Report include:
- (a) responding to creditor inquiries regarding the Chapter 11 Proceedings and the Recognition Proceedings;
  - (b) communicating with the Debtors' advisors and the Information Officer's counsel regarding the status of matters related to the Chapter 11 Proceedings and the Recognition Proceedings;
  - (c) reviewing materials filed by various parties in the Chapter 11 Proceedings in connection with the Bidding Procedures Order and the PJT Retention Order;
  - (d) reviewing ITC's cash flow reporting and corresponding with A&M on same;
  - (e) attending before the Canadian Court for recognition of the Non-Debtor Professional Fee Stipulation Order;  
and
  - (f) preparing this Seventh Report.

## VIII. INFORMATION OFFICER'S RECOMMENDATION

77. Based on the Information received and reviewed to date, the Information Officer is of the view that it is reasonable to recognize the Bidding Procedures Order and the PJT Retention Order, and respectfully recommends that the Canadian Court grant the recognition order sought by the Foreign Representative.

All of which is respectfully submitted on this 30<sup>th</sup> day of June, 2020.

**Richter Advisory Group Inc.**  
**in its capacity as Information Officer of**  
**Imerys Talc America, Inc., Imerys Talc Vermont, Inc. and Imerys Talc Canada Inc.**  
**and not in its personal capacity**

Per:



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**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
Senior Vice President

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

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

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
PROCEEDING COMMENCED AT TORONTO

**SEVENTH REPORT OF THE INFORMATION OFFICER**  
June 30, 2020

**AIRD & BERLIS LLP**  
Barristers and Solicitors  
Brookfield Place  
Suite 1800, Box 754  
181 Bay Street  
Toronto, Ontario M5J 2T9  
Tel: 416.863.1500  
Fax: 416.865.1515

**Kathryn Esaw (LSO # 58264F)**  
Email: [kesaw@airdberlis.com](mailto:kesaw@airdberlis.com)

*Lawyers for the Information Officer, Richter Advisory  
Group Inc.*

# Appendix "I"

**RICHTER**

Richter Advisory Group Inc.  
181 Bay Street, 35<sup>th</sup> Floor  
Toronto, ON M5J 2T3  
[www.richter.ca](http://www.richter.ca)

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

**IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC.  
AND IMERYS TALC CANADA INC.**

**EIGHTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS INFORMATION OFFICER**

**October 31, 2020**

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

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

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

**AND IN THE MATTER OF IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC. AND  
IMERYS TALC CANADA INC.**

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

**EIGHTH REPORT OF THE INFORMATION OFFICER  
RICHTER ADVISORY GROUP INC.**

**OCTOBER 31, 2020**



## I. INTRODUCTION

1. On February 13, 2019 (the "**Petition Date**"), Imerys Talc America, Inc. ("**ITA**"), Imerys Talc Vermont, Inc. ("**ITV**") and Imerys Talc Canada Inc. ("**ITC**" and together with ITA and ITV, the "**Debtors**"), commenced voluntary reorganization proceedings (the "**Chapter 11 Proceedings**") in the United States Bankruptcy Court for the District of Delaware (the "**US Court**") by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "**Bankruptcy Code**").
2. Also on the Petition Date, the Debtors filed various motions for interim and/or final orders (the orders entered by the US Court in respect thereof, the "**First Day Orders**") in the Chapter 11 Proceedings to permit the Debtors to advance their reorganization. The First Day Orders included an order authorizing ITC to act as the foreign representative (in such capacity, the "**Foreign Representative**") of the Debtors for the within proceedings (the "**Foreign Representative Order**").
3. On February 14, 2019, the US Court granted the Foreign Representative Order and other First Day Orders.
4. On February 15, 2019, ITC, in its capacity as Foreign Representative, commenced an application before the Ontario Superior Court of Justice (Commercial List) (the "**Canadian Court**") pursuant to Part IV of the *Companies' Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) (the "**CCAA**").
5. On February 20, 2019, the Canadian Court granted an initial recognition order, *inter alia*: (i) declaring that ITC is a "foreign representative" as defined in section 45 of the CCAA; (ii) declaring that the Chapter 11 Proceedings are recognized as a "foreign main proceeding" under the CCAA; and (iii) granting a stay of proceedings against the Debtors in Canada. The Debtors' proceedings under the CCAA are referred to herein as the "**Recognition Proceedings**".
6. Also on February 20, 2019, the Canadian Court granted a supplemental order (the "**Supplemental Order**"), pursuant to section 49 of the CCAA, *inter alia*: (i) recognizing and giving full force and effect in Canada to certain of the First Day Orders; (ii) appointing Richter Advisory Group Inc. ("**Richter**") as the information officer (the "**Information Officer**") in respect of these proceedings; (iii) staying any proceedings, rights or remedies against or in respect of the Debtors, the business and property of the Debtors, the directors and officers of the Debtors in Canada, and the Information Officer; (iv) restraining the right of any person or entity to, among other things, discontinue or terminate any supply of products or services required by the Debtors in Canada; and (v) granting a super-priority charge over the Debtors' property in Canada in favour of the Information Officer and its counsel, as security for their professional fees and disbursements incurred in respect of these proceedings, up to a maximum amount of \$200,000.

7. On March 19, 2019 and March 22, 2019, the US Court entered various orders (the “**March 19 & 22 Entered Orders**”) sought by the Debtors at their “second day hearing”, including but not limited to:
  - (a) a final Order 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 (the “**Final Wages Order**”);
  - (b) an Order Authorizing the Employment and Retention of KCIC, LLC (“**KCIC**”) as Insurance and Valuation Consultant, Nunc Pro Tunc to the Petition Date (the “**KCIC Retention Order**”);
  - (c) an Order Authorizing the Debtors to Employ and Retain Richards, Layton & Finger, P.A. (“**RL&F**”) as Co-Counsel to the Debtors, Nunc Pro Tunc to the Petition Date (the “**RL&F Retention Order**”);
  - (d) an Order Authorizing Employment and Retention of Stikeman Elliott LLP (“**Stikeman**”) as Canadian Counsel, Nunc Pro Tunc to the Petition Date (the “**Stikeman Retention Order**”); and
  - (e) an Order Authorizing the Employment and Retention of Prime Clerk LLC (“**Prime Clerk**”) as Administrative Advisor nunc pro tunc to the Petition Date (the “**Administrative Advisor Order**”).
8. On March 25, 2019, the US Court entered an Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals (the “**Interim Compensation & Reimbursement Order**”).
9. On March 26, 2019, the US Court entered an Order Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, and (IV) Maintain Their Bonding Program (the “**Final Insurance and Bonding Order**”, and together with the March 19 & 22 Entered Orders and the Interim Compensation & Reimbursement Order, the “**Second Day Orders**”).
10. On April 1, 2019, the US Court entered an Order Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC (“**A&M**”) as the Debtors’ financial advisor *nunc pro tunc* to the Petition Date (the “**A&M Retention Order**”).
11. On April 2, 2019, the US Court entered an Order Authorizing the Employment and Retention of Latham & Watkins LLP as the Debtors’ bankruptcy co-counsel *nunc pro tunc* to the Petition Date (the “**L&W Retention Order**”).

12. On April 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to certain of the Second Day Orders, including the Final Wages Order, the KCIC Retention Order, the RL&F Retention Order, the Stikeman Retention Order and the Administrative Advisor Order.
13. On April 4, 2019, the US Court entered an Order Authorizing the Employment and Retention of Neal, Gerber, & Eisenberg LLP ("**NGE**") as the Debtors' special insurance coverage and indemnification counsel *nunc pro tunc* to the Petition Date (the "**NGE Retention Order**").
14. On April 24, 2019, the US Court entered a final Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Check, 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 (the "**Final Cash Management Order**").
15. On May 21, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Willkie Farr & Gallagher LLP as special litigation and corporate counsel to the Official Committee of Tort Claimants (the "**Committee**" or the "**TCC**") (the "**Willkie Farr & Gallagher Order**"); and
  - (b) Authorizing the Employment and Retention of Robinson & Cole LLP as counsel to the Committee (the "**Robinson & Cole Order**").
16. On May 22, 2019 and June 25, 2019, respectively, the US Court entered Orders Appointing M. Jacob Renick of M.J Renick & Associates LLC as Fee Examiner and Establishing Related Procedures for the Review of Applications of Retained Professionals (collectively, the "**Fee Examiner Orders**").
17. On May 24, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the A&M Retention Order, the L&W Retention Order, the NGE Retention Order and the Final Cash Management Order.
18. On June 3, 2019, the US Court entered an order appointing James L. Patton, Jr. as legal representative for future talc personal injury claimants (the "**FCR**") *nunc pro tunc* to the Petition Date (the "**FCR Order**").
19. On June 6, 2019, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Young, Conaway, Stargatt & Taylor LLP as attorneys for the FCR *nunc pro tunc* to the Petition Date (the "**Young Conaway Order**"); and

- (b) Authorizing the Employment and Retention of Gilbert LLP ("**Gilbert**") as special insurance counsel to the Committee (the "**Gilbert Order**").
20. On June 12, 2019, the US Court entered an Order Authorizing the Employment and Retention of Ankura Consulting Group, LLC as claims evaluation and financial valuation consultants for the FCR *nunc pro tunc* to the Petition Date (the "**Ankura Order**").
21. On June 25, 2019, the US Court entered an Order Authorizing the Employment and Retention of Legal Analysis Systems, Inc. as tort liability consultant to the Committee (the "**Legal Analysis Systems Order**").
22. On July 25, 2019, the US Court entered an Order (I) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim Other than With Respect to Talc Personal Injury Claims and (II) Approving Form and Manner of Notice Thereof (the "**Bar Date Order**").
23. On August 7, 2019, the US Court entered Orders:
- (a) Authorizing the Employment and Retention of Ducera Partners LLC and Ducera Securities LLC (collectively, "**Ducera**") as investment banker for the Committee (the "**Ducera Order**"); and
- (b) Authorizing the Employment and Retention of GlassRatner Advisory & Capital Group, LLC as financial advisor to the Committee (the "**GlassRatner Order**", and together with the Willkie Farr & Gallagher Order, the Robinson & Cole Order, the Gilbert Order, the Legal Analysis Systems Order and the Ducera Order, the "**Committee Professional Advisors Retention Orders**").
24. Also on August 7, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Bar Date Order and the Fee Examiner Orders.
25. On August 16, 2019, the US Court entered an Order (A) Authorizing the Debtors to Assume Certain Unexpired Leases of Nonresidential Real Property and (B) Granting Related Relief (the "**Assumption of Leases Order**").
26. On September 26, 2019, the US Court entered an Order Authorizing the Co-Retention of Ducera as investment banker for the Committee and the FCR (the "**Ducera Co-Retention Order**").
27. On September 27, 2019, the US Court entered an Order Authorizing the Co-Retention of Gilbert as special insurance counsel for the FCR and the Committee (the "**Gilbert Co-Retention Order**", and together with the Young Conaway Order, the Ankura Order and the Ducera Co-Retention Order, the "**FCR Professional Advisors Retention Orders**"). Also on September 27, 2019, the US Court entered an Order Approving the Stipulated

- Protective Order (the “**Stipulated Protective Order**”), which would govern the disclosure of information and documents, including testimony and transcripts, in connection with the Chapter 11 Proceedings.
28. On October 28, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the FCR Order, the FCR Professional Advisors Retention Orders, the Committee Professional Advisors Retention Orders, the Assumption of Leases Order, and the Stipulated Protective Order.
  29. On November 22, 2019, the US Court entered an Order (I) Authorizing Implementation of a Key Employee Retention Program, (II) Approving the Terms of the Debtors’ Key Employee Retention Program, and (III) Granting Related Relief (the “**KERP Order**”).
  30. On November 22, 2019, the US Court also entered an Order (I) Establishing a Bar Date for Indirect Talc Claims and Related Procedures for Filing Proofs of Claim for Indirect Talc Claims and (II) Approving Form and Manner of Notice Thereof (the “**Indirect Talc Claims Bar Date Order**”).
  31. On December 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the KERP Order and Indirect Talc Claims Bar Date Order.
  32. On February 25, 2020, the US Court entered an Order (I) Authorizing Employment and Retention of PJT Partners LLP as Investment Banker *Nunc Pro Tunc* to November 7, 2019 and (II) Waiving Certain Informational Requirements In Connection Therewith (the “**PJT Retention Order**”).
  33. On March 9, 2020, the US Court granted an order (the “**Non-Debtor Professional Fee Stipulation Order**”) approving a stipulation and agreement permitting ITC to make payments to ITA for the fees and expenses of professionals retained by the Committee and the fees and expenses of professionals retained by the FCR.
  34. On April 1, 2020, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Non-Debtor Professional Fee Stipulation Order.
  35. On June 30, 2020, the US Court entered Orders (I)(A) Establishing Bidding Procedures, Assumption and Assignment Procedures, and Stalking Horse Procedures for Sale of Substantially All Assets, (B) Scheduling Auction and Sale Hearing, and (C) Approving Form and Manner of Notice Thereof, (II) Approving Sale of Substantially All Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief (the “**Bidding Procedures Order**”).

36. On July 3, 2020, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Bidding Procedures Order and the PJT Retention Order.
37. The primary purpose of the Chapter 11 Proceedings is to confirm a plan of reorganization pursuant to the Bankruptcy Code that channels all present and future talc personal injury claims (the "**Talc Personal Injury Claims**") against the Debtors to a trust so that the Debtors can emerge from these restructuring proceedings free of historic talc-related liabilities.
38. Richter, in its capacities as Proposed Information Officer and Information Officer, has previously provided the Canadian Court with seven reports (the "**Prior Reports**"). The Prior Reports, copies of the orders granted by the Canadian Court and other material documents pertaining to the Recognition Proceedings are available on the Information Officer's website at <http://www.richter.ca/insolvencycase/imerys-talc-canada-inc>. As well, there is a link on the Information Officer's website to the Debtors' restructuring website maintained by Prime Clerk, which includes copies of the US Court materials and orders, notices and additional information in respect of the Chapter 11 Proceedings.

## II. PURPOSE OF REPORT

39. The purpose of this eighth report (the "**Eighth Report**") of the Information Officer is to provide the Canadian Court with information concerning:
  - (a) the motion of the Foreign Representative returnable November 3, 2020 for recognition in Canada of the Stalking Horse Order, the Ramboll Retention Order, the AIP Orders, and the Revised KEIP Order (each as hereinafter defined);
  - (b) an update on other matters relating to the Chapter 11 Proceedings;
  - (c) an update on matters relating to ITC; and
  - (d) the activities of the Information Officer since the seventh report (the "**Seventh Report**") dated June 30, 2020.

## III. TERMS OF REFERENCE

40. In preparing this Eighth Report, the Information Officer has relied solely on information and documents provided by the Debtors and their advisors, including unaudited financial information, declarations and affidavits of the Debtors' executives and other information provided in the Chapter 11 Proceedings (collectively, the "**Information**"). In accordance with industry practice, except as otherwise described in the Eighth Report, Richter

has reviewed the Information for reasonableness, internal consistency, and use in the context in which it was provided. However, Richter has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Auditing Standards (“GAAS”) pursuant to the *Chartered Professional Accountant of Canada Handbook* and, as such, Richter expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.

41. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.
42. Capitalized terms not otherwise defined herein are as defined in the motion materials, including the affidavit of Anthony Wilson, Treasurer and Director of Finance, sworn on October 29, 2020 (the “**October 29 Wilson Affidavit**”) and filed in support of the Foreign Representative’s motion. This Eighth Report should be read in conjunction with the October 29 Wilson Affidavit, as certain information contained in the October 29 Wilson Affidavit has not been included herein in order to avoid unnecessary duplication.

#### IV. ORDERS OF THE US COURT FOR WHICH RECOGNITION IS SOUGHT

##### Stalking Horse Order

43. On June 30, 2020, the US Court entered the Bidding Procedures Order, which, among other things, authorized the Debtors to exercise their business judgement, in consultation with the Consultation Parties (as defined in the Bidding Procedures Order), and with the consent of the TCC and the FCR, to (i) select and designate one or more Potential Bidders (as defined in the Bidding Procedures Order) to act as a stalking horse bidder for substantially all of the Debtors’ assets, (ii) negotiate the terms of, and enter into a stalking horse agreement, (iii) agree to certain bid protections for the benefit of such stalking horse bidder, subject to approval of the US Court following prior notice and an opportunity to object, and (iv) schedule an auction for the Debtors’ assets.
44. On October 13, 2020, the Debtors filed a notice (the “**Stalking Horse Notice**”) that, in accordance with the Bidding Procedures Order, designated Magris Resources Canada Inc. (“**Magris Resources**” or the “**Stalking Horse Bidder**”) as the Stalking Horse Bidder and the bid (the “**Stalking Horse Bid**”) submitted by Magris Resources as the Stalking Horse Bid. The Stalking Horse Notice also noted that the Debtors had executed an asset purchase agreement (the “**Stalking Horse Agreement**”) dated October 13, 2020 pursuant to which Magris Resources would acquire substantially all of the Debtors’ assets pursuant to section 363 of the Bankruptcy Code, subject to higher or otherwise better offers. The purchase price payable to the Debtors under the Stalking Horse Agreement (the “**Purchase Price**”) consists of (i) \$223,000,000 in cash consideration, and (ii) the assumption of the Assumed Liabilities (as defined in the Stalking Horse Agreement).

45. Pursuant to the Stalking Horse Agreement, and in accordance with the Bidding Procedures Order, the Debtors agreed to provide Magris Resources with the following bid protections, subject to approval by the US Court:
- (a) upon consummation of an Alternative Transaction (as defined in the Stalking Horse Agreement) by any Debtor, Magris Resources will be entitled to payment, which will have administrative expense priority, of (i) break-up fee of \$3,345,000 (1.5% of the cash consideration of the Purchase Price) and (ii) a reimbursement, not to exceed \$500,000, for reasonable and documented out-of-pocket costs and expenses incurred by Magris Resources in connection with the transactions contemplated by the Stalking Horse Agreement; and
  - (b) an initial minimum overbid amount of \$100,000.
46. The Debtors, with the reasonable consent of the TCC and the FCR, have determined a revised list of the remaining key dates for the Sale Process (as hereinafter defined) (the "**Modified Deadlines**"), each of which may be subject to further modification by the Debtors with the reasonable consent of the TCC and the FCR:

<b>Date</b>	<b>Activity</b>
November 2, 2020 at 4:00 pm (EST)	Sale Objection Deadline
November 10, 2020 at 4:00 pm (EST)	Bid Deadline
November 12, 2020 at 10:00 am (EST)	Auction (if necessary)
November 16, 2020 at 10:00 am (EST)	Sale Hearing
On or before November 30, 2020	Order in Canadian Proceeding to recognize the Sale Order

47. Pursuant to the Stalking Horse Notice, objections to the proposed Stalking Horse Order (as hereinafter defined) were to be filed and served by no later than October 27, 2020. The Debtors received no objection and on October 29, 2020, the US Court entered an Order (I) Approving the Debtors' Designation of Magris Resources Canada Inc. as Stalking Horse Bidder and Related Bid Protections and (II) Granting Related Relief (the "**Stalking Horse Order**"). The recognition of the Stalking Horse Order in Canada is appropriate as the Stalking Horse Agreement includes the sale of substantially all the Debtors' assets, including the property of ITC.

#### **Ramboll Retention Order**

48. On July 23, 2020, the US Court entered an Order authorizing the employment and retention of Ramboll US Corporation ("**Ramboll**") as Environmental Advisor *nunc pro tunc* to June 25, 2020 (the "**Ramboll Retention Order**").



49. In order to run an effective Sale Process, potential buyers must understand the Debtors' environmental risk profile, including potential contamination concerns, closure costs, and environmental compliance costs.
50. Ramboll has substantial experience in providing environmental management and advisory services for companies in complex situations. Ramboll is a recognized leader in assessing environmental issues for companies and has performed thousands of environmental assessments of industrial properties, commercial and residential developments, and hazardous waste sites. In particular, Ramboll has provided services to companies in various Chapter 11 cases, including companies that have operated mining assets.
51. Pursuant to the engagement letter between Ramboll and the Debtors, dated June 24, 2020, Ramboll will be paid by the Debtors for the services at their customary hourly billing rates and in a manner that is consistent with the Debtors' other professionals. Ramboll will also seek reimbursement for all expenses incurred in connection with its provision of services in the Chapter 11 Proceedings.
52. The recognition of the Ramboll Retention Order in Canada is appropriate as Ramboll will be performing environmental assessments of the Debtors' properties, including ITC properties, and their services are essential to the sale of the Debtors' assets.

#### **AIP Orders**

53. On March 19, 2019, the Final Wages Order was entered by the US Court, which order was recognized by the Canadian Court on April 3, 2019. The Final Wages Order provides for the continuation of the Employee Incentive Programs, including the Annual Incentive Plan ("**AIP**"), with respect to "non-insider" employees of the Debtors but requires further US Court approval before any payments are made to "insiders" thereunder.
54. The AIP was implemented by the Debtors in 2012 following their acquisition by the Imerys group in 2011, and has been periodically revised to ensure alignment with the Debtors' business-wide objectives. Prior to the Petition Date, the Debtors made adjustments to the financial metrics utilized to calculate bonuses under the AIP for the 2019 year in order to maximize incentives in light of organizational changes and the Debtors' goals in connection with the impending bankruptcy filings. The structure of the AIP for 2020 remains the same as the 2019 AIP, with the exception of the applicable budgets in connection with the Finance Component (as hereinafter defined), which have been updated for the 2020 fiscal year.
55. Bonuses under the AIP measure overall performance in the fiscal year based on the following weighted objectives: (i) the Debtors' financial objectives, representing 60% of an eligible employee's AIP bonus (the "**Finance Component**") and (ii) safety objectives and the individual employee's personal performance objectives, representing 40% of an eligible employee's AIP bonus (the "**Personal Component**"). Each employee has a

maximum bonus that they can achieve under the AIP based on a designated percentage of such employee's base salary.

56. Bonuses under the Finance Component of the AIP are paid semi-annually based on the Debtors' actual results as compared to the corresponding budgets approved by each Debtors' respective board of directors, with mid-year bonus payments (the "**Mid-Year Bonus Payment**") measuring performance under the Finance Component for the first six months of the year, and year-end bonus payments measuring performance for the full year on a cumulative basis. For the avoidance of doubt, the Mid-Year Bonus Payment does not seek to pay any amounts earned under the Personal Component as such amounts are calculated in connection with an eligible employee's year-end bonus payments.
57. On April 9, 2020, the US Court entered into the Order Approving Ordinary Course Year-End Bonus Payments for Certain Employees Under Sections 105(1), 363, and 503 of the Bankruptcy Code (the "**Year-End AIP Order**") and on September 21, 2020, the US Court entered the Order Approving Ordinary Course Mid-Year Bonus Payment Under Sections 105(a), 363, and 503 of the Bankruptcy Code (the "**Mid-Year AIP Order**", and together with the Year-End AIP Order, the "**AIP Orders**").
58. The Year-End AIP Order approves year-end bonus payments under the 2019 AIP (the "**2019 Year-End Bonus Payments**") for two insiders (the "**2019 Eligible Employees**"). The 2019 Eligible Employees include (i) the General Manager of Talc North America, who also serves as a member of the board of directors and President of each of the Debtors (the "**President**") and (ii) the Director of Finance Talc America, who also serves as Treasurer of each of the Debtors (the "**Treasurer**"). The Information Officer understands that the 2019 Eligible Employees are also the KEIP Participants, as defined hereafter. In light of the KEIP, the KEIP Participants will not be eligible to participate in the 2020 AIP.
59. Under the 2019 AIP, the 2019 Eligible Employees received 2019 Year-End Bonus Payments in the amount of \$101,877 for the President and \$54,094 for the Treasurer. No amount was allocated to ITC for the 2019 Year-End Bonus Payments.
60. The Mid-Year AIP Order approves mid-year bonus payments under the 2020 AIP (the "**2020 Mid-Year Bonus Payment**") for one insider, the Director of Operations of ITC, who was appointed to ITC's board of directors in March 2020 (the "**2020 Eligible Employee**"). Under the 2020 AIP, the Eligible Employee is eligible to receive a 2020 Mid-Year Bonus Payment in the amount of \$10,962.70 Canadian dollars. The Information Officer understands that ITC will pay the entirety of the 2020 Mid-Year Bonus Payment.

61. The recognition of the AIP Orders in Canada is appropriate as the 2019 Eligible Employees perform services that benefit ITC and the 2020 Eligible Employee is employed by ITC.

#### **Revised KEIP Order**

62. On November 1, 2019, the Debtors filed a motion to (i) authorize the implementation of a key employee incentive program (the “**Original KEIP**”) and a key employee retention program (the “**KERP**”), (ii) approving the terms of the Debtors’ proposed KEIP and KERP, and (iii) granting related relief (the “**Original KEIP & KERP Motion**”).
63. On November 18, 2019, the United States Trustee for the District of Delaware (the “**UST**”) filed an objection to the Original KEIP (the “**UST KEIP Objection**”) on the grounds that the Original KEIP did not properly incentivize the participants. In light of the UST KEIP Objection, the Debtors ultimately adjourned the hearing on the KEIP portion of the Original KEIP & KERP Motion and postponed seeking approval of the Original KEIP. On November 22, 2019, the Court entered the KERP Order.
64. On May 18, 2020, the Debtors filed a supplement to the Original KEIP & KERP Motion setting forth certain modifications to the Original KEIP (the “**Revised KEIP**”) and on May 28, 2020, the Debtors filed a third supplemental declaration in support of the Revised KEIP. Subsequently, the UST filed a response stating that the Revised KEIP resolved the issues raised in the UST KEIP Objection.
65. The Original KEIP was developed in connection with the then-current status of the Chapter 11 Proceedings, which focused on incentivizing employees to maximize the value of the estates and to confirm a plan of reorganization. Given the entry of the Bidding Procedures Order, the Debtors have been largely focused on the sale and marketing of their assets (the “**Sale Process**”) over the last several months. Pending completion of a sale, and to maximize the value of their going concern business, the Debtors are of the view that KEIP Participants (as hereinafter defined) are appropriately incentivized in order to achieve this goal. Accordingly, the Debtors revised the Original KEIP to provide more challenging metrics to better align with the Sale Process.
66. The Information Officer notes that in developing the KEIP, the Debtors, in consultation with their financial advisor, A&M, took into consideration the Debtors’ existing compensation packages, including the existing bonus policy applicable to the KEIP Participants and the Debtors’ AIP. For the avoidance of doubt, the KEIP Participants will not be eligible to separately receive bonuses under the 2020 AIP.
67. The Revised KEIP is designed to incentivize key employees (the “**KEIP Participants**”) who have institutional knowledge and skills that are essential to the Debtors’ efforts to maximize value in the Chapter 11 Proceedings. In addition to their day-to-day responsibilities, the KEIP Participants will steer the Sale Process and marketing of the Debtors’ assets. As such, the success of the Sale Process will be significantly impacted by their efforts.

68. There are two KEIP Participants: (a) the President and (b) the Treasurer, both of whom have been directly involved in the Sale Process assisting with, among other things, developing sale and marketing materials for distribution to interested parties, responding to diligence inquiries, engaging in discussions and negotiations with PJT, participating in in-person site tours and management presentations with potential bidders, and communicating with the Debtors' creditors, employees, customers, trade vendors, and other business partners regarding the Sale Process and the implications thereof.
69. The Revised KEIP Order modifies the Original KEIP by replacing the restructuring milestones with a sliding-scale incentive payment tied to the net proceeds of a sale (the "**Sale Component**"), as well as certain operation goals with incentive payments that are identical to the bonuses each KEIP Participant would receive under the Debtors' existing AIP for 2020 (the "**AIP Component**").
70. The Sale Component is based on a percentage of net proceeds received in connection with a sale of the Debtors' assets (the "**Sale Proceeds**"). In order to be eligible to receive any payment with respect to the Sale Component, Sale Proceeds must exceed \$30 million. If the Sale Proceeds exceed \$30 million, the KEIP Participants will be eligible for incentive payments calculated based on a percentage of the Sale Proceeds that incrementally increases with higher Sale Process values, as outlined below:

Performance Level	Sales Proceeds	Payout (% of Incremental Proceeds)
Below Threshold	\$30 million or less	0%
Level 1	>\$30 million - \$50 million	0.1% above \$30 million
Level 2	>\$50 million - \$70 million	0.2% above \$50 million
Level 3	>\$70 million to \$90 million	0.3% above \$70 million
Level 4	>\$90 million to \$110 million	0.4% above \$90 million
Level 5	>\$110 million to \$130 million	0.5% above \$110 million
Level 6	>\$130 million to \$150 million	0.6% above \$130 million
Level 7	>\$150 million	0.7% above \$150 million

71. As noted in the table above, payouts in respect of the Sale Component are uncapped in order to motivate the KEIP Participants to achieve the maximum sale value possible, and will be allocated pro-rata based on each KEIP Participant's base salary.
72. The AIP Component will measure overall annual performance based on the aforementioned objectives, namely the Finance Component and the Personal Component as described above. Payments made to KEIP Participants on account of financial performance under the AIP Component will be made semi-annually. The maximum incentive payments under the AIP Component equal to 50% (with respect to the Treasurer) and 70% (with respect to the President) of their respective base salaries.

73. The maximum amount payable under the AIP Component of the KEIP would be \$267,367. If the Stalking Horse Bid with Magris Resources is consummated, the maximum amount payable under the Sale Component of the KEIP would be \$931,000. As such, and again, assuming the consummation of the Stalking Horse Bid, bonuses totaling approximately \$1,193,3367 may be payable under the KEIP to the KEIP Participants, of which approximately \$229,408 would be allocated to ITC as stated in the October 29 Wilson Affidavit. This allocation is based on (i) the quantity of talc produced by ITC as compared to the quantity of talc produced by the Debtors' operations on a consolidated basis (for the President) and (ii) ITC's sales as a percentage of the Debtors' total sales (for the Treasurer). However, as further noted in the October 29 Wilson Affidavit, the actual allocation of the amount payable by ITC in respect of the KEIP will not be known and finalized until a later date.
74. On June 1, 2020, the US Court entered the Revised KEIP Order. The recognition of the Revised KEIP Order in Canada is appropriate as the Revised KEIP Order provides the necessary incentives to the KEIP Participants to promote the Debtors' goal of maximizing the value of their assets, including the assets of ITC, as part of the Sale Process. The terms of the KEIP appear reasonable in the circumstances and consistent with market practice in insolvency proceedings.

## **V. UPDATE ON CERTAIN OTHER MATTERS IN THE CHAPTER 11 PROCEEDINGS**

75. The October 29 Wilson Affidavit includes an update on the material orders that have been entered in the Chapter 11 Proceedings since the Seventh Report, as well as an update on the status of the claims process, the Sale Process and the Debtors' efforts in arranging potential debtor-in-possession financing. The Information Officer will report further to the Canadian Court in respect of these matters should the Foreign Representative seek recognition by the Canadian Court of any of the orders entered by the US Court.

### **The Third Amended Plan and Third Amended Disclosure Statement**

76. Subsequent to filing of the Plan and Disclosure Statement on May 15, 2020 (the "**Original Plan**"), the Debtors filed the First Amended Plan, the Second Amended Plan, and the Third Amended Plan August 12, 2020, October 5, 2020 and October 16, 2020 respectively. The Debtors also filed the First Amended Disclosure Statement, the Second Amended Disclosure Statement and the Third Amended Disclosure Statement on the same dates.
77. In light of the Modified Deadlines and the Third Amended Plan, the Information Officer understands the Debtors are targeting to consummate the Third Amended Plan and the transactions contemplated thereby by March 2021. The US Court hearing to approve the Third Amended Disclosure Statement has been scheduled for November 16, 2020 at 10:00 am EST.

78. Based on the cashflow forecast provided to the Information Officer by the Debtors on October 21, 2020, ITC is projected to have sufficient liquidity through to at least April 2021.

## **VI. UPDATE ON CERTAIN MATTERS RELATING TO IMERY'S TALC CANADA INC.**

### **Cash Flows**

79. Subsequent to the granting of the Supplemental Order, the Debtors have provided reporting to the Information Officer with respect to the cash flows of ITC. For the 18-week period from June 20, 2020 to October 23, 2020, ITC had total cash receipts of approximately \$9.9 million (as compared to forecast cash receipts of \$6.2 million) and total cash disbursements of \$11.9 million, including \$3.7 million paid to ITA as reimbursement of fees and expenses relating to professionals retained by the Debtors and the Non-Debtor Professional Fee Stipulation Order (as compared to forecast cash disbursements of \$18.5 million, including \$6.9 million paid to ITA), for a net cash outflow of \$2.0 million (as compared to forecast net cash outflow of \$12.3 million) over the period.
80. As at October 23, 2020, the Information Officer understands that ITC had approximately \$6.3 million of cash on hand, which includes balances held in ITC's accounts at SunTrust Bank pursuant to the Final Cash Management Order.

## **VII. ACTIVITIES OF THE INFORMATION OFFICER**

81. The activities of the Information Officer since the Seventh Report include:
- (a) responding to creditor inquiries regarding the Chapter 11 Proceedings and the Recognition Proceedings;
  - (b) communicating with the Debtors' advisors and the Information Officer's counsel regarding the status of matters related to the Chapter 11 Proceedings, including the Stalking Horse selection, and the Recognition Proceedings;
  - (c) reviewing materials filed by various parties in the Chapter 11 Proceedings in connection with the Stalking Horse Order, the Ramboll Retention Order, the Revised KEIP Order, and the AIP Orders;
  - (d) reviewing ITC's cash flow reporting and corresponding with A&M on same;
  - (e) attending before the Canadian Court for recognition of the Bidding Procedures Order and the PJT Retention Order; and
  - (f) preparing this Eighth Report.

## VIII. INFORMATION OFFICER'S RECOMMENDATION

82. Based on the Information received and reviewed to date, the Information Officer is of the view that it is reasonable to recognize the Stalking Horse Order, the Ramboll Retention Order, the Revised KEIP Order, and the AIP Orders, and respectfully recommends that the Canadian Court grant the recognition order sought by the Foreign Representative.

All of which is respectfully submitted on this 31<sup>st</sup> day of October, 2020.

**Richter Advisory Group Inc.**  
**in its capacity as Information Officer of**  
**Imerys Talc America, Inc., Imerys Talc Vermont, Inc. and Imerys Talc Canada Inc.**  
**and not in its personal capacity**

Per:



---

**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
Senior Vice President

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED AND IN THE MATTER OF IMERY'S TALC AMERICA, INC., IMERY'S TALC VERMONT, INC., AND IMERY'S TALC CANADA INC. (THE "DEBTORS")  
APPLICATION OF IMERY'S TALC CANADA INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

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

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

Proceeding commenced at Toronto

**EIGHTH REPORT OF THE INFORMATION OFFICER  
OCTOBER 31, 2020**

**OSLER, HOSKIN & HARCOURT LLP**  
P.O. Box 50, 1 First Canadian Place  
Toronto, ON M5X 1B8

Kathryn Esaw (LSO# 58264F)  
Tel: 416.862.4905  
[kesaw@osler.com](mailto:kesaw@osler.com)

Chloe Nanfara (LSO# 79715G)  
Tel: 416.862.6578  
[cnanfara@osler.com](mailto:cnanfara@osler.com)

Fax: 416.862.6666

Lawyers for the Information Officer, Richter Advisory Group Inc.



# Appendix "J"

**RICHTER**

Richter Advisory Group Inc.  
181 Bay Street, 35<sup>th</sup> Floor  
Toronto, ON M5J 2T3  
[www.richter.ca](http://www.richter.ca)

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

**IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC.  
AND IMERYS TALC CANADA INC.**

**NINTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS INFORMATION OFFICER**

**November 23, 2020**

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

**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.**

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

**NINTH REPORT OF THE INFORMATION OFFICER  
RICHTER ADVISORY GROUP INC.**

**NOVEMBER 23, 2020**

## I. INTRODUCTION

1. On February 13, 2019 (the "**Petition Date**"), Imerys Talc America, Inc. ("**ITA**"), Imerys Talc Vermont, Inc. ("**ITV**") and Imerys Talc Canada Inc. ("**ITC**" and together with ITA and ITV, the "**Debtors**"), commenced voluntary reorganization proceedings (the "**Chapter 11 Proceedings**") in the United States Bankruptcy Court for the District of Delaware (the "**US Court**") by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "**Bankruptcy Code**").
2. Also on the Petition Date, the Debtors filed various motions for interim and/or final orders (the orders entered by the US Court in respect thereof, the "**First Day Orders**") in the Chapter 11 Proceedings to permit the Debtors to advance their reorganization. The First Day Orders included an order authorizing ITC to act as the foreign representative (in such capacity, the "**Foreign Representative**") of the Debtors for the within proceedings (the "**Foreign Representative Order**").
3. On February 14, 2019, the US Court granted the Foreign Representative Order and other First Day Orders.
4. On February 15, 2019, ITC, in its capacity as Foreign Representative, commenced an application before the Ontario Superior Court of Justice (Commercial List) (the "**Canadian Court**") pursuant to Part IV of the *Companies' Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) (the "**CCAA**").
5. On February 20, 2019, the Canadian Court granted an initial recognition order, *inter alia*: (i) declaring that ITC is a "foreign representative" as defined in section 45 of the CCAA; (ii) declaring that the Chapter 11 Proceedings are recognized as a "foreign main proceeding" under the CCAA; and (iii) granting a stay of proceedings against the Debtors in Canada. The Debtors' proceedings under the CCAA are referred to herein as the "**Recognition Proceedings**".
6. Also on February 20, 2019, the Canadian Court granted a supplemental order (the "**Supplemental Order**"), pursuant to section 49 of the CCAA, *inter alia*: (i) recognizing and giving full force and effect in Canada to certain of the First Day Orders; (ii) appointing Richter Advisory Group Inc. ("**Richter**") as the information officer (the "**Information Officer**") in respect of these proceedings; (iii) staying any proceedings, rights or remedies against or in respect of the Debtors, the business and property of the Debtors, the directors and officers of the Debtors in Canada, and the Information Officer; (iv) restraining the right of any person or entity to, among other things, discontinue or terminate any supply of products or services required by the Debtors in Canada; and (v) granting a super-priority charge over the Debtors' property in Canada in favour of the Information Officer and its counsel, as security for their professional fees and disbursements incurred in respect of these proceedings, up to a maximum amount of \$200,000.

7. On March 19, 2019 and March 22, 2019, the US Court entered various orders (the “**March 19 & 22 Entered Orders**”) sought by the Debtors at their “second day hearing”, including but not limited to:
  - (a) a final Order 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 (the “**Final Wages Order**”);
  - (b) an Order Authorizing the Employment and Retention of KCIC, LLC as Insurance and Valuation Consultant, Nunc Pro Tunc to the Petition Date (the “**KCIC Retention Order**”);
  - (c) an Order Authorizing the Debtors to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors, Nunc Pro Tunc to the Petition Date (the “**RL&F Retention Order**”);
  - (d) an Order Authorizing Employment and Retention of Stikeman Elliott LLP as Canadian Counsel, Nunc Pro Tunc to the Petition Date (the “**Stikeman Retention Order**”); and
  - (e) an Order Authorizing the Employment and Retention of Prime Clerk LLC (“**Prime Clerk**”) as Administrative Advisor Nunc Pro Tunc to the Petition Date (the “**Administrative Advisor Order**”).
8. On March 25, 2019, the US Court entered an Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals (the “**Interim Compensation & Reimbursement Order**”).
9. On March 26, 2019, the US Court entered an Order Authorizing Debtors to (I) Pay Their Prepetition Insurance Obligations, (II) Pay Their Prepetition Bonding Obligations, (III) Maintain Their Postpetition Insurance Coverage, and (IV) Maintain Their Bonding Program (the “**Final Insurance and Bonding Order**”, and together with the March 19 & 22 Entered Orders and the Interim Compensation & Reimbursement Order, the “**Second Day Orders**”).
10. On April 1, 2019, the US Court entered an Order Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC (“**A&M**”) as the Debtors’ financial advisor Nunc Pro Tunc to the Petition Date (the “**A&M Retention Order**”).
11. On April 2, 2019, the US Court entered an Order Authorizing the Employment and Retention of Latham & Watkins LLP as the Debtors’ bankruptcy co-counsel Nunc Pro Tunc to the Petition Date (the “**L&W Retention Order**”).

12. On April 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to certain of the Second Day Orders, including the Final Wages Order, the KCIC Retention Order, the RL&F Retention Order, the Stikeman Retention Order and the Administrative Advisor Order.
13. On April 4, 2019, the US Court entered an Order Authorizing the Employment and Retention of Neal, Gerber, & Eisenberg LLP as the Debtors' special insurance coverage and indemnification counsel Nunc Pro Tunc to the Petition Date (the "**NGE Retention Order**").
14. On April 24, 2019, the US Court entered a final Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Check, 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 (the "**Final Cash Management Order**").
15. On May 21, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Willkie Farr & Gallagher LLP as special litigation and corporate counsel to the Official Committee of Tort Claimants (the "**Committee**" or the "**TCC**") (the "**Willkie Farr & Gallagher Order**"); and
  - (b) Authorizing the Employment and Retention of Robinson & Cole LLP as counsel to the Committee (the "**Robinson & Cole Order**").
16. On May 22, 2019 and June 25, 2019, respectively, the US Court entered Orders Appointing M. Jacob Renick of M.J Renick & Associates LLC as Fee Examiner and Establishing Related Procedures for the Review of Applications of Retained Professionals (collectively, the "**Fee Examiner Orders**").
17. On May 24, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the A&M Retention Order, the L&W Retention Order, the NGE Retention Order and the Final Cash Management Order.
18. On June 3, 2019, the US Court entered an order appointing James L. Patton, Jr. as legal representative for future talc personal injury claimants (the "**FCR**") Nunc Pro Tunc to the Petition Date (the "**FCR Order**").
19. On June 6, 2019, the US Court entered Orders:
  - (a) Authorizing the Employment and Retention of Young, Conaway, Stargatt & Taylor LLP as attorneys for the FCR Nunc Pro Tunc to the Petition Date (the "**Young Conaway Order**"); and

- (b) Authorizing the Employment and Retention of Gilbert LLP as special insurance counsel to the Committee (the "**Gilbert Order**").
20. On June 12, 2019, the US Court entered an Order Authorizing the Employment and Retention of Ankura Consulting Group, LLC as claims evaluation and financial valuation consultants for the FCR Nunc Pro Tunc to the Petition Date (the "**Ankura Order**").
21. On June 25, 2019, the US Court entered an Order Authorizing the Employment and Retention of Legal Analysis Systems, Inc. as tort liability consultant to the Committee (the "**Legal Analysis Systems Order**").
22. On July 25, 2019, the US Court entered an Order (I) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim Other than With Respect to Talc Personal Injury Claims and (II) Approving Form and Manner of Notice Thereof (the "**Bar Date Order**").
23. On August 7, 2019, the US Court entered Orders:
- (a) Authorizing the Employment and Retention of Ducera Partners LLC and Ducera Securities LLC as investment banker for the Committee (the "**Ducera Order**"); and
- (b) Authorizing the Employment and Retention of GlassRatner Advisory & Capital Group, LLC as financial advisor to the Committee (the "**GlassRatner Order**", and together with the Willkie Farr & Gallagher Order, the Robinson & Cole Order, the Gilbert Order, the Legal Analysis Systems Order and the Ducera Order, the "**Committee Professional Advisors Retention Orders**").
24. Also on August 7, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Bar Date Order and the Fee Examiner Orders.
25. On August 16, 2019, the US Court entered an Order (A) Authorizing the Debtors to Assume Certain Unexpired Leases of Nonresidential Real Property and (B) Granting Related Relief (the "**Assumption of Leases Order**").
26. On September 26, 2019, the US Court entered an Order Authorizing the Co-Retention of Ducera as investment banker for the Committee and the FCR (the "**Ducera Co-Retention Order**").
27. On September 27, 2019, the US Court entered an Order Authorizing the Co-Retention of Gilbert as special insurance counsel for the FCR and the Committee (the "**Gilbert Co-Retention Order**", and together with the Young Conaway Order, the Ankura Order and the Ducera Co-Retention Order, the "**FCR Professional Advisors Retention Orders**"). Also on September 27, 2019, the US Court entered an Order Approving the Stipulated



- Protective Order (the "**Stipulated Protective Order**"), which would govern the disclosure of information and documents, including testimony and transcripts, in connection with the Chapter 11 Proceedings.
28. On October 28, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the FCR Order, the FCR Professional Advisors Retention Orders, the Committee Professional Advisors Retention Orders, the Assumption of Leases Order, and the Stipulated Protective Order.
  29. On November 22, 2019, the US Court entered an Order (I) Authorizing Implementation of a Key Employee Retention Program, (II) Approving the Terms of the Debtors' Key Employee Retention Program, and (III) Granting Related Relief (the "**KERP Order**").
  30. On November 22, 2019, the US Court also entered an Order (I) Establishing a Bar Date for Indirect Talc Claims and Related Procedures for Filing Proofs of Claim for Indirect Talc Claims and (II) Approving Form and Manner of Notice Thereof (the "**Indirect Talc Claims Bar Date Order**").
  31. On December 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the KERP Order and Indirect Talc Claims Bar Date Order.
  32. On February 25, 2020, the US Court entered an Order (I) Authorizing Employment and Retention of PJT Partners LLP ("**PJT**") as Investment Banker Nunc Pro Tunc to November 7, 2019 and (II) Waiving Certain Informational Requirements in Connection Therewith (the "**PJT Retention Order**").
  33. On March 9, 2020, the US Court granted an order (the "**Non-Debtor Professional Fee Stipulation Order**") approving a stipulation and agreement permitting ITC to make payments to ITA for the fees and expenses of professionals retained by the Committee and the fees and expenses of professionals retained by the FCR.
  34. On April 1, 2020, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Non-Debtor Professional Fee Stipulation Order.
  35. On April 9, 2020, the US Court entered into the Order Approving Ordinary Course Year-End Bonus Payments for Certain Employees Under Section 105(1), 363, and 503 of the Bankruptcy Code (the "**Year-End AIP Order**").
  36. On June 1, 2020, the US Court entered an Order (I) authorizing the implementation of the Revised KEIP, (II) approving the terms of the Revised KEIP, and (III) granting related relief (the "**Revised KEIP Order**").
  37. On June 30, 2020, the US Court entered Orders (I)(A) Establishing Bidding Procedures, Assumption and Assignment Procedures, and Stalking Horse Procedures for Sale of Substantially All Assets, (B) Scheduling Auction and Sale Hearing, and (C) Approving Form and Manner of Notice Thereof, (II) Approving Sale of

Substantially All Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief (the "**Bidding Procedures Order**").

38. On July 3, 2020, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Bidding Procedures Order and the PJT Retention Order.
39. On July 23, 2020, the US Court entered an Order authorizing the employment and retention of Ramboll US Corporation as Environmental Advisor Nunc Pro Tunc to June 25, 2020 (the "**Ramboll Retention Order**").
40. On September 21, 2020, the US Court entered the Order Approving Ordinary Course Mid-Year Bonus Payment Under Sections 105(a), 363, and 503 of the Bankruptcy Code (the "**Mid-Year AIP Order**", and together with the Year-End AIP Order, the "**AIP Orders**").
41. On October 29, 2020, the US Court entered an Order (I) Approving Debtors' Designation of Magris Resources Canada Inc. as Stalking Horse Bidder and Related Bid Protections and (II) Granting Related Relief (the "**Stalking Horse Order**").
42. On November 3, 2020, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Stalking Horse Order, the Ramboll Retention Order, the Revised KEIP Order, and the AIP Orders.
43. The primary purpose of the Chapter 11 Proceedings is to confirm a plan of reorganization pursuant to the Bankruptcy Code that channels all present and future talc personal injury claims (the "**Talc Personal Injury Claims**") against the Debtors to a trust so that the Debtors can emerge from these restructuring proceedings free of historic talc-related liabilities.
44. Richter, in its capacities as Proposed Information Officer and Information Officer, has previously provided the Canadian Court with eight reports (the "**Prior Reports**"). The Prior Reports, copies of the orders granted by the Canadian Court and other material documents pertaining to the Recognition Proceedings are available on the Information Officer's website at <http://www.richter.ca/insolvencycase/imerys-talc-canada-inc>. As well, there is a link on the Information Officer's website to the Debtors' restructuring website maintained by Prime Clerk, which includes copies of the US Court materials and orders, notices and additional information in respect of the Chapter 11 Proceedings.

## II. PURPOSE OF REPORT

45. The purpose of this ninth report (the “**Ninth Report**”) of the Information Officer is to provide the Canadian Court with information concerning:
- (a) the motion of the Foreign Representative returnable November 25, 2020 for recognition in Canada of the Sale Approval Order (as defined herein);
  - (b) an update on other matters relating to the Chapter 11 Proceedings;
  - (c) an update on matters relating to ITC; and
  - (d) the activities of the Information Officer since the eighth report (the “**Eighth Report**”) dated October 31, 2020.

## III. TERMS OF REFERENCE

46. In preparing this Ninth Report, the Information Officer has relied solely on information and documents provided by the Debtors and their advisors, including unaudited financial information, declarations and affidavits of the Debtors’ executives and other information provided in the Chapter 11 Proceedings (collectively, the “**Information**”). In accordance with industry practice, except as otherwise described in the Ninth Report, Richter has reviewed the Information for reasonableness, internal consistency, and use in the context in which it was provided. However, Richter has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Auditing Standards (“**GAAS**”) pursuant to the *Chartered Professional Accountant of Canada Handbook* and, as such, Richter expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
47. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.
48. Capitalized terms not otherwise defined herein are as defined in the motion materials, including the affidavit of Anthony Wilson, Treasurer and Director of Finance, sworn on November 20, 2020 (the “**November 20 Wilson Affidavit**”) and filed in support of the Foreign Representative’s motion. This Ninth Report should be read in conjunction with the November 20 Wilson Affidavit, as certain information contained in the November 20 Wilson Affidavit has not been included herein in order to avoid unnecessary duplication.

## IV. ORDERS OF THE US COURT FOR WHICH RECOGNITION IS SOUGHT

### Sale Approval Order

49. As detailed in the seventh report dated June 30, 2020, the Debtors retained PJT to commence a marketing process on May 15, 2020, for the sale of all or substantially all of the Debtors' assets, including those of ITC. In connection therewith, PJT contacted approximately 110 potential interested parties regarding the opportunity. This marketing process culminated in the Stalking Horse Agreement (as defined below) pursuant to which the Stalking Horse Bidder would acquire the Purchased Assets (subject to higher or otherwise better offers) for a purchase price of: (i) \$223,000,000 in cash consideration, and (ii) the assumption of certain liabilities.
50. The Bidding Procedures Order, which was granted by the US Court on June 30, 2020 and recognized by the Canadian Court on July 3, 2020, sought to establish rules for potential interested parties to bid on the Purchased Assets and to participate in an auction, should any bidders, in addition to the Stalking Horse Bidder, submit a "Qualified Bid". Pursuant to the Bidding Procedures Order, the Debtors established a bid deadline of November 10, 2020 (the "**Bid Deadline**") and scheduled an auction date of November 12, 2020 (if necessary).
51. The key aspects of the marketing process undertaken by PJT, on behalf of the Debtors with respect to the Debtors' assets, and its results are summarized as follows:
  - (a) 50 parties executed confidentiality agreements and were granted access to the confidential information presentation, which contained significant diligence and other confidential information about the Debtors' business, a business performance update presentation, a supplemental financial and business information package, and due diligence sessions with PJT;
  - (b) on July 17, 2020, the date of the Indication of Interest deadline, PJT received non-binding indications of interest (an "**IOI**") from 25 parties (the "**Interested Parties**");
  - (c) of the 25 Interested Parties, the Debtors, with the consent of the Committee and the FCR, designated 17 Interested Parties as Potential Bidders (as defined in the Bidding Procedures Order), granting such parties additional access to diligence materials, including an electronic data room, updated financial information and additional due diligence sessions;
  - (d) on August 21, 2020, 13 Potential Bidders submitted a check-in bid, either revising or resubmitting their initial IOI and reaffirming their interest in continuing the diligence process. After check-in bids were submitted, the Debtors and their advisors continued to focus their sale and marketing efforts on the Potential Bidders remaining in the process with an aim of encouraging the submission of binding, qualified bids on or before the Bid Deadline;

- (e) the Debtors, in consultation with their advisors, the Committee and the FCR, determined that it would be beneficial to the sale process and potentially maximize the value of the Debtors' assets to pursue negotiations with parties interested in serving as a Stalking Horse Bidder;
  - (f) on October 12, 2020, the Debtors' board approved the designation of Magris Resources Canada Inc. ("**Magris Resources**") as the Stalking Horse Bidder, and approved the Debtors' entry into the Asset Purchase Agreement (as defined herein), subject to higher and/or better bids in accordance with the Bidding Procedures;
  - (g) on October 13, 2020, the Debtors and Magris Resources executed that certain Asset Purchase Agreement, as amended on October 27, 2020 (and as further amended, modified, or otherwise supplemented from time to time, the "**Asset Purchase Agreement**" of the "**Stalking Horse Agreement**"), for the sale of the Purchased Assets pursuant to section 363 of the Bankruptcy Code (the "**Sale**");
52. The Information Officer understands that the Debtors did not receive any "Qualified Bids" for the Debtors' assets by the Bid Deadline (other than the Qualified Bid of the Stalking Horse Bidder) and, on November 11, 2020, the Debtors filed Notice of Auction Cancellation and Successful Bidder, which notice designated Magris Resources as the "Successful Bidder" (hereinafter referred to as the "**Purchaser**"). The notice also designated the Stalking Horse Agreement as the "Successful Bid".
53. The Bidding Procedures Order also established procedures for notice and to determine cure amounts for contracts and leases to be assumed and assigned in connection with any sale transaction (the "**Assignment and Assumption Procedures**"). In accordance with the Bidding Procedures Order, the Debtors filed with the US Court a Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, which the Debtors with additional notices filed with the US Court on August 28, 2020 and October 28, 2020, respectively, (collectively, the "**Assumption Notice**"), identifying the contracts and leases that may be assumed and assigned in connection with the Sale, and the cure cost with respect to each listed contract and lease.
54. In accordance with the Assignment and Assumption Procedures, the Debtors were permitted to add or remove a contract or lease listed on the Assumption Notice, provided that if a contract or lease is added or a cure cost amount modified, additional notice would be provided to the applicable counterparty to enable that counterparty to object.
55. The Assignment and Assumption Procedures are similar to those typically undertaken in Canadian proceedings. All contractual counterparties were provided with adequate notice of the potential assignment and the suggested cure cost amount and had an opportunity to object to same.
56. On November 13, 2020, pursuant to the Bidding Procedures Order, the Debtors filed a Notice of Selected Contracts, which identified the Selected Contracts (as defined in the Bidding Procedures Order) that the Debtors

- were seeking authority to assume and assign at the Sale Hearing. There are approximately 129 contracts of ITC listed on the Notice of Selected Contracts. Pursuant to the Asset Purchase Agreement, Magris Resources may remove any contract or other agreement from the Assumed Agreements and Leases Schedule (as defined in the Asset Purchase Agreement) up to three days prior to the Closing (as defined in the Asset Purchase Agreement). If Magris Resources exercises this right, the removed contract or agreement will no longer be a Selected Contract.
57. On November 12, 2020, the Debtors filed the Declaration of Matthew Fenton, the President and CEO of Magris Resources, in Support of the Sale Motion (the "**Fenton Declaration**"). The Fenton Declaration sets out the financial wherewithal, willingness and ability of Magris Resources to perform under the purchased contracts assigned to it pursuant to the Asset Purchase Agreement. On the same day, the Debtors filed the declaration of Phillip Smith, a director in the Strategic Advisory Group at PJT, and the declaration of Kevin P. Collins, CFA, independent director of the Debtors, both in support of the Sale.
58. The Debtors received a number of formal and informal responses/objections in respect of the Sale Motion (as defined herein), which were listed in entirety in Exhibit A to the Amended Agenda filed on November 13, 2020 (Docket Number 2518). These formal and informal responses included, but were not limited to:
- (a) objections/reservation of rights by certain counterparties to contracts or leases included on the Assumption Notice;
  - (b) limited objection filed by Sheldon Independent School District; and
  - (c) informal comments from GFG Resources Inc. ("**GFG**").
59. The Information Officer understands that the Debtors received objections in respect of the Sale Motion by United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union and Infor Global Solutions (Michigan), Inc., both counterparties to contracts with ITC. Such objections were resolved pursuant to the Sale Approval Order.
60. A mining lease and sublease by and between ITC's predecessor and Alcan Cable (Canada) Inc. ("**Alcan**") was also included in the Assumption Notice (the "**Mining Lease**"). GFG is a successor-in-interest to Alcan and is the current tenant under the Mining Lease. Section 11.2 of the Mining Lease grants GFG a right of first refusal in the event ITC engages in certain types of transactions, including transactions contemplated by the Sale. GFG asserted that it had a right of first refusal with respect to the Sale.
61. In order to consensually resolve concerns related to GFG's potential right of first refusal without the need of further litigation, on November 4, 2020, ITC entered into a letter agreement with GFG (the "**Letter Agreement**"). Pursuant to the Letter Agreement, (i) GFG has agreed to, among other things, waive any right of first refusal it may have asserted as it applies to the Sale contemplated pursuant to the Sale Approval Order, and (ii) ITC has

agreed to, among other things, pay GFG a total of \$250,000 in exchange for GFG's agreement on terms described in the Letter Agreement (which includes GFG's agreement to enter into a certain First Amendment to the Mining Lease (the "**First Amendment**"). Pursuant to the Letter Agreement, ITC is hereby authorized to pay GFG a total of \$250,000, which shall be due and payable upon the earlier of (i) the Sale closing, (ii) the Debtors' emergence from Chapter 11 Proceedings, or (iii) December 31, 2021.

62. The implications of the Letter Agreement are reflected in the Sale Approval Order. A copy of the Letter Agreement and First Amendment were filed on November 11, 2020 (Docket Number 2495).
63. On November 16, 2020, the US Court heard the Debtors' motion (the "**Sale Motion**") for entry of an Order (I) Approving Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief (the "**Sale Approval Order**"), and on November 17, 2020, the US Court granted the relief sought by the Debtors and entered the Sale Approval Order, which, *inter alia*:
- (a) authorized and approved the sale of the Purchased Assets (as defined in the Asset Purchase Agreement) to the Purchaser pursuant to the Asset Purchase Agreement, free and clear of all liens, claims, interests and encumbrances, except certain permitted encumbrances and assumed liabilities as determined by the Debtors and the Purchaser; and
  - (b) authorized the assumption and assignment of certain Assumed Agreements and Assumed Real Property Leases (each as defined in the Asset Purchase Agreement) in connection with the Sale.
64. The Information Officer was named as a consultation party in the bidding procedures and as such was consulted by the Debtors on milestone decisions such as identifying the Stalking Horse Bidder and seeking approval of the Sale to Magris Resources. The Information Officer received regular updates from the Debtors' professionals with respect to the status of the sale process and is of the view that the marketing process undertaken by PJT, on behalf of the Debtors, was designed to solicit interest from a number of *bona fide* parties and similar to those typically undertaken in Canadian proceedings.
65. The Foreign Representative seeks recognition of the Sale Approval Order to assist with implementing a key aspect of the Debtors' restructuring proceedings. The recognition of the Sale Approval Order is appropriate in Canada as the Purchased Assets include substantially all of the Debtors' assets, including the property of ITC.

## V. UPDATE ON CERTAIN OTHER MATTERS IN THE CHAPTER 11 PROCEEDINGS

66. The November 20 Wilson Affidavit includes an update on the material orders that have been entered in the Chapter 11 Proceedings since the Eighth Report, as well as an update on the status of the Debtors' Plan of Reorganization under Chapter 11 of the Bankruptcy Code and the Debtors' efforts in arranging potential debtor-in-possession financing. The Information Officer will report further to the Canadian Court in respect of these matters should the Foreign Representative seek recognition by the Canadian Court of any of the orders entered by the US Court.

### DIP Financing Motion

67. On November 2, 2020, the Debtors filed a motion for entry of an Order (I) Authorizing the Debtors to Obtain Post-Petition Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief (the "**DIP Financing Motion**").

68. The Debtors currently do not have outstanding secured or unsecured funded debt or credit facilities with any lender. Instead, the Debtors have relied on the positive cash flow generated by their operations and intercompany receivables to run their business and administer the costs of the Chapter 11 Proceedings.

69. As of October 23, 2020, the Debtors had approximately \$11.3 million cash on hand and \$14.1 million in remaining undrawn intercompany receivables from non-Debtor affiliates. However, the remaining undrawn intercompany receivables are expected to be exhausted by the first week of January 2021 and the Debtors' operations are not expected to generate sufficient funds to cover the operating expenses and the costs of the Chapter 11 Proceedings. Further, the Debtors must fund several reserves for accrued and unpaid administrative expenses and post-effective date costs to emerge from the Chapter 11 Proceedings.

70. Due to their declining liquidity position, the Debtors require additional funding in order to fund the costs of their business operations and administer these Chapter 11 Proceedings, and, ultimately, to consummate the transactions contemplated in the Third Amended Plan.

71. Imerys S.A. has agreed to provide the Debtors with senior secured post-petition financing on a superpriority basis in the aggregate principal amount of up to \$30 million (the "**DIP Facility**").

72. In light of the Debtors' present liquidity needs and material timing and diligence constraints associated with a third-party lender transaction, the Debtors, with the advice of their advisors and after consulting the Committee and the FCR, concluded that obtaining post-petition financing from their affiliate was in the best interest of their estates.



73. The Debtors, with the assistance of their advisors, have determined the terms of the financing proposal from Imerys S.A. are more favourable than those reasonably obtainable in the financing market and superior to the terms any third-party lender would provide to the Debtors.
74. On November 16, 2020, the US Court held a hearing to consider the entry of an order approving the DIP Facility (the "**DIP Approval Order**"). At the hearing, the US Court requested the parties revise the DIP Approval Order to clarify certain elements of the DIP Facility.
75. The Information Officer understands that the Debtors intend to address the US Court's concerns and request approval of a revised DIP Approval Order at a later date, and the Debtors will seek recognition of same in Canada thereafter.

## **VI. UPDATE ON CERTAIN MATTERS RELATING TO IMERYS TALC CANADA INC.**

### **Cash Flows**

76. Subsequent to the granting of the Supplemental Order, the Debtors have provided reporting to the Information Officer with respect to the cash flows of ITC. For the 3-week period from October 24, 2020 to November 13, 2020, ITC had total cash receipts of approximately \$2.5 million (as compared to forecast cash receipts of \$2 million) and total cash disbursements of \$2.8 million, including \$1.2 million paid to ITA as reimbursement of fees and expenses relating to professionals retained by the Debtors and the Non-Debtor Professional Fee Stipulation Order (as compared to forecast cash disbursements of \$3.8 million, including \$1.2 million paid to ITA), for a net cash outflow of \$0.3 million (as compared to forecast net cash outflow of \$1.8 million) over the period.
77. As at November 13, 2020, the Information Officer understands that ITC had approximately \$6 million of cash on hand, which includes balances held in ITC's accounts at SunTrust Bank pursuant to the Final Cash Management Order.

## **VII. ACTIVITIES OF THE INFORMATION OFFICER**

78. The activities of the Information Officer since the Eighth Report include:
  - (a) responding to creditor inquiries regarding the Chapter 11 Proceedings and the Recognition Proceedings;
  - (b) communicating with the Debtors' advisors and the Information Officer's counsel regarding the status of matters related to the Chapter 11 Proceedings;
  - (c) reviewing materials filed by various parties in the Chapter 11 Proceedings in connection with the Sale Approval Order;

- (d) reviewing ITC's cash flow reporting and corresponding with A&M on same;
- (e) attending before the Canadian Court for recognition of the Stalking Horse Order, the Ramboll Retention Order, the Revised KEIP Order, and the AIP Orders; and
- (f) preparing this Ninth Report.

### **VIII. INFORMATION OFFICER'S RECOMMENDATION**

79. Based on the Information received and reviewed to date, the Information Officer is of the view that it is reasonable to recognize the Sale Approval Order and respectfully recommends that the Canadian Court grant the recognition order sought by the Foreign Representative.

All of which is respectfully submitted on this 23<sup>rd</sup> day of November, 2020.

**Richter Advisory Group Inc.**  
**in its capacity as Information Officer of**  
**Imerys Talc America, Inc., Imerys Talc Vermont, Inc. and Imerys Talc Canada Inc.**  
**and not in its personal capacity**

Per:



---

**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
Senior Vice President

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED AND IN THE MATTER OF IMERY'S TALC AMERICA, INC., IMERY'S TALC VERMONT, INC., AND IMERY'S TALC CANADA INC. (THE "DEBTORS")  
APPLICATION OF IMERY'S TALC CANADA INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

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

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

Proceeding commenced at Toronto

**NINTH REPORT OF THE INFORMATION OFFICER  
NOVEMBER 23, 2020**

**OSLER, HOSKIN & HARCOURT LLP**  
P.O. Box 50, 1 First Canadian Place  
Toronto, ON M5X 1B8

Kathryn Esaw (LSO# 58264F)  
Tel: 416.862.4905  
[kesaw@osler.com](mailto:kesaw@osler.com)

Chloe Nanfara (LSO# 79715G)  
Tel: 416.862.6578  
[cnanfara@osler.com](mailto:cnanfara@osler.com)

Fax: 416.862.6666

Lawyers for the Information Officer, Richter Advisory Group Inc.

# Appendix "K"

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

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

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

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

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

**AFFIDAVIT OF ADAM SHERMAN  
(sworn January 21, 2021)**

I, Adam Sherman, of the City of Vaughan, in the Province of Ontario, MAKE OATH AND SAY:

1. I am Senior Vice President at Richter Advisory Group Inc. ("**Richter**"), the Court-appointed information officer (the "**Information Officer**") in the Part IV *Companies' Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) recognition proceedings of the Debtors (the "**CCAA Recognition Proceedings**"). I am one of the individuals at Richter with overall responsibility for this file. As such, I have knowledge of the matters hereinafter deposed to, except where stated to be on the information and belief and whereso stated I verily believe it to be true.
2. This affidavit is filed in connection with the Information Officer's motion seeking approval of its fees and disbursements and those of its counsel in the CCAA Recognition Proceedings.
3. All amounts referenced herein are in Canadian dollars.

4. Richter was appointed as Information Officer pursuant to the Supplemental Order (Foreign Main Proceeding) granted in the within proceedings dated February 20, 2019 (the “**Supplemental Order**”).

5. Attached as **Exhibit “A”** is a summary listing of Richter’s invoices for the within matter for the period January 31, 2019 to January 18, 2021 (the “**Period**”), including invoice date and amount of the invoice (the “**Accounts**”). As shown in the summary listing, Richter’s total fees and disbursements (less counsel fees, as detailed below) for the Period are \$389,313.05 and \$35,631.56, respectively, each excluding applicable taxes.

6. I note that, at the Debtors’ request for efficiency purposes, the billing method for this proceeding has been that the Information Officer’s counsel’s fees have been invoiced to the Information Officer, who would record those fees as a disbursement and send one invoice to the Debtors for payment, which would include payment for both professionals. I understand counsel to the Information Officer is separately seeking approval of its fees and accordingly, the Information Officer is seeking approval for the disbursements that are net of the Information Officer’s counsel’s fees. Including the Information Officer’s counsel’s fees, the Information Officer’s disbursements would be \$236,896.05, excluding applicable taxes.

7. Richter, in its capacity as the Information Officer, has previously filed ten reports with the Court (together, the “**Reports**”), being:

- (a) The report of Richter Advisory Group Inc. in its capacity as proposed information officer dated February 15, 2019;
- (b) The first report of the Information Officer dated April 1, 2019;
- (c) The second report of the Information Officer dated May 17, 2019;

- 3 -

- (d) The third report of the Information Officer dated August 2, 2019;
- (e) The fourth report of the Information Officer dated October 24, 2019;
- (f) The fifth report of the Information Officer dated November 27, 2019;
- (g) The sixth report of the Information Officer dated March 28, 2020;
- (h) The seventh report of the Information Officer dated June 30, 2020;
- (i) The eighth report of the Information Officer dated October 31, 2020; and
- (j) The ninth report of the Information Officer dated November 23, 2020.

Details of the activities undertaken and services provided by the Information Officer in the within proceedings are described in the Reports and incorporated herein by reference.

8. In the course of performing its duties pursuant to the Supplemental Order, Richter's staff has expended a total of 731.18 professional hours during the Period at an average hourly rate of \$532.44. Attached as **Exhibit "B"** is a table detailing the billing rates and total hours of each of the professionals at Richter who performed services in the within proceedings.

9. Attached as **Exhibit "C"** hereto are true copies of Richter's invoices, which include a fair and accurate description of the services provided along with hours and applicable rates claimed by Richter, for the within matter. These invoices have been submitted to the Debtors and paid in the normal course since the commencement of the CCAA Recognition Proceedings as authorized by the Supplemental Order.

10. The Information Officer requests that this Court approve its Accounts for the Period, in the total amount of \$480,187.41 inclusive of applicable taxes, for services rendered and recorded during the Period.

11. Additionally, both Aird & Berlis LLP (“**Aird**”) and Osler, Hoskin & Harcourt LLP (“**Osler**”) have provided legal services to the Information Officer throughout the CCAA Recognition Proceedings in a manner consistent with the instructions of the Information Officer.

12. An affidavit has been prepared with respect to Aird’s fees and disbursements charged in connection with services rendered during the period of January 31, 2019 to August 19, 2020. The Information Officer has reviewed the invoices rendered by Aird during the period of January 31, 2019 to August 19, 2020 and believes the services performed are consistent with the instructions given by the Information Officer. The Information Officer is also seeking approval of Aird’s fees and disbursements on the within motion in the amount of \$141,450.24, inclusive of applicable taxes.

13. An affidavit has been prepared with respect to Osler’s fees and disbursements charged in connection with services rendered during the period of August 13, 2020 to January 17, 2021. The Information Officer has reviewed the invoices rendered by Osler during the period of August 13, 2020 to January 17, 2021 and believes the services performed are consistent with the instructions given by the Information Officer. The Information Officer is also seeking approval of Osler’s fees and disbursements on the within motion in the amount of \$85,916.60, inclusive of applicable taxes.

14. The Information Officer’s fees and disbursements for the period from and after January 18, 2021 to the completion of its mandate relating to the CCAA Recognition Proceedings will be calculated and billed at the standard rates currently in effect. Barring unforeseen circumstances, I estimate that those fees and disbursements will not exceed \$25,000 (excluding applicable taxes),



including the fees and disbursements of legal counsel (the “**Remaining Fees and Disbursements**”). If the actual Remaining Fees and Disbursements are less than the above estimates, no further Court approval of fees is required. If the actual Remaining Fees and Disbursements exceed the estimates, the Information Officer will seek the consent of the Debtors to pay same.

15. To the best of my knowledge, the rates charged by Richter, Aird and Osler are comparable to the rates charged for the provision of similar services by other accounting and law firms in downtown Toronto.

16. I verily believe that the fees and disbursements incurred by Richter, Aird and Osler, including the Remaining Fees and Disbursements, are fair and reasonable in the circumstances.

17. This Affidavit is sworn in connection with a motion for an Order of this Court to, among other things, approve the fees and disbursements of Richter and those of its legal counsel and for no improper purpose.

SWORN BEFORE ME over video teleconference this 21<sup>st</sup> day of January, 2021. The affiant was located in the City of Vaughan in the Province of Ontario and the commissioner was located in the City of Toronto in the Province of Ontario. The affidavit was commissioned remotely as a result of COVID-19.

*C. Nanfara*

Chloe Nanfara  
Commissioner for Taking Affidavits

*Adam Sherman*

Adam Sherman

THIS IS **EXHIBIT "A"** REFERRED TO IN THE  
AFFIDAVIT OF ADAM SHERMAN SWORN  
BEFORE ME THIS 21<sup>st</sup> DAY OF JANUARY, 2021.

*C. Manfara*

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A Commissioner for taking Affidavits, etc.

Richter Advisory Group Inc.  
 In its capacity as Information Officer of Imerys Talc Canada Inc.  
 Statement of accounts - No Counsel Fees

Exhibit A

Invoice #	Period	Fees	Disbursements <sup>1</sup>	Subtotal	HST	Total
20461349	January 31, 2019 to March 1, 2019	\$ 65,750.00	\$ 18,542.52	\$ 84,292.52	\$ 10,958.03	\$ 95,250.55
20403957	March 1, 2019 to April 5, 2019	36,885.00	1,844.25	38,729.25	5,034.80	43,764.05
20404168	April 8, 2019 to May 24, 2019	39,425.00	1,971.25	41,396.25	5,381.51	46,777.76
20404388	May 24, 2019 to July 31, 2019	37,267.50	1,971.25	39,238.75	5,101.04	44,339.79
20404550	August 1, 2019 to September 30, 2019	24,153.75	1,207.69	25,361.44	3,296.99	28,658.43
20404679	October 2, 2019 to October 31, 2019	35,376.25	1,768.81	37,145.06	4,828.86	41,973.92
20404786	November 5, 2019 to November 30, 2019	28,175.00	1,408.75	29,583.75	3,845.89	33,429.64
20404932	December 2, 2019 to January 31, 2020	17,292.50	864.63	18,157.13	2,360.43	20,517.56
20405113	February 6, 2020 to April 3, 2020	32,438.75	864.63	33,303.38	4,329.44	37,632.82
20405336	May 7, 2020 to May 31, 2020	10,315.00	864.63	11,179.63	1,453.35	12,632.98
20405438	June 18, 2020 to June 30, 2020	15,387.50	864.63	16,252.13	2,112.78	18,364.91
20405680	July 3, 2020 to August 31, 2020	5,616.25	864.63	6,480.88	842.51	7,323.39
20405801	September 17, 2020 to October 31, 2020	19,450.00	864.63	20,314.63	2,640.90	22,955.53
20405908	November 3, 2020 to November 30, 2020	11,302.50	864.63	12,167.13	1,581.73	13,748.86
20406000	December 3, 2020 to January 18, 2021	10,478.05	864.63	11,342.68	1,474.55	12,817.23
<b>Total</b>		<b>\$ 389,313.05</b>	<b>\$ 35,631.56</b>	<b>\$ 424,944.61</b>	<b>\$ 55,242.80</b>	<b>\$ 480,187.41</b>

## Notes:

(1) Includes Technology and Administrative Fees, excludes Counsel Fees.

THIS IS **EXHIBIT "B"** REFERRED TO IN THE  
AFFIDAVIT OF ADAM SHERMAN SWORN  
BEFORE ME THIS 21<sup>st</sup> DAY OF JANUARY, 2021.

*C. Nanfara*

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A Commissioner for taking Affidavits, etc.

Richter Advisory Group Inc.  
 In its capacity as Information Officer of Imerys Talc Canada Inc.  
 Statement of accounts

Staff member	Number of		Amount
	Hours	Hourly rate	
<b>Senior Vice President</b>			
P. Patel	350.45	\$ 750.00	\$ 262,837.50
P. Van Eyk	33.85	\$ 850.00	\$ 28,772.50
<b>Financial Analyst</b>			
A. Kovacs-Espley	2.33	\$ 210.00	\$ 489.30
K. Ho	202.00	\$ 275.00	\$ 55,550.00
K. Ho	128.00	\$ 295.00	\$ 37,760.00
<b>Administration</b>			
C. O'Donnell	11.00	\$ 250.00	\$ 2,750.00
K. Le	3.55	\$ 325.00	\$ 1,153.75
<b>Total</b>	<b>\$ 731.18</b>		<b>\$ 389,313.05</b>
<b>Blended average hourly rate:</b>	<b>\$ 532.44</b>		

THIS IS **EXHIBIT "C"** REFERRED TO IN THE  
AFFIDAVIT OF ADAM SHERMAN SWORN  
BEFORE ME THIS 21<sup>st</sup> DAY OF JANUARY, 2021.

*C. Manfara*

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A Commissioner for taking Affidavits, etc.

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	3/7/2019
Invoice No.:	20461349
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional services rendered to March 1, 2019		\$ 65,750.00
Disbursements		38,445.77
		<hr/>
<b>Sub-Total</b>		104,195.77
GST/HST #885435842 RT0001		13,545.45
<b>Progress Billing</b>		-104,195.77
GST/HST		-13,545.45
		<hr/>
<b>Total Due</b>	<b>CAD</b>	<b>\$ 0.00</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20461349  
Date: 3/7/2019

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### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

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### Invoice Summary

<b>Sub-Total</b>		<b>\$ 104,195.77</b>
GST/HST #885435842 RT0001		13,545.45
<b>Progress Billing</b>		-104,195.77
GST/HST		-13,545.45
<b>Total Due</b>	<b>CAD</b>	<b>\$ 0.00</b>

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### Payment Options

**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR

Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

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#### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

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#### MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

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#### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800



Invoice No.: 20461349  
Date: 3/7/2019

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Carol O'Donnell	3.70	\$ 250.00	\$ 925.00
Kristina Ho	32.00	275.00	8,800.00
Paul Van Eyk	16.50	850.00	14,025.00
Pritesh Patel	56.00	750.00	42,000.00
	<b>108.20</b>		<b>\$ 65,750.00</b>

**Disbursements**

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Disbursements			\$ 38,445.77
			<b>\$ 38,445.77</b>

Invoice No.: 20461349  
Date: 3/7/2019

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
1/31/2019	Paul Van Eyk Review of emails.	0.50	\$ 850.00	\$ 425.00
2/4/2019	Paul Van Eyk Review of emails from A&M, correspondence with P. Patel.	0.50	850.00	425.00
2/5/2019	Paul Van Eyk Review of emails, correspondence with Richter team, A&M and A&B.	1.00	850.00	850.00
2/5/2019	Pritesh Patel Review of affidavit, first day declaration and other materials from Stikeman. Drafting of Proposed IO's report in connection with CCAA application.	5.00	750.00	3,750.00
2/5/2019	Kristina Ho Reading and reviewing motion & first day declaration documents.	3.00	275.00	825.00
2/6/2019	Pritesh Patel Kick-off call with A&M. Continued review of materials and drafting of report. Correspondence with A&M re prepetition disbursements.	4.50	750.00	3,375.00
2/6/2019	Kristina Ho Reviewing company financials and building simplified financials for reporting purposes.	3.00	275.00	825.00
2/7/2019	Paul Van Eyk Review of material provided by company and counsel.	4.00	850.00	3,400.00
2/7/2019	Pritesh Patel Review of first day motions and continued drafting of report. Review of CF and discussion with K. Ho on same. Correspondence with A&M re prepetition disbursements.	5.00	750.00	3,750.00
2/7/2019	Kristina Ho Reviewing cash flow forecast received from A&M and comparing cash flow model to 2018 P&L figures received.	2.00	275.00	550.00
2/8/2019	Paul Van Eyk Continued review of affidavit, US materials.	2.00	850.00	1,700.00
2/10/2019	Pritesh Patel Review of responses from Imerys, continued review of materials and drafting report.	5.00	750.00	3,750.00
2/11/2019	Paul Van Eyk Review of material, discussion with P. Patel on report.	1.00	850.00	850.00
2/11/2019	Pritesh Patel	7.00	750.00	5,250.00

Invoice No.: 20461349  
Date: 3/7/2019

Date	Name and Description	Hours	Rate	Amount
2/11/2019	Update call with A&B. Prep and call with A&M re cash flow and review of interco analysis. Kristina Ho Call with A&M to discuss cash flow forecast. Reviewing financials and motion materials received.	2.50	275.00	687.50
2/12/2019	Carol O'Donnell Create URL for website, email to P. Patel.	0.20	250.00	50.00
2/12/2019	Paul Van Eyk Review of material, affidavits, company prepared documents, draft report.	4.00	850.00	3,400.00
2/12/2019	Pritesh Patel Review of revised draft of affidavit and updates to IO Report on same. Call with Stikeman to discuss affidavit. Correspondence with A&M re ITC financials, CF and interco balances, and call to discuss same. Finalize draft report and circulate to counsel.	10.00	750.00	7,500.00
2/12/2019	Kristina Ho Review cash management motion. Call with A&M regarding cash flow forecast. Review and edits to draft IO Report. Tie-out financials provided by Imerys report. Review updated first day motions/orders.	8.00	275.00	2,200.00
2/13/2019	Carol O'Donnell Verify bank for wire transfer, email to P. Patel and L. Ikome regarding wire transfer.	0.20	250.00	50.00
2/13/2019	Paul Van Eyk Review draft report, comments, discussion with P. Patel.	2.50	850.00	2,125.00
2/13/2019	Pritesh Patel Review of revised 13-week, 20-week CF and comments to A&M on same. Review of revised TB, interco bridge and discussions with K. Ho on same. Review of comments from A&B and updates to report on same. Correspondence with Stikeman on matters re affidavit.	8.00	750.00	6,000.00
2/13/2019	Kristina Ho Tie-out updated financials from A&M/Imerys to affidavit. Review and edits to proposed IO report to ensure consistency with affidavit & updated financials. Review additional documents relating to the Timmins operations.	8.00	275.00	2,200.00
2/14/2019	Carol O'Donnell Request and review cost estimate from Niwri for advertisement.	0.40	250.00	100.00

Invoice No.: 20461349  
Date: 3/7/2019

Date	Name and Description	Hours	Rate	Amount
2/14/2019	Paul Van Eyk Review of emails.	0.30	850.00	255.00
2/14/2019	Pritesh Patel Review of final draft of Declaration, updated draft of Affidavit and edits to Report on same. Review of revised report from K. Ho. Email to Stikeman re discrepancies with Affidavit. Circulate updated draft to counsel. Review and comments to A&B re Orders.	4.00	750.00	3,000.00
2/14/2019	Kristina Ho Review and edit of updated IO report, and comparison to updated affidavit.	5.50	275.00	1,512.50
2/15/2019	Carol O'Donnell Discussion with P. Patel. Communications with Niwri regarding cost estimate and new ad.	0.40	250.00	100.00
2/15/2019	Paul Van Eyk Review of emails.	0.50	850.00	425.00
2/15/2019	Pritesh Patel Review of comments from A&B on Report and edits on same. Correspondence with counsel on changes to final draft of Affidavit. Finalize and sign report for service.	3.50	750.00	2,625.00
2/19/2019	Carol O'Donnell Correspondence with Niwri re newspaper ad.	0.40	250.00	100.00
2/19/2019	Pritesh Patel Prep and attendance in Court for initial recognition and supplemental orders.	2.00	750.00	1,500.00
2/20/2019	Carol O'Donnell Communications with Niwri re updates on newspaper ad. Communications with P. Patel re order.	0.30	250.00	75.00
2/20/2019	Pritesh Patel Re-attendance in Court for initial recognition and supplemental orders. Review, finalize and approve advertisement for Globe and Mail.	1.50	750.00	1,125.00
2/21/2019	Carol O'Donnell Create website and post documents to website.	1.50	250.00	375.00
2/22/2019	Paul Van Eyk Review of correspondence	0.10	850.00	85.00
2/25/2019	Pritesh Patel Correspondence and call with A&M re retainer funds.	0.20	750.00	150.00
2/26/2019	Carol O'Donnell Prepare PO for Niwri Media.	0.20	250.00	50.00
2/26/2019	Pritesh Patel	0.10	750.00	75.00

Invoice No.: 20461349  
 Date: 3/7/2019

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
	Correspondence with Stikeman re upcoming court attendance.			
2/27/2019	Paul Van Eyk Review of emails.	0.10	850.00	85.00
2/28/2019	Pritesh Patel Responding to creditor inquiry and call on same.	0.20	750.00	150.00
3/1/2019	Carol O'Donnell Email Tearsheet to P. Patel. Verify PO.	0.10	250.00	25.00
<b>Fees Total</b>		<b>108.20</b>		<b>\$ 65,750.00</b>

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
2/26/2019	Disbursements Niwri Media Invoice for Globe & Mail advertisement.			\$ 18,542.52
2/20/2019	Disbursements Invoice for Aird & Berlis LLP for professional services rendered to February 20, 2019.			19,903.25

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	4/11/2019
Invoice No.:	20403957
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional services rendered to April 5, 2019		\$ 36,885.00
Disbursements		18,669.16
Technology and Administrative Fees		1,844.25
		<hr/>
<b>Sub-Total</b>		57,398.41
GST/HST #885435842 RT0001		7,461.79
<b>Progress Billing</b>		-19,554.23
GST/HST		-2,542.05
		<hr/>
<b>Total Due</b>	CAD	<b>\$ 42,763.92</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20403957  
Date: 4/11/2019

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### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

---

### Invoice Summary

<b>Sub-Total</b>		<b>\$ 57,398.41</b>
GST/HST #885435842 RT0001		7,461.79
<b>Progress Billing</b>		-19,554.23
GST/HST		-2,542.05
<b>Total Due</b>	<b>CAD</b>	<b>\$ 42,763.92</b>

---

### Payment Options

**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR

Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

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514.934.3400

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#### CHICAGO

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Chicago IL 60606  
312.828.0800

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	6/12/2019
Invoice No.:	20404168
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional services rendered to May 24, 2019		\$ 39,425.00
Disbursements		25,155.66
	<b>Sub-Total</b>	<u>64,580.66</u>
	<b>Technology and Administrative Fees</b>	1,971.25
	GST/HST #885435842 RT0001	8,651.75
	<b>Total Due</b>	<u><b>\$ 75,203.66</b></u>
		CAD

TORONTO

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514.934.3400

CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800



Invoice No.: 20404168  
Date: 6/12/2019

---

**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Carol O'Donnell	0.80	\$ 250.00	\$ 200.00
Kristina Ho	54.00	275.00	14,850.00
Pritesh Patel	32.50	750.00	24,375.00
	<b>87.30</b>		<b>\$ 39,425.00</b>

**Disbursements**

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Legal Fees			\$ 25,155.66
			<b>\$ 25,155.66</b>

Invoice No.: 20404168  
Date: 6/12/2019

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
4/8/2019	Pritesh Patel Review of summary from K. Ho re recent filings on Prime Clerk.	0.50	\$ 750.00	\$ 375.00
4/8/2019	Kristina Ho Review of recent motions & court document filed.	3.00	275.00	825.00
4/10/2019	Pritesh Patel Correspondence with Stikeman re changes to payment of professional fees. Review of schedules and SOFA for ITC.	1.50	750.00	1,125.00
4/17/2019	Pritesh Patel Meeting with K. Ho re status of US proceedings and filings on Prime Clerk.	0.50	750.00	375.00
4/17/2019	Kristina Ho Review of new court documents filed for the week. Discussion with P. Patel re recent court documents filed.	2.50	275.00	687.50
4/24/2019	Kristina Ho Review recent documents filed on Prime Clerk.	2.00	275.00	550.00
4/26/2019	Pritesh Patel Review of update email from K. Ho re US proceedings. Review and discussion with K. Ho on revised cash flow and questions.	0.50	750.00	375.00
4/26/2019	Kristina Ho Review updated cash flow dated March 24, 2019 for changes in forecasted numbers and variance between actual and forecast. Discussion with P. Patel.	5.00	275.00	1,375.00
4/30/2019	Pritesh Patel Review of update and material from A&B and response on same.	1.00	750.00	750.00
5/6/2019	Pritesh Patel Discussion with K. Ho re upcoming motion and Second Report.	0.50	750.00	375.00
5/6/2019	Kristina Ho Review of new documents filed for the week of May 29. Discussion with P. Patel on Second Report.	2.50	275.00	687.50
5/7/2019	Kristina Ho Review of orders to be recognized for May 24 hearing.	2.00	275.00	550.00
5/8/2019	Kristina Ho Drafting second IO Report re orders to be recognized in Canada & updates on adversary proceeding.	8.00	275.00	2,200.00
5/9/2019	Pritesh Patel	6.50	750.00	4,875.00

Invoice No.: 20404168  
 Date: 6/12/2019

Date	Name and Description	Hours	Rate	Amount
	Call with K. Esaw re upcoming motion and Second Report. Review of drafts from K. Ho, US materials on Prime Clerk and edits to Second Report.			
5/9/2019	Kristina Ho Continue drafting second IO report re orders to be recognized in Canada & updates on the adversary proceeding. Finalize draft and send to P. Patel for review.	8.00	275.00	2,200.00
5/10/2019	Pritesh Patel Continue review and edits to Second Report. Correspondence with Stikeman re Final Cash Management Order, and calls with A&M on same.	8.00	750.00	6,000.00
5/10/2019	Kristina Ho Call with A&M re impacts of Final Cash Management Order on ITC. Edits to second report re updates on FCR motion. Update draft to P. Patel for review.	8.00	275.00	2,200.00
5/11/2019	Pritesh Patel Review of FCR bench ruling, adversary materials and various edits/updates to Second Report.	6.00	750.00	4,500.00
5/13/2019	Kristina Ho Review of updated draft of report and edits to same. Circulate draft report to A&B for comments.	4.50	275.00	1,237.50
5/14/2019	Pritesh Patel Review of draft materials from Stikeman. Review of A&B comments on Second Report and edits to same.	2.00	750.00	1,500.00
5/14/2019	Kristina Ho Review May 24 Affidavit to ensure consistency with Second Report and providing comments to Stikemans on same. Review of A&B comments on Second Report.	4.50	275.00	1,237.50
5/15/2019	Kristina Ho Review updated CF variance report for May 10 from A&M; update Second Report with CF numbers. Review comments on Second Report from Stikemans and L&W. Correspondence with P. Patel on same.	4.00	275.00	1,100.00
5/16/2019	Carol O'Donnell Post motion materials to the website.	0.20	250.00	50.00
5/16/2019	Pritesh Patel Review of updated draft of report based on comments from Stikeman and L&W. Edits to report and circulate to A&B.	1.50	750.00	1,125.00
5/17/2019	Carol O'Donnell	0.60	250.00	150.00

Invoice No.: 20404168  
 Date: 6/12/2019

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
5/17/2019	Post documents to website. Pritesh Patel Finalize and sign report for service.	2.50	750.00	1,875.00
5/24/2019	Pritesh Patel Preparation for and attendance in Court for recognition hearing.	1.50	750.00	1,125.00
<b>Fees Total</b>		<b>87.30</b>		<b>\$ 39,425.00</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
5/24/2019	Legal Fees Fees and disbursements of Aird & Berlis LLP through May 24, 2019 (Account No. 632318)			\$ 25,155.66
<b>Disbursements Total</b>				<b>\$ 25,155.66</b>

Invoice No.: 20404168  
Date: 6/12/2019

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### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

### Invoice Summary

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<b>Sub-Total</b>		<b>\$ 64,580.66</b>
<b>Technology and Administrative Fees</b>		1,971.25
GST/HST #885435842 RT0001		8,651.75
<b>Total Due</b>	<b>CAD</b>	<b>\$ 75,203.66</b>

### Payment Options

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**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

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Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

#### MONTRÉAL

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1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

---

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	8/22/2019
Invoice No.:	20404388
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional services rendered to July 31, 2019		\$ 37,267.50
Disbursements		9,130.21
	<b>Sub-Total</b>	<u>46,397.71</u>
	<b>Technology and Administrative Fees</b>	1,971.25
	GST/HST #885435842 RT0001	6,287.96
	<b>Total Due</b>	<u><b>\$ 54,656.92</b></u>

TORONTO

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Montréal QC H3A 0G6  
514.934.3400

CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20404388  
Date: 8/22/2019

---

**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Ken Le	0.40	\$ 325.00	\$ 130.00
Kristina Ho	25.00	275.00	6,875.00
Paul Van Eyk	4.50	850.00	3,825.00
Pritesh Patel	35.25	750.00	26,437.50
	<b>65.15</b>		<b>\$ 37,267.50</b>

**Disbursements**

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Legal Fees			\$ 9,130.21
			<b>\$ 9,130.21</b>

Invoice No.: 20404388  
 Date: 8/22/2019

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
5/24/2019	Ken Le Post documents to website	0.40	\$ 325.00	\$ 130.00
5/27/2019	Kristina Ho Review A&M weekly cash flow reporting for week ended 5/17.	1.00	275.00	275.00
5/31/2019	Pritesh Patel Review of materials posted to Prime Clerk, including US Court's letter re ruling on FCR. Review of CF reporting from A&M.	2.50	750.00	1,875.00
5/31/2019	Kristina Ho Review A&M weekly cash flow reporting.	1.00	275.00	275.00
6/3/2019	Pritesh Patel Correspondence with counsel re FCR order and review of same. Correspondence with A&M re fees.	1.50	750.00	1,125.00
6/24/2019	Pritesh Patel Review of CF and cash sweep reporting.	0.50	750.00	375.00
6/25/2019	Kristina Ho Review cash sweep report and revised cash flow forecast. Review new motion materials filed on Prime Clerk.	2.50	275.00	687.50
6/26/2019	Pritesh Patel Review of update email from K. Ho re June 27 hearing and related agenda. Review of materials on Prime Clerk.	1.50	750.00	1,125.00
6/27/2019	Kristina Ho Review filing materials & agenda re: June 27 Hearing.	2.00	275.00	550.00
6/28/2019	Paul Van Eyk Update from P. Patel on file status.	0.50	850.00	425.00
6/28/2019	Pritesh Patel Review of hearing update from A&B and review of materials on Prime Clerk in connection with same. Meeting with P. Van Eyk.	1.00	750.00	750.00
7/2/2019	Pritesh Patel Review of claims bar motion, comments from A&B and correspondence with A&B on changes.	2.00	750.00	1,500.00
7/3/2019	Kristina Ho Review weekly ITC cash transfer reporting from A&M.	1.00	275.00	275.00
7/4/2019	Pritesh Patel Correspondence with counsel re Bar Date motion. Review of weekly cash flow reporting.	0.75	750.00	562.50
7/8/2019	Pritesh Patel	0.50	750.00	375.00



Invoice No.: 20404388  
 Date: 8/22/2019

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
	Call with K. Esaw re bar date motion and correspondence on same.			
7/12/2019	Kristina Ho Weekly review of ITC CF reporting.	1.00	275.00	275.00
7/17/2019	Paul Van Eyk Update with P. Patel.	0.50	850.00	425.00
7/22/2019	Pritesh Patel Review of Bar Date order and materials on Prime Clerk. Drafting of IO's Third Report.	6.50	750.00	4,875.00
7/23/2019	Pritesh Patel Continued review of materials on US docket and drafting of IO's Third Report.	5.00	750.00	3,750.00
7/24/2019	Pritesh Patel Review of revised draft of report from K. Ho and edits on same. Circulate updated draft of report to A&B for review and comment.	2.50	750.00	1,875.00
7/24/2019	Kristina Ho Review documents filed relating to ITC; Edits to 3rd IO Report.	8.00	275.00	2,200.00
7/25/2019	Pritesh Patel Review of comments on report from A&B and correspondence on same.	1.00	750.00	750.00
7/25/2019	Kristina Ho Review cash flow reporting from A&M and update to 3rd IO Report on same.	1.50	275.00	412.50
7/29/2019	Pritesh Patel Calls and correspondence with A&B re draft affidavit and professional retention orders. Correspondence with Stikeman on same. Review of draft affidavit, updated draft of report and discussion with K. Ho on same.	5.00	750.00	3,750.00
7/29/2019	Kristina Ho Review affidavit materials and updates to report on same.	3.00	275.00	825.00
7/30/2019	Pritesh Patel Call with A&B re Committee professional retention orders. Call with L&W and SE re professional retention orders. Review of updated draft of affidavit.	2.50	750.00	1,875.00
7/30/2019	Kristina Ho Prepare updates to IO report re: cash flow reporting & Stikeman materials.	4.00	275.00	1,100.00
7/31/2019	Paul Van Eyk Review of emails, QA report, review motion material.	3.50	850.00	2,975.00
7/31/2019	Pritesh Patel Review and edits to updated draft of IO report.	2.50	750.00	1,875.00

Invoice No.: 20404388  
 Date: 8/22/2019

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
<b>2262</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
<b>Fees Total</b>		<b>65.15</b>		<b>\$ 37,267.50</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
7/31/2019	Legal Fees Fees and disbursements of Aird & Berlis LLP through to July 31, 2019 (Account No. 640993)			\$ 9,130.21
<b>Disbursements Total</b>				<b>\$ 9,130.21</b>

Invoice No.: 20404388  
Date: 8/22/2019

---

### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

### Invoice Summary

---

<b>Sub-Total</b>		<b>\$ 46,397.71</b>
<b>Technology and Administrative Fees</b>		1,971.25
GST/HST #885435842 RT0001		6,287.96
<b>Total Due</b>	<b>CAD</b>	<b>\$ 54,656.92</b>

### Payment Options

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**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

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#### CHICAGO

---

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	10/10/2019
Invoice No.:	20404550
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional services rendered to September 30, 2019			\$ 24,153.75
Disbursements			12,711.56
			<hr/>
<b>Sub-Total</b>			36,865.31
<b>Technology and Administrative Fees</b>			1,207.69
GST/HST #885435842 RT0001			4,949.49
			<hr/>
<b>Total Due</b>		CAD	<b>\$ 43,022.49</b>

TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20404550  
Date: 10/10/2019

---

**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Carol O'Donnell	0.90	\$ 250.00	\$ 225.00
Ken Le	0.80	325.00	260.00
Kristina Ho	16.75	275.00	4,606.25
Paul Van Eyk	0.50	850.00	425.00
Pritesh Patel	24.85	750.00	18,637.50
	<b>43.80</b>		<b>\$ 24,153.75</b>

**Disbursements**

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Legal Fees			\$ 12,711.56
			<b>\$ 12,711.56</b>

Invoice No.: 20404550  
Date: 10/10/2019

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
8/1/2019	Pritesh Patel Review of comments on report from SE and L&W. Review and edits to updated draft of report. Finalize and sign report for service.	3.50	\$ 750.00	\$ 2,625.00
8/1/2019	Kristina Ho Review proposed changes from L&W/SE and update report accordingly.	3.00	275.00	825.00
8/2/2019	Carol O'Donnell Post documents to website.	0.60	250.00	150.00
8/6/2019	Pritesh Patel Correspondence with counsel in advance of recognition hearing.	0.50	750.00	375.00
8/7/2019	Ken Le Post documents to website.	0.30	325.00	97.50
8/7/2019	Pritesh Patel Preparation and attendance in Court for recognition of Bar Date and Fee Examiner orders.	2.50	750.00	1,875.00
8/8/2019	Ken Le Post documents to website.	0.50	325.00	162.50
8/13/2019	Paul Van Eyk Update call with P. Patel, allocation of fees.	0.50	850.00	425.00
8/13/2019	Pritesh Patel Call with A&B re professional fees and reimbursements issue. Update call with P. Van Eyk.	1.00	750.00	750.00
8/15/2019	Pritesh Patel Discussion with K. Ho re ITC cash and liabilities. Review of materials from A&M and call with A&B on same. Call with L&W and A&M re professional fee reimbursements.	2.50	750.00	1,875.00
8/15/2019	Kristina Ho Review cash flow reporting materials from A&M; call with L&W and A&M re professional fee reimbursement.	1.50	275.00	412.50
8/21/2019	Pritesh Patel Review of CF and supporting information from A&M. Review of analysis from K. Ho and discussion on same.	1.50	750.00	1,125.00
8/21/2019	Kristina Ho Review cash flow for professional fee reimbursement.	3.50	275.00	962.50
8/22/2019	Pritesh Patel Review of response from A&M and discussion with K. Ho on same.	0.50	750.00	375.00
8/23/2019	Pritesh Patel	0.50	750.00	375.00

Invoice No.: 20404550  
Date: 10/10/2019

Date	Name and Description	Hours	Rate	Amount
	Review of updated information from A&M and response on same.			
8/23/2019	Kristina Ho Review additional materials for professional fee reimbursement request.	1.50	275.00	412.50
9/3/2019	Pritesh Patel Discussion with K. Esaw re upcoming motion and allocation of debtor fees.	0.50	750.00	375.00
9/4/2019	Pritesh Patel Call with L&W, A&B, and A&M re allocation of fees and funding logistics. Follow-up call with A&B on same.	0.80	750.00	600.00
9/6/2019	Pritesh Patel Review of cash roll forward. Preparation of proforma on reimbursements for FCR and Committee, and discussion with K. Esaw on next steps.	1.50	750.00	1,125.00
9/10/2019	Pritesh Patel Call with K. Esaw re allocations.	0.80	750.00	600.00
9/11/2019	Pritesh Patel Review of materials and call with A&M re cash flow projections. Update call with K. Esaw.	1.50	750.00	1,125.00
9/16/2019	Pritesh Patel Review of revised CF and presentation from A&M. Call with A&M to discuss forecast and proposed reimbursements to ITA. Discussions with K. Ho on next steps.	3.00	750.00	2,250.00
9/16/2019	Kristina Ho Review professional fee reimbursement cash flow reporting; call with A&M re: same. Discussion with P. Patel on next steps.	2.00	275.00	550.00
9/17/2019	Pritesh Patel Update call with K. Esaw re reimbursements. Review of reconciliation from A&M and discussion with K. Ho on same.	1.25	750.00	937.50
9/17/2019	Kristina Ho Review new schedule for debtor professional fee reimbursement from ITC.	1.00	275.00	275.00
9/19/2019	Carol O'Donnell Post documents to website.	0.30	250.00	75.00
9/19/2019	Kristina Ho Review revised schedule for debtor professional fee reimbursement required from ITC.	0.75	275.00	206.25
9/20/2019	Kristina Ho Review professional fee reimbursement re: reconciling Latham fee application adjustments. Discussion with P. Patel.	0.50	275.00	137.50

Invoice No.: 20404550  
Date: 10/10/2019

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
9/25/2019	Pritesh Patel Review of notes from A&B re September 18 hearing. Review of revised estimate of September reimbursement amount and discussions with K. Ho on same.	1.00	750.00	750.00
9/25/2019	Kristina Ho Review updated professional fee reimbursement schedule.	0.75	275.00	206.25
9/27/2019	Pritesh Patel Review of final September reimbursement schedule, discussions with K. Ho and investigation into variances.	1.00	750.00	750.00
9/27/2019	Kristina Ho Review updated professional fee reimbursement schedule and discussions with P. Patel on same.	2.25	275.00	618.75
9/30/2019	Pritesh Patel Review revised reimbursement amount and supporting schedules on same. Review of US docket.	1.00	750.00	750.00
<b>Fees Total</b>		<b>43.80</b>		<b>\$ 24,153.75</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
9/25/2019	Legal Fees Fees and disbursements of Aird & Berlis LLP through to Sept 25, 2019 (Account No. 646908)			\$ 12,711.56
<b>Disbursements Total</b>				<b>\$ 12,711.56</b>



Invoice No.: 20404550  
Date: 10/10/2019

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### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

### Invoice Summary

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<b>Sub-Total</b>		<b>\$ 36,865.31</b>
<b>Technology and Administrative Fees</b>		1,207.69
GST/HST #885435842 RT0001		4,949.49
<b>Total Due</b>	<b>CAD</b>	<b>\$ 43,022.49</b>

### Payment Options

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**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

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Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

#### MONTRÉAL

---

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

---

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	11/15/2019
Invoice No.:	20404679
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional services rendered to October 31, 2019.		\$ 35,376.25
Legal fees		7,799.35
	<b>Sub-Total</b>	<u>43,175.60</u>
	<b>Technology and Administrative Fees</b>	1,768.81
	GST/HST #885435842 RT0001	5,842.78
	<b>Total Due</b>	<u><b>CAD \$ 50,787.19</b></u>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20404679  
Date: 11/15/2019

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Carol O'Donnell	1.00	\$ 250.00	\$ 250.00
Ken Le	0.60	325.00	195.00
Kristina Ho	18.75	275.00	5,156.25
Paul Van Eyk	1.50	850.00	1,275.00
Pritesh Patel	38.00	750.00	28,500.00
	<b>59.85</b>		<b>\$ 35,376.25</b>

**Disbursements**

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Legal Fees			\$ 7,799.35
			<b>\$ 7,799.35</b>

Invoice No.: 20404679  
 Date: 11/15/2019

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
10/2/2019	Kristina Ho Review documents re: adversary hearing to prepare for next report.	3.00	\$ 275.00	\$ 825.00
10/3/2019	Pritesh Patel Drafting of Fourth Report of the IO.	8.00	750.00	6,000.00
10/10/2019	Pritesh Patel Call with K.Esaw re upcoming motion and next steps. Review materials on Prime Clerk and continue drafting IO report.	4.50	750.00	3,375.00
10/15/2019	Kristina Ho Review materials & CF reporting from A&M to update IO Report.	8.00	275.00	2,200.00
10/17/2019	Pritesh Patel Review and edits to updated draft of report from K.Ho, review of CF A&M.	3.50	750.00	2,625.00
10/18/2019	Pritesh Patel Continued edits to report, review of US docket. Review of draft affidavit from Stikeman.	8.00	750.00	6,000.00
10/19/2019	Kristina Ho Update to report based on review of Stikeman affidavit.	3.25	275.00	893.75
10/20/2019	Pritesh Patel Review of comments from A&B re affidavit and IO report. Updates and edit to report and circulate to A&B for further review.	3.00	750.00	2,250.00
10/21/2019	Kristina Ho Review FCR & Tort Committee Professional Fees from Petition Date to September 2019. Various edits to report.	1.00	275.00	275.00
10/22/2019	Paul Van Eyk Review of report, discussion with P. Patel on same.	1.50	850.00	1,275.00
10/22/2019	Pritesh Patel Call with K.Esaw re revised draft of affidavit, allocations and next steps. Review of revised affidavit and discussions with K.Ho on updates to report. Review of US docket re ITC claims filed. Correspondence with A&M re claims process and next steps.	4.00	750.00	3,000.00
10/22/2019	Kristina Ho Update IO report to reflect changes in revised affidavit. Discussion with P. Patel on changes.	3.50	275.00	962.50
10/23/2019	Carol O'Donnell Post documents to website.	0.50	250.00	125.00
10/23/2019	Pritesh Patel	4.00	750.00	3,000.00

Invoice No.: 20404679  
 Date: 11/15/2019

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
	Review comments from L&W/SE, K.Ho on report, incorporate and circulate final draft to A&B for review.			
10/24/2019	Ken Le Post documents to the website	0.60	325.00	195.00
10/24/2019	Pritesh Patel Finalize and sign report for service.	0.50	750.00	375.00
10/28/2019	Carol O'Donnell Post documents to website.	0.50	250.00	125.00
10/28/2019	Pritesh Patel Preparation and attendance in Court for recognition hearing.	2.50	750.00	1,875.00
<b>Fees Total</b>		<b>59.85</b>		<b>\$ 35,376.25</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
10/30/2019	Legal Fees Fees and disbursements of Aird Berlis LLP through to October 30, 2019 (Account no 650811).			\$ 7,799.35
<b>Disbursements Total</b>				<b>\$ 7,799.35</b>

Invoice No.: 20404679  
 Date: 11/15/2019

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### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
 100 Water Tower Road  
 P.O. Box 1245  
 Timmins, ON P4N 7J5

### Invoice Summary

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<b>Sub-Total</b>		<b>\$ 43,175.60</b>
<b>Technology and Administrative Fees</b>		1,768.81
GST/HST #885435842 RT0001		5,842.78
<b>Total Due</b>	<b>CAD</b>	<b>\$ 50,787.19</b>

### Payment Options

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**At this time, we ask that payment not be made by cheque.  
 Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
 Commercial Banking Center  
 525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
 Bank Institute No.: 004  
 CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
 USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
 Email payment details, including invoice number and amount paid to:  
 ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

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Richter Advisory Group Inc.  
 181 Bay St., #3510  
 Bay Wellington Tower  
 Toronto ON M5J 2T3  
 416.488.2345

#### MONTRÉAL

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1981 McGill College  
 Montréal QC H3A 0G6  
 514.934.3400

#### CHICAGO

---

200 South Wacker, #3100  
 Chicago IL 60606  
 312.828.0800

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date: 12/16/2019  
Invoice No.: 20404786  
Engagement No.: 2021464  
Payment Terms: Due on Receipt

Professional services rendered to November 30, 2019.			\$ 28,175.00
Disbursements			5,375.40
			<hr/>
	<b>Sub-Total</b>		33,550.40
	<b>Technology and Administrative Fees</b>		1,408.75
	GST/HST #885435842 RT0001		4,544.69
			<hr/>
	<b>Total Due</b>	CAD	<b>\$ 39,503.84</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20404786  
Date: 12/16/2019

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Carol O'Donnell	0.40	\$ 250.00	\$ 100.00
Kristina Ho	35.00	275.00	9,625.00
Paul Van Eyk	4.50	850.00	3,825.00
Pritesh Patel	19.50	750.00	14,625.00
	<b>59.40</b>		<b>\$ 28,175.00</b>

**Disbursements**

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Legal Fees			\$ 5,375.40
			<b>\$ 5,375.40</b>



Invoice No.: 20404786  
 Date: 12/16/2019

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
11/5/2019	Pritesh Patel Review of reimbursement information and discussions with K.Ho on same.	1.00	\$ 750.00	\$ 750.00
11/5/2019	Kristina Ho Review October reimbursement from ITC to ITA for Debtor Professional fees	3.25	275.00	893.75
11/8/2019	Pritesh Patel Correspondence with counsel re FCR/Tort reimbursements. Call with A&M to discuss forecast and review of information on same.	1.50	750.00	1,125.00
11/8/2019	Kristina Ho Call with A&M re: ITC reimbursement for tort & FCR professional fees	0.50	275.00	137.50
11/12/2019	Kristina Ho Review forecast for planned additional cash transfer from ITC to ITA; call with E. Lucas re: same	0.25	275.00	68.75
11/13/2019	Kristina Ho Drafting 5th report of the Information Officer re: update on adversary proceedings and the indirect talc claims bar motion; review materials filed re: same.	7.50	275.00	2,062.50
11/14/2019	Pritesh Patel Call with A&B re call with Latham and plan for Dec 3 hearing. Review materials on US docket and discussion with K.Ho in connection with Fifth Report.	2.50	750.00	1,875.00
11/15/2019	Pritesh Patel Review of KERP and KERP materials and drafting sections for Fifth Report.	4.50	750.00	3,375.00
11/15/2019	Kristina Ho Review motions filed re: 9019 settlement and supplemental bar date motion; updates to Fifth Report on same.	4.00	275.00	1,100.00
11/18/2019	Pritesh Patel Review and edits to current draft of Fifth Report.	2.00	750.00	1,500.00
11/18/2019	Kristina Ho Review motions filed re: adversary proceeding, second amended scheduling order, & motions to compel; edits to IO report on same.	7.50	275.00	2,062.50
11/20/2019	Kristina Ho Review cashflow reporting from A&M; updates to Fifth Report to reflect re: same.	3.50	275.00	962.50
11/21/2019	Kristina Ho	2.50	275.00	687.50

Invoice No.: 20404786  
 Date: 12/16/2019

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
	Review new motion materials filed re: indirect talc claims bar date order and KERP order; updates to draft report re: same.			
11/22/2019	Kristina Ho Edits to Fifth IO Report based on review of Wilson Affidavit.	2.75	275.00	756.25
11/24/2019	Pritesh Patel Review of comments on report from A&B, and edits on same. Review and comments on updated draft of affidavit.	3.50	750.00	2,625.00
11/24/2019	Kristina Ho Review and provide comments to counsel on the Wilson Affidavit.	2.00	275.00	550.00
11/25/2019	Pritesh Patel Review of revised funding and allocation analysis from A&M and call on same. Discussion with K.Ho re next steps. Email to counsel on allocation issues.	1.50	750.00	1,125.00
11/25/2019	Kristina Ho Review revised proposed FCR/Tort professional fee reimbursement from ITC to ITA; call with A&M re: same.	1.25	275.00	343.75
11/26/2019	Pritesh Patel Review as-filed version of affidavit.	0.50	750.00	375.00
11/27/2019	Carol O'Donnell Post documents to website.	0.20	250.00	50.00
11/27/2019	Paul Van Eyk Review of report and comments on same.	3.00	850.00	2,550.00
11/27/2019	Pritesh Patel Review of comments from SE/L&W on report. Review of Nov 22 transcript from US hearing. Update, finalize and sign Fifth Report for service.	2.50	750.00	1,875.00
11/28/2019	Carol O'Donnell Post document to website.	0.20	250.00	50.00
11/29/2019	Paul Van Eyk Review of court material, discussion with Richter team.	1.50	850.00	1,275.00
<b>Fees Total</b>		<b>59.40</b>		<b>\$ 28,175.00</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
11/30/2019	Legal Fees Fees and disbursements of Aird & Berlis LLP through to November 30, 2019 (Account No. 654705).			\$ 5,375.40

Invoice No.: 20404786  
Date: 12/16/2019

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Date	Name and Description	Hours	Rate	Amount
2262	Name and Description	Hours	Rate	Amount
<b>Disbursements Total</b>				<b>\$ 5,375.40</b>

Invoice No.: 20404786  
Date: 12/16/2019

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### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

### Invoice Summary

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<b>Sub-Total</b>		<b>\$ 33,550.40</b>
<b>Technology and Administrative Fees</b>		1,408.75
GST/HST #885435842 RT0001		4,544.69
<b>Total Due</b>	<b>CAD</b>	<b>\$ 39,503.84</b>

### Payment Options

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**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

---

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

#### MONTRÉAL

---

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

---

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	2/11/2020
Invoice No.:	20404932
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional services rendered to January 31, 2020.		\$ 17,292.50
Disbursements		3,373.75
	<b>Sub-Total</b>	<u>20,666.25</u>
	<b>Technology and Administrative Fees</b>	864.63
	GST/HST #885435842 RT0001	2,799.01
	<b>Total Due</b>	<u><b>CAD \$ 24,329.89</b></u>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20404932  
Date: 2/11/2020

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Ken Le	1.00	\$ 325.00	\$ 325.00
Kristina Ho	16.50	295.00	4,867.50
Paul Van Eyk	1.00	850.00	850.00
Pritesh Patel	15.00	750.00	11,250.00
	<b>33.50</b>		<b>\$ 17,292.50</b>

**Disbursements**

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Legal Fees			\$ 3,373.75
			<b>\$ 3,373.75</b>

Invoice No.: 20404932  
 Date: 2/11/2020

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
12/2/2019	Pritesh Patel Call with A&B re update on US proceedings, allocation issues.	0.50	\$ 750.00	\$ 375.00
12/3/2019	Ken Le Post motion materials, reports, order to the website. Post materials on website for Indirect Talc Claims Bar Date.	1.00	325.00	325.00
12/3/2019	Pritesh Patel Preparation and attendance in Court for recognition hearing. Discussion with K.Ho re review of liquidity forecast.	3.00	750.00	2,250.00
12/3/2019	Kristina Ho Post materials on website for Indirect Talc Claims Bar Date; Review TCC/FCR professional fee reimbursement request from A&M. Discussions with P. Patel.	2.50	295.00	737.50
12/4/2019	Pritesh Patel Review of revised liquidity forecast from A&M and discussion with K.Ho on same. Review email to A&M re variances.	1.50	750.00	1,125.00
12/4/2019	Kristina Ho Review TCC/FCR professional fee reimbursement support; review support for November ITC reimbursement for debtor professional fees. Discussion with P. Patel on same.	4.00	295.00	1,180.00
12/10/2019	Pritesh Patel Review of materials from A&M and discussion with K.Ho on same.	2.00	750.00	1,500.00
12/10/2019	Kristina Ho Review ITC liquidity presentation re: November ITC debtor professionals reimbursement and bridge between cashflows provided for TCC/FCR Prof Fee Reimbursement Request	3.50	295.00	1,032.50
12/11/2019	Paul Van Eyk Status update with P. Patel.	0.75	850.00	637.50
12/11/2019	Pritesh Patel Review of responses from A&M and call on same. Discussion with K.Ho re professional fee forecast. Review of US docket. Discussion with P. Van Eyk on status of file.	3.00	750.00	2,250.00
12/11/2019	Kristina Ho Call with A&M re: ITC reimbursement and liquidity forecast changes. Discussion with P. Patel on fee forecast.	0.50	295.00	147.50
12/12/2019	Paul Van Eyk Responding to call from a creditor on status of proceedings.	0.25	850.00	212.50

Invoice No.: 20404932  
 Date: 2/11/2020

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
12/17/2019	Pritesh Patel Review of US docket for materials in connection with 12/17 hearing. Review of Fee Examiner reports.	2.00	750.00	1,500.00
1/10/2020	Kristina Ho Review December ITC Professional Fee Reimbursement; review fee examiner reports for holdback distributions; review and reconcile monthly professional fee applications	2.00	295.00	590.00
1/13/2020	Pritesh Patel Discussion with K.Ho re status of reimbursement reconciliation and review of same.	0.50	750.00	375.00
1/13/2020	Kristina Ho Review reconciliation of December ITC reimbursement to Latham. Discussion with P. Patel on outstanding issues.	1.50	295.00	442.50
1/14/2020	Pritesh Patel Update call with counsel re CF and reimbursements. Review of PJT retention motion.	1.50	750.00	1,125.00
1/14/2020	Kristina Ho Review recent motions & documents filed on Prime Clerk and update P. Patel on same.	2.50	295.00	737.50
1/20/2020	Pritesh Patel Update meeting with K.Esaw re reimbursements and status of plan.	0.50	750.00	375.00
1/31/2020	Pritesh Patel Discussion with Stikeman re upcoming motions, Plan. Review of materials on US docket. Discussion with K. Ho re timing of Jan reimbursements.	0.50	750.00	375.00
<b>Fees Total</b>		<b>33.50</b>		<b>\$ 17,292.50</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
1/31/2020	Legal Fees Fees and Disbursements of Aird & Berlis LLP through to January 31, 2020 (Account No. 660149)			\$ 3,373.75
<b>Disbursements Total</b>				<b>\$ 3,373.75</b>



Invoice No.: 20404932  
Date: 2/11/2020

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### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

### Invoice Summary

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<b>Sub-Total</b>		<b>\$ 20,666.25</b>
<b>Technology and Administrative Fees</b>		864.63
GST/HST #885435842 RT0001		2,799.01
<b>Total Due</b>	<b>CAD</b>	<b>\$ 24,329.89</b>

### Payment Options

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**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

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Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

#### MONTRÉAL

---

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

---

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	4/14/2020
Invoice No.:	20405113
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional services rendered to April 3, 2020.	\$ 32,438.75
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<b>Sub-Total</b>	32,438.75
<b>Technology and Administrative Fees</b>	864.63
GST/HST #885435842 RT0001	4,329.44
<b>Total Due</b>	<b>CAD \$ 37,632.82</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20405113  
Date: 4/14/2020

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Carol O'Donnell	1.00	\$ 250.00	\$ 250.00
Kristina Ho	44.75	295.00	13,201.25
Paul Van Eyk	0.50	850.00	425.00
Pritesh Patel	24.75	750.00	18,562.50
	<b>71.00</b>		<b>\$ 32,438.75</b>

Invoice No.: 20405113  
 Date: 4/14/2020

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
2/6/2020	Pritesh Patel Review of draft reimbursement and correspondence with K. Ho on same.	0.50	\$ 750.00	\$ 375.00
2/6/2020	Kristina Ho Review January ITC debtor professional fee reimbursement.	1.50	295.00	442.50
2/7/2020	Kristina Ho Review revised version of ITC January professional fee reimbursement.	1.00	295.00	295.00
2/18/2020	Pritesh Patel Update call with K. Esaw and review of material on same. Review of materials on US docket.	1.00	750.00	750.00
2/21/2020	Pritesh Patel Call with K. Esaw re stipulation proposal.	0.50	750.00	375.00
2/21/2020	Kristina Ho Review cash reporting for ITC, review consolidated cashflow forecast.	1.50	295.00	442.50
2/24/2020	Pritesh Patel Review of CF for ITA, discussion with K. Ho on same.	0.50	750.00	375.00
2/24/2020	Kristina Ho Review ITA cashflow for liquidity update and FCR/Tort Fee Reimbursement. Discussion with P. Patel.	2.00	295.00	590.00
2/26/2020	Pritesh Patel Review of email from Stikeman re ITC director issue and correspondence with A&B on same. Discussion with K. Ho re KERF.	1.00	750.00	750.00
2/27/2020	Pritesh Patel Review and comment on draft stipulation, correspondence with A&B on same. Emails with counsel re superpriority. Review of liquidity forecast from A&M and call on same. Discussion with K. Ho re CF forecast and next steps.	4.00	750.00	3,000.00
2/27/2020	Kristina Ho Review updated supporting documents for FCR/Tort fee reimbursement, call with A&M re same. Discussion with P. Patel on CF.	3.50	295.00	1,032.50
2/28/2020	Kristina Ho Review documents filed re retention of PJT.	0.75	295.00	221.25
3/2/2020	Pritesh Patel Review of revised draft of Stipulation and motion and correspondence with counsel on same.	1.00	750.00	750.00
3/4/2020	Pritesh Patel	1.00	750.00	750.00

Invoice No.: 20405113  
Date: 4/14/2020

Date	Name and Description	Hours	Rate	Amount
	Call with A&B re stipulation, review of revised materials on same.			
3/6/2020	Pritesh Patel Correspondence with A&M re update on Stipulation discussions with Debtors' counsels. Review of liquidity forecast.	0.50	750.00	375.00
3/7/2020	Pritesh Patel Call with A&B re final comments on stipulation and timing for recognition in Canada.	0.50	750.00	375.00
3/9/2020	Pritesh Patel Review of revised draft of motion and stipulation, comments to A&B on same.	1.50	750.00	1,125.00
3/10/2020	Kristina Ho Review November Debtor Fee ITC Reimbursement; review revised cashflow until December 2020.	3.00	295.00	885.00
3/11/2020	Pritesh Patel Review of CF analysis and emails with K. Ho on same.	0.75	750.00	562.50
3/17/2020	Kristina Ho Drafting Sixth Information Officer report and review relevant court materials filed on US docket.	7.50	295.00	2,212.50
3/18/2020	Pritesh Patel Correspondences with counsel re upcoming hearing, update on Plan development and go forward budget.	0.50	750.00	375.00
3/23/2020	Kristina Ho Continue drafting of Information Officer Report, review of materials.	6.00	295.00	1,770.00
3/24/2020	Pritesh Patel Review and edits to draft Sixth Report, circulate updated draft to K. Ho for review.	3.50	750.00	2,625.00
3/24/2020	Kristina Ho Review documents filed on US docket regarding adversary proceeding and extension to filing the Chapter 11 Plan.	4.00	295.00	1,180.00
3/25/2020	Kristina Ho Review cashflow materials provided by A&M for Report; update draft of report based on new materials filed and comments from P. Patel.	4.00	295.00	1,180.00
3/26/2020	Pritesh Patel Review of comments on report from A&B. Review and comment on updated draft of report. Review and comments on draft affidavit.	4.00	750.00	3,000.00
3/26/2020	Kristina Ho	2.50	295.00	737.50

Invoice No.: 20405113  
 Date: 4/14/2020

Date	Name and Description	Hours	Rate	Amount
3/26/2020	Review weekly variance reports provided by A&M to update IO report on cumulative cashflow variances. Kristina Ho Update draft of IO Report to ensure consistency with the Wilson Affidavit.	3.00	295.00	885.00
3/27/2020	Pritesh Patel Review of as filed motion record. Review of SE comments on report, update and finalize report.	2.50	750.00	1,875.00
3/30/2020	Carol O'Donnell Post documents to website.	0.50	250.00	125.00
3/31/2020	Kristina Ho Review proposed March debtor and FCR/Tort professional fee reimbursement support from A&M, review monthly compensation applications filed by TCC, FCR, & Debtor professionals.	4.00	295.00	1,180.00
4/1/2020	Paul Van Eyk Discussion with P. Patel re court hearing.	0.50	850.00	425.00
4/1/2020	Pritesh Patel Prep and attendance for hearing re recognition of Stipulation. Review and call with K. Ho re reimbursements. Update call with P. van Eyk. Call with K. Esaw re next steps.	1.50	750.00	1,125.00
4/1/2020	Kristina Ho Review March TCC/FCR & Debtor professional fee reimbursement proposal against ITC cashflow.	0.50	295.00	147.50
4/2/2020	Carol O'Donnell Post documents to website.	0.50	250.00	125.00
<b>Fees Total</b>		<b>71.00</b>		<b>\$ 32,438.75</b>

Invoice No.: 20405113  
Date: 4/14/2020

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### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

### Invoice Summary

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<b>Sub-Total</b>		<b>\$ 32,438.75</b>
<b>Technology and Administrative Fees</b>		864.63
GST/HST #885435842 RT0001		4,329.44
<b>Total Due</b>	<b>CAD</b>	<b>\$ 37,632.82</b>

### Payment Options

---

**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

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#### TORONTO

---

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

#### MONTRÉAL

---

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

---

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	6/11/2020
Invoice No.:	20405336
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional Services rendered to May 31, 2020.	\$ 10,315.00
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Disbursements	7,972.50
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<b>Sub-Total</b>	18,287.50
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<b>Technology and Administrative Fees</b>	864.63
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GST/HST #885435842 RT0001	2,489.78
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<b>Total Due</b>	<b>\$ 21,641.91</b>
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CAD

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800



Invoice No.: 20405336  
Date: 6/11/2020

---

**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Kristina Ho	7.00	\$ 295.00	\$ 2,065.00
Pritesh Patel	11.00	750.00	8,250.00
	<b>18.00</b>		<b>\$ 10,315.00</b>

**Disbursements**

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Legal Fees			\$ 7,972.50
			<b>\$ 7,972.50</b>

Invoice No.: 20405336  
 Date: 6/11/2020

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
5/7/2020	Pritesh Patel Review of draft Plan and correspondence/comments with counsel on same.	2.00	\$ 750.00	\$ 1,500.00
5/14/2020	Pritesh Patel Review of Disclosure Statement and Plan, correspondence with A&B on same.	3.00	750.00	2,250.00
5/15/2020	Pritesh Patel Review as filed Disclosure Statement and Plan. Review of draft Bidding Procedures motion and correspondence with A&B on same.	2.50	750.00	1,875.00
5/21/2020	Pritesh Patel Review of reimbursement request and CF, correspondence with K. Ho on same.	1.00	750.00	750.00
5/21/2020	Kristina Ho Review April TCC/FCR and Debtor Professional Fee Reimbursement, CF forecast. Discussions with P. Patel on same.	2.50	295.00	737.50
5/29/2020	Pritesh Patel Review motions for upcoming recognition hearing. Discussions with K. Ho on next steps.	2.50	750.00	1,875.00
5/29/2020	Kristina Ho Review documents filed re disclosure statement, solicitation procedures order, and bidding procedures order. Discussion with P. Patel on report.	4.50	295.00	1,327.50
<b>Fees Total</b>		<b>18.00</b>		<b>\$ 10,315.00</b>

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
3/28/2020	Legal Fees 03/28/2020: Fees and Disbursements of Aird & Berlis LLP through to March 28, 2020 (Account No. 668760).			\$ 6,277.50
4/14/2020	Legal Fees 04/14/2020: Fees and Disbursements of Aird & Berlis LLP through to April 30, 2020 (Account No. 669831).			1,695.00
<b>Disbursements Total</b>				<b>\$ 7,972.50</b>

Invoice No.: 20405336  
Date: 6/11/2020

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### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

### Invoice Summary

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<b>Sub-Total</b>		<b>\$ 18,287.50</b>
<b>Technology and Administrative Fees</b>		864.63
GST/HST #885435842 RT0001		2,489.78
<b>Total Due</b>	<b>CAD</b>	<b>\$ 21,641.91</b>

### Payment Options

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**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

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Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

#### MONTRÉAL

---

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

---

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	7/16/2020
Invoice No.:	20405438
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional services rendered to June 30, 2020.			\$ 15,387.50
Disbursements			10,684.00
			<hr/>
	<b>Sub-Total</b>		26,071.50
	<b>Technology and Administrative Fees</b>		864.63
	GST/HST #885435842 RT0001		3,501.70
			<hr/>
	<b>Total Due</b>	CAD	<b>\$ 30,437.83</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20405438  
Date: 7/16/2020

---

**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Carol O'Donnell	0.30	\$ 250.00	\$ 75.00
Kristina Ho	12.50	295.00	3,687.50
Pritesh Patel	15.50	750.00	11,625.00
	<b>28.30</b>		<b>\$ 15,387.50</b>

**Disbursements**

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Legal Fees			\$ 10,684.00
			<b>\$ 10,684.00</b>

Invoice No.: 20405438  
 Date: 7/16/2020

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
6/18/2020	Kristina Ho Review May professional fee reimbursement.	1.50	\$ 295.00	\$ 442.50
6/27/2020	Pritesh Patel Review of draft affidavit. Review of updated draft of Seventh Report from A&B, review of materials from US docket.	4.50	750.00	3,375.00
6/27/2020	Kristina Ho Review & revise draft of 7th Report of IO.	5.00	295.00	1,475.00
6/28/2020	Pritesh Patel Review and edits to updated draft report, circulate to A&B for review. Review further revised draft of report from A&B, comments on same.	6.00	750.00	4,500.00
6/29/2020	Pritesh Patel Review of updated affidavit. Review of updated draft report from K. Ho.	2.50	750.00	1,875.00
6/29/2020	Kristina Ho Update draft report for cashflow section and to reflect changes from updated affidavit.	6.00	295.00	1,770.00
6/30/2020	Carol O'Donnell Post materials to website.	0.30	250.00	75.00
6/30/2020	Pritesh Patel Correspondence with counsel re motion for Bidding Procedures Order. Review of comments from SE/L&W. Update, finalize and sign report for service.	2.50	750.00	1,875.00
<b>Fees Total</b>		<b>28.30</b>		<b>\$ 15,387.50</b>

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
6/30/2020	Legal Fees 06/30/2020: Fees and Disbursements of Aird & Berlis LLP through to June 30, 2020 (Account No. 675178)			\$ 10,684.00

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**Disbursements Total** **\$ 10,684.00**

Invoice No.: 20405438  
Date: 7/16/2020

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### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

### Invoice Summary

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<b>Sub-Total</b>		<b>\$ 26,071.50</b>
<b>Technology and Administrative Fees</b>		864.63
GST/HST #885435842 RT0001		3,501.70
<b>Total Due</b>	<b>CAD</b>	<b>\$ 30,437.83</b>

### Payment Options

---

**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

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#### TORONTO

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Richter Advisory Group Inc.  
181 Bay St., #3510  
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Toronto ON M5J 2T3  
416.488.2345

#### MONTRÉAL

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1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

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200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	10/5/2020
Invoice No.:	20405680
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional services rendered to August 31, 2020		\$ 5,616.25
Disbursements		4,457.26
	<b>Sub-Total</b>	<u>10,073.51</u>
	<b>Technology and Administrative Fees</b>	864.63
	GST/HST #885435842 RT0001	1,421.96
	<b>Total Due</b>	<u><b>CAD \$ 12,360.10</b></u>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800



Invoice No.: 20405680  
Date: 10/5/2020

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Ken Le	0.75	\$ 325.00	\$ 243.75
Kristina Ho	5.50	295.00	1,622.50
Pritesh Patel	5.00	750.00	3,750.00
	<b>11.25</b>		<b>\$ 5,616.25</b>

**Disbursements**

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Legal Fees			\$ 4,457.26
			<b>\$ 4,457.26</b>

Invoice No.: 20405680  
 Date: 10/5/2020

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
7/3/2020	Ken Le Post documents to the website	0.75	\$ 325.00	\$ 243.75
7/3/2020	Pritesh Patel Preparation and attendance on court call for bidding procedures, PJT recognition.	1.00	750.00	750.00
7/8/2020	Pritesh Patel Review updated CF reporting, correspondence with K. Ho on same.	0.50	750.00	375.00
7/8/2020	Kristina Ho Review June professional fee reimbursement and updated cashflow forecast.	2.00	295.00	590.00
8/13/2020	Pritesh Patel Update call with K. Esaw re status of proceedings. Review of amended DS and Plan motion.	1.50	750.00	1,125.00
8/17/2020	Kristina Ho Review ITC July professional fee reimbursement. Review recent materials filed re adversary proceeding to prepare for next information officer report.	2.50	295.00	737.50
8/18/2020	Pritesh Patel Review of materials and in preparation of next IO's report.	1.50	750.00	1,125.00
8/19/2020	Pritesh Patel Correspondence with counsel re status of bidding process and upcoming motion.	0.50	750.00	375.00
8/26/2020	Kristina Ho Review updated forecasts and cashflow variance reports.	1.00	295.00	295.00

<b>Fees Total</b>		<b>11.25</b>		<b>\$ 5,616.25</b>
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<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
8/18/2020	Legal Fees 8/18/2020: Fees and disbursements of Aird & Berlis LLP through to August 18, 2020 (Account No. 678970)			\$ 4,457.26

<b>Disbursements Total</b>				<b>\$ 4,457.26</b>
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Invoice No.: 20405680  
 Date: 10/5/2020

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### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
 100 Water Tower Road  
 P.O. Box 1245  
 Timmins, ON P4N 7J5

### Invoice Summary

---

<b>Sub-Total</b>		<b>\$ 10,073.51</b>
<b>Technology and Administrative Fees</b>		864.63
GST/HST #885435842 RT0001		1,421.96
<b>Total Due</b>	<b>CAD</b>	<b>\$ 12,360.10</b>

### Payment Options

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**At this time, we ask that payment not be made by cheque.  
 Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
 Commercial Banking Center  
 525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
 Bank Institute No.: 004  
 CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
 USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
 Email payment details, including invoice number and amount paid to:  
 ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

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Richter Advisory Group Inc.  
 181 Bay St., #3510  
 Bay Wellington Tower  
 Toronto ON M5J 2T3  
 416.488.2345

#### MONTRÉAL

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1981 McGill College  
 Montréal QC H3A 0G6  
 514.934.3400

#### CHICAGO

---

200 South Wacker, #3100  
 Chicago IL 60606  
 312.828.0800

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	11/13/2020
Invoice No.:	20405801
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional services rendered to October 31, 2020		\$ 19,450.00
Disbursements		25,213.64
	<b>Sub-Total</b>	<hr/> 44,663.64
	<b>Technology and Administrative Fees</b>	864.63
	GST/HST #885435842 RT0001	5,918.67
	<b>Total Due</b>	<hr/> <b>CAD \$ 51,446.94</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20405801  
Date: 11/13/2020

---

**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Carol O'Donnell	0.20	\$ 250.00	\$ 50.00
Kristina Ho	20.00	295.00	5,900.00
Pritesh Patel	18.00	750.00	13,500.00
	<b>38.20</b>		<b>\$ 19,450.00</b>

**Disbursements**

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Legal Fees			\$ 25,213.64
			<b>\$ 25,213.64</b>

Invoice No.: 20405801  
 Date: 11/13/2020

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
9/17/2020	Pritesh Patel Review of update on Ch 11 proceedings from counsel, response to same.	0.50	\$ 750.00	\$ 375.00
10/8/2020	Pritesh Patel Review of draft stalking horse agreement. Call with counsel re stalking horse agreement, timing of upcoming motions and recognition in Canada.	1.50	750.00	1,125.00
10/9/2020	Pritesh Patel Review of amended Plan and disclosure statement.	2.00	750.00	1,500.00
10/15/2020	Pritesh Patel Review of DIP Term Sheet, call with counsel on same. Call with Stikeman, L&W and Osler re DIP Term Sheet. Review of updated CFF for ITC, call with K. Ho on same.	3.00	750.00	2,250.00
10/15/2020	Kristina Ho Review latest cashflow forecast and variance reports.	1.00	295.00	295.00
10/16/2020	Pritesh Patel Review of revised DIP Term Sheet, correspondence with counsel on same. Review of update from counsel re timing of US motions.	0.50	750.00	375.00
10/19/2020	Pritesh Patel Call with A&M re CFF for ITC and go forward funding requirements.	0.50	750.00	375.00
10/19/2020	Kristina Ho Call with A&M re forecast and proposed DIP.	0.50	295.00	147.50
10/21/2020	Pritesh Patel Review of responses from A&M re updated CF, discussion with K. Ho on same. Discussion with K. Ho re Eighth Report.	0.50	750.00	375.00
10/21/2020	Kristina Ho Review motion materials filed re orders to be recognized at November 3rd hearing. Prepare draft of information officer's Eighth Report.	4.00	295.00	1,180.00
10/22/2020	Kristina Ho Review August professional fee reimbursement and revised ITC forecast. Continue drafting Eighth Report.	6.00	295.00	1,770.00
10/23/2020	Pritesh Patel Review and edits to draft Eighth Report.	2.00	750.00	1,500.00
10/27/2020	Pritesh Patel Review and edits to Eighth Report of IO.	2.50	750.00	1,875.00
10/28/2020	Pritesh Patel	2.00	750.00	1,500.00

Invoice No.: 20405801  
 Date: 11/13/2020

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
10/28/2020	Review of affidavit, discussion with K. Ho on same. Investigation into Ramboll Order. Review and comments on updated report from K. Ho. Kristina Ho	5.50	295.00	1,622.50
10/29/2020	Review the Wilson affidavit. Make revisions to draft of Information Officer's Eighth Report. Discussion with P. Patel on same. Pritesh Patel	1.00	750.00	750.00
10/29/2020	Review of revised draft of affidavit. Review of DIP credit agreement, emails with counsel on same. Kristina Ho	2.50	295.00	737.50
10/30/2020	Review comments from Oslers re Information Officer's Eighth Report and revise accordingly. Review ITC variance & forecast reporting. Carol O'Donnell	0.20	250.00	50.00
10/30/2020	Post document to website. Kristina Ho	0.50	295.00	147.50
10/31/2020	Review revised Eighth Report to send to SE and LW for comments. Pritesh Patel	2.00	750.00	1,500.00
	Review comments on report from L&W. Review, finalize and sign Eighth Report for service. Review GFG agreement, correspondence with counsel on same.			
<b>Fees Total</b>		<b>38.20</b>		<b>\$ 19,450.00</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
9/18/2020	Legal Fees Fees and disbursements of Osler, Hoskin & Harcourt LLP through to September 18, 2020 (Account No. 12445717)			\$ 4,312.00
10/31/2020	Legal Fees Fees and disbursements of Osler, Hoskin & Harcourt LLP through to October 31, 2020 (Account No. 12455086)			20,901.64
<b>Disbursements Total</b>				<b>\$ 25,213.64</b>

Invoice No.: 20405801  
Date: 11/13/2020

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### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

### Invoice Summary

---

<b>Sub-Total</b>		<b>\$ 44,663.64</b>
<b>Technology and Administrative Fees</b>		864.63
GST/HST #885435842 RT0001		5,918.67
<b>Total Due</b>	<b>CAD</b>	<b>\$ 51,446.94</b>

### Payment Options

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**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

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Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

#### MONTRÉAL

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1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

---

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800



# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	12/21/2020
Invoice No.:	20405908
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional services rendered to November 30, 2020			\$ 11,302.50
Disbursements			23,518.00
			<hr/>
<b>Sub-Total</b>			34,820.50
<b>Technology and Administrative Fees</b>			864.63
GST/HST #885435842 RT0001			4,639.07
			<hr/>
<b>Total Due</b>		CAD	<b>\$ 40,324.20</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20405908  
Date: 12/21/2020

---

**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Carol O'Donnell	1.00	\$ 250.00	\$ 250.00
Kristina Ho	9.50	295.00	2,802.50
Pritesh Patel	11.00	750.00	8,250.00
	<b>21.50</b>		<b>\$ 11,302.50</b>

**Disbursements**

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Legal Fees			\$ 23,518.00
			<b>\$ 23,518.00</b>

Invoice No.: 20405908  
Date: 12/21/2020

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
11/3/2020	Pritesh Patel Prep and attendance for recognition hearing.	0.50	\$ 750.00	\$ 375.00
11/5/2020	Carol O'Donnell Post documents to website.	0.50	250.00	125.00
11/11/2020	Kristina Ho Prepare draft of Information Officer's Ninth Report and review related materials on US docket.	4.00	295.00	1,180.00
11/12/2020	Kristina Ho Continue drafting Information Officer's Ninth Report.	1.50	295.00	442.50
11/17/2020	Pritesh Patel Review of update email from Osler re US hearing, correspondence on same.	0.50	750.00	375.00
11/17/2020	Kristina Ho Finalize draft Ninth report for P. Patel review.	1.50	295.00	442.50
11/18/2020	Pritesh Patel Review of draft Ninth Report.	2.00	750.00	1,500.00
11/19/2020	Pritesh Patel Review of materials on US docket, continued edits to Ninth Report. Review of affidavit, correspondence with K. Ho on same.	4.50	750.00	3,375.00
11/19/2020	Kristina Ho Review draft of the Wilson affidavit. Revise draft of Ninth report to align with the affidavit.	1.50	295.00	442.50
11/20/2020	Kristina Ho Review list of ITC contracts assumed by Magris Resources and related cure costs.	0.50	295.00	147.50
11/23/2020	Pritesh Patel Review of comments on report from SE and L&W. Call with Osler re SE comments, review and edits to email on same. Edit, finalize and sign report for service.	3.00	750.00	2,250.00
11/25/2020	Carol O'Donnell Post documents to the website.	0.50	250.00	125.00
11/25/2020	Pritesh Patel Preparation and attendance for recognition hearing.	0.50	750.00	375.00
11/25/2020	Kristina Ho Attend court hearing re sale approval order.	0.50	295.00	147.50
<b>Fees Total</b>		<b>21.50</b>		<b>\$ 11,302.50</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
11/25/2020	Legal Fees			\$ 23,518.00

Invoice No.: 20405908  
Date: 12/21/2020

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Date	Name and Description	Hours	Rate	Amount
	Fees and disbursements of Osler, Hoskin & Harcourt LLP through to November 25, 2020 (Account No. 12464010)			
<b>Disbursements Total</b>				<hr/> <b>\$ 23,518.00</b>

Invoice No.: 20405908  
Date: 12/21/2020

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### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

### Invoice Summary

---

<b>Sub-Total</b>		<b>\$ 34,820.50</b>
<b>Technology and Administrative Fees</b>		864.63
GST/HST #885435842 RT0001		4,639.07
<b>Total Due</b>	<b>CAD</b>	<b>\$ 40,324.20</b>

### Payment Options

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**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

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416.488.2345

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Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

---

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

Date:	1/21/2021
Invoice No.:	20406000
Engagement No.:	2021464
Payment Terms:	Due on Receipt

Professional services rendered to January 18, 2021		\$ 10,478.05
Disbursements		27,300.75
		<hr/>
<b>Sub-Total</b>		37,778.80
<b>Technology and Administrative Fees</b>		864.63
GST/HST #885435842 RT0001		5,023.64
		<hr/>
<b>Total Due</b>	CAD	<b>\$ 43,667.07</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20406000  
Date: 1/21/2021

---

**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Alexandra Kovacs-Espley	2.33	\$ 210.00	\$ 489.30
Kristina Ho	12.25	295.00	3,613.75
Pritesh Patel	8.50	750.00	6,375.00
	<b>23.08</b>		<b>\$ 10,478.05</b>

**Disbursements**

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Legal Fees			\$ 27,300.75
			<b>\$ 27,300.75</b>

Invoice No.: 20406000  
Date: 1/21/2021

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
12/3/2020	Pritesh Patel Review of updated CF from A&M. Review of comparison prepared by K. Ho and discussion on same.	1.00	\$ 750.00	\$ 750.00
12/3/2020	Kristina Ho Review ITC liquidity rollforward. Discussion with P. Patel re same.	1.50	295.00	442.50
12/8/2020	Pritesh Patel Correspondence with counsel re DIP motion and recognition hearing, review of materials on Prime Clerk on same. Email from Bell Mobility re assumption of contracts.	1.50	750.00	1,125.00
12/9/2020	Pritesh Patel Review of materials and drafting IO's Tenth Report.	3.00	750.00	2,250.00
12/10/2020	Pritesh Patel Continue drafting of IO's Tenth Report.	2.00	750.00	1,500.00
12/16/2020	Pritesh Patel Review of materials on Prime Clerk, update call with Osler re DIP approval.	0.50	750.00	375.00
12/22/2020	Alexandra Kovacs-Espley Review fee applications for September & October ITC professional fee reimbursement.	2.33	210.00	489.30
12/23/2020	Pritesh Patel Call with K. Esaw re ITC continuation to Quebec, status of DIP approval. Correspondence with SE on continuation issue, court date for recognition.	0.50	750.00	375.00
12/23/2020	Kristina Ho Review September & October ITC professional fee reimbursement.	2.50	295.00	737.50
1/5/2021	Kristina Ho Call with Osler re IO's Tenth Report.	0.75	295.00	221.25
1/6/2021	Kristina Ho Prepare draft of IO's Tenth Report and review relating materials.	3.00	295.00	885.00
1/7/2021	Kristina Ho Call with Osler re IO's Tenth Report and court materials for Canadian motion.	0.50	295.00	147.50
1/8/2021	Kristina Ho Prepare draft of IO's Tenth report.	2.00	295.00	590.00
1/11/2021	Kristina Ho Review materials filed re continuance motion and fifth amended plan.	0.50	295.00	147.50
1/12/2021	Kristina Ho Revise draft of IO's Tenth Report.	1.00	295.00	295.00



Invoice No.: 20406000  
 Date: 1/21/2021

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
1/14/2021	Kristina Ho Prepare invoices for fee affidavit.	0.50	295.00	147.50
<b>Fees Total</b>		<b>23.08</b>		<b>\$ 10,478.05</b>

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
1/17/2021	Legal Fees Fees and disbursements of Osler, Hoskin & Harcourt LLP through to January 17, 2021 (Account No. 12474135)			\$ 27,300.75
<b>Disbursements Total</b>				<b>\$ 27,300.75</b>

Invoice No.: 20406000  
Date: 1/21/2021

---

### Remittance Form

Attn. Ms. Alexandra Picard

Imerys Talc Canada Inc.  
100 Water Tower Road  
P.O. Box 1245  
Timmins, ON P4N 7J5

### Invoice Summary

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<b>Sub-Total</b>		<b>\$ 37,778.80</b>
<b>Technology and Administrative Fees</b>		864.63
GST/HST #885435842 RT0001		5,023.64
<b>Total Due</b>	<b>CAD</b>	<b>\$ 43,667.07</b>

### Payment Options

---

**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

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416.488.2345

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Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

---

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Chicago IL 60606  
312.828.0800

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")

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

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

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

Proceeding commenced at Toronto

**AFFIDAVIT OF ADAM SHERMAN  
SWORN JANUARY 21, 2021**

**OSLER, HOSKIN & HARCOURT LLP**

P.O. Box 50, 1 First Canadian Place  
Toronto, ON M5X 1B8

Kathryn Esaw (LSO# 58264F)

Tel: 416.862.4905

[kesaw@osler.com](mailto:kesaw@osler.com)

Chloe Nanfara (LSO# 79715G)

Tel: 416.862.6578

[cnanfara@osler.com](mailto:cnanfara@osler.com)

Fax: 416.862.6666

Lawyers for the Information Officer, Richter Advisory  
Group Inc.

# Appendix "L"

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

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

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

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

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

**AFFIDAVIT OF STEVEN L. GRAFF  
(sworn January 21, 2021)**

I, Steven L. Graff, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am a partner at Aird & Berlis LLP, ("**Aird**"). Aird acted as legal counsel to Richter Advisory Group Inc. ("**Richter**") in its capacity as the Court-appointed information officer (the "**Information Officer**") in the Part IV *Companies' Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) recognition proceedings of the Debtors (the "**CCAA Recognition Proceedings**") from January 2019 to July 2020. I was a partner at Aird with overall responsibility for this file. As such, I have knowledge of the matters hereinafter deposed to, except where stated to be information on belief and where so stated I verily believe it to be true.

2. This affidavit is filed in connection with the Information Officer's motion seeking approval of its fees and disbursements and those of counsel (including Aird) in the CCAA Recognition Proceedings.

3. All amounts referenced herein are in Canadian dollars.

4. Richter was appointed as Information Officer pursuant to the Supplemental Order (Foreign Main Proceeding) granted in the within proceedings dated February 20, 2019 (the “**Supplemental Order**”). The Information Officer retained Aird shortly prior to the commencement of the CCAA Recognition Proceedings, and carriage of the matter was transferred to Osler in or around August 2020.

5. Attached as Exhibit “A” hereto is a summary listing of Aird’s invoices for the within matter for the period January 31, 2019 to August 19, 2020 (the “**Aird Retention Period**”), including invoice dates and amount of each invoice. As shown in the summary listing, Aird’s total fees and disbursements for the Aird Retention Period are \$123,222.50 and \$2,009.60, respectively, in each case exclusive of applicable taxes. This amount includes billings for 252.00 professional hours at an average hourly rate of \$488.98. Aird’s total fees and disbursements for the Aird Retention Period are \$141,450.24, inclusive of applicable taxes. Attached as Exhibit “B” is a table detailing the billings and total hours of each of the professionals at Aird who performed services for the Information Officer in the within proceedings.

6. The professional rates and disbursements of Aird are consistent with those in the Toronto market for commercial restructuring matters and have been charged at each firm’s standard rates, respectively.

7. Attached as Exhibit “C” hereto are true and complete copies of Aird’s invoices for the within matter. These invoices have been submitted to the Information Officer and paid by the Debtors in the normal course since the commencement of the CCAA Recognition Proceedings as authorized by the Supplemental Order. The work performed by Aird as reflected in the attached invoices is consistent with the instructions given by the Information Officer to Aird from time to time.

- 3 -

SWORN BEFORE ME over video  
teleconference this 21<sup>st</sup> day of January,  
2021. The affiant was located in the City of  
Toronto in the Province of Ontario  
and the commissioner was located in  
the City of Toronto in the Province of  
Ontario. The affidavit was commissioned  
remotely as a result of COVID-19.



---

Chloe Nanfara  
Commissioner for Taking Affidavits



---

Steven L. Graff

THIS IS **EXHIBIT “A”** REFERRED TO IN THE  
AFFIDAVIT OF STEVEN L. GRAFF SWORN  
BEFORE ME THIS 21<sup>st</sup> DAY OF JANUARY, 2021.

*Chloe Nanfara*

---

A Commissioner for taking Affidavits, etc.



Aird &amp; Berlis LLP

Invoice Summary

Period: From 2/26/2019 to 8/19/2020

Exhibit A

Invoice	Date	Fees	Disbursements	Tax	Total
625731	2/26/2019	\$ 19,595.00	\$ 308.25	\$ 2,587.42	\$ 22,490.67
629614	4/8/2019	18,150.00	519.16	2,416.85	21,086.01
632318	5/31/2019	24,851.50	304.16	3,270.24	28,425.90
640993	7/31/2019	8,954.50	175.71	1,169.38	10,299.59
646908	9/27/2019	12,384.00	327.56	1,643.14	14,354.70
650811	11/6/2019	7,621.50	177.85	1,000.31	8,799.66
654705	11/30/2019	5,250.00	125.40	687.41	6,062.81
660149	1/31/2020	3,351.00	22.75	438.59	3,812.34
668760	4/27/2020	6,271.50	6.00	816.08	7,093.58
669831	5/6/2020	1,695.00		220.35	1,915.35
675178	6/30/2020	10,678.50	5.50	1,388.93	12,072.93
678970	8/19/2020	4,420.00	37.26	579.44	5,036.70
	<b>Total</b>	<b>\$ 123,222.50</b>	<b>\$ 2,009.60</b>	<b>\$ 16,218.14</b>	<b>\$ 141,450.24</b>

**Total Bill Hours:** 252.00  
**Total Bill Amount:** \$ 123,222.50  
**Average Billing Rate:** \$ 488.98

THIS IS **EXHIBIT “B”** REFERRED TO IN THE  
AFFIDAVIT OF STEVEN L. GRAFF SWORN  
BEFORE ME THIS 21<sup>st</sup> DAY OF JANUARY, 2021.

*Chloe Nanfara*

---

A Commissioner for taking Affidavits, etc.

**Aird & Berlis LLP**  
**Invoice Summary**  
**Period: From 2/26/2019 to 8/19/2020**

**Exhibit B**

<b>Name</b>	<b>Rank</b>	<b>Rate</b>	<b>Bill Hours</b>	<b>Bill Amount</b>
Kathryn A. Esaw	Partner	\$ 495.00	3.00	\$ 1,485.00
Kathryn A. Esaw	Partner	525.00	136.20	71,505.00
Kathryn A. Esaw	Partner	565.00	35.40	20,001.00
Steven L. Graff	Partner	825.00	2.30	1,897.50
Steven L. Graff	Partner	850.00	5.20	4,420.00
Shakaira John	Associate	340.00	48.70	16,558.00
Shakaira John	Associate	350.00	4.40	1,540.00
Miranda E. Spence	Partner	475.00	7.00	3,325.00
Patrick Williams	Legal Clerk	190.00	2.40	456.00
Jonathan Yantzi	Associate	275.00	7.40	2,035.00
<b>Total</b>		<b>Total</b>	<b>252.00</b>	<b>\$ 123,222.50</b>

**Average Billing Rate:** \$ 488.98

THIS IS **EXHIBIT “C”** REFERRED TO IN THE  
AFFIDAVIT OF STEVEN L. GRAFF SWORN  
BEFORE ME THIS 21<sup>ST</sup> DAY OF JANUARY, 2021.

*Chloe Manfara*

---

A Commissioner for taking Affidavits, etc.

IN ACCOUNT WITH:

<b>AIRD BERLIS</b>
--------------------

Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Richter Advisory Group Inc.  
 Bay Wellington Tower  
 3320-181 Bay Street  
 Toronto, ON M5J 2T3

Attention: Mr. Pritesh Patel

**Account No.: 625731**

PLEASE WRITE ACCOUNT NUMBERS  
 ON THE BACK OF ALL CHEQUES

File No.: 45169/148787

February 26, 2019

**Re: Imerys Talc Canada Inc.**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended February 20, 2019

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	31/01/19	\$495.00	3.00	\$1,485.00	Review part IV insolvency provisions; review draft filing materials
KAE	04/02/19	\$525.00	1.80	\$945.00	Review US draft contingency materials; review draft Canadian filing materials; review Part IV CCAA provisions; discussions with S Graff re cross border filing issues
KAE	05/02/19	\$525.00	1.50	\$787.50	Review draft materials; correspondence with P Patel
SLG	05/02/19	\$825.00	0.40	\$330.00	Address issue of retainer and invoicing
KAE	10/02/19	\$525.00	1.30	\$682.50	Correspondence with P Patel re status of filing; review correspondence forwarded by P Patel
KAE	11/02/19	\$525.00	2.50	\$1,312.50	Call with P Patel; review draft filing materials; instructions to J Yantzi; create issues list
JY	11/02/19	\$275.00	1.10	\$302.50	Receive instruction from K. Esaw re research re cross-border insolvencies under Part IV of the Companies' Creditors Arrangement Act; review Part IV of the Companies' Creditors Arrangement Act; review draft affidavit of Chief Financial Officer of Imerys Talc

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	12/02/19	\$525.00	2.50	\$1,312.50	[A101] Plan and prepare for Review draft materials; status call with P Patel; update call with SE
MES	12/02/19	\$475.00	1.00	\$475.00	Exchange emails with K. Esaw; Participate in conference call with Richter, Stikeman Elliott
JY	12/02/19	\$275.00	5.80	\$1,595.00	Research re centre of main interest analysis under section 45 of the Companies' Creditors Arrangement Act and related Part IV issues; review case law re same; discussion with K. Esaw re same; email to K. Esaw re same; prepare consent to act of information officer
KAE	13/02/19	\$525.00	5.00	\$2,625.00	[A101] Plan and prepare for Call with P Patel re cash flow; review cash flow; correspondence with M Konyukhova re status and draft docs; discussion with S. Graff re filing status
SLG	13/02/19	\$825.00	0.20	\$165.00	Discussion with K. Esaw re filing
JY	13/02/19	\$275.00	0.30	\$82.50	Review draft report of the proposed information officer
KAE	14/02/19	\$525.00	6.50	\$3,412.50	Review and comment on materials; calls with P Patel; calls with M Konyukhova re filing details; review and revise report; discussion with S. Graff re filing status
SLG	14/02/19	\$825.00	0.40	\$330.00	Address filing and discussion with K. Esaw
KAE	15/02/19	\$525.00	1.10	\$577.50	Prepare for hearing on February 19, 2019; review US docket list; finalize and serve report; discussion with M Spence."
SLG	15/02/19	\$825.00	0.50	\$412.50	Review emails re filing and appointment of information officer
MES	15/02/19	\$475.00	0.80	\$380.00	Review materials and emails for court attendance
JY	15/02/19	\$275.00	0.20	\$55.00	Discussion with K. Esaw re US motion and orders and Ontario application; review same
MES	18/02/19	\$475.00	1.90	\$902.50	Review materials for court hearing Feb 19, 2018; Exchange emails with M. Konyukhova and K. Esaw re: court hearing

AIRD & BERLIS LLP  
PAGE 3 OF ACCOUNT No. 625731

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	19/02/19	\$475.00	1.50	\$712.50	Attend at court to address recognition orders; Exchange emails re: further attendance on February 20
MES	20/02/19	\$475.00	1.50	\$712.50	Attend at court to address obtaining recognition orders; Receive and review copies of recognition orders
<b>TOTAL:</b>			40.80	\$19,595.00	

Name	Hours	Rate	Value
Kathryn A. Esaw (KAE)	25.20	\$521.43	\$13,140.00
Steven L. Graff (SLG)	1.50	\$825.00	\$1,237.50
Jonathan Yantzi (JY)	7.40	\$275.00	\$2,035.00
Miranda E. Spence (MES)	6.70	\$475.00	\$3,182.50

**OUR FEE** \$19,595.00  
HST at 13% \$2,547.35

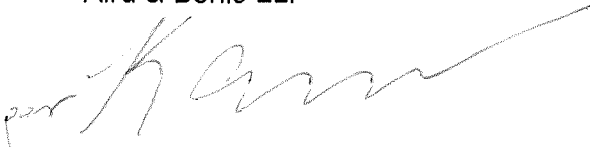
**DISBURSEMENTS**  
Subject to HST

Photocopies - Local	\$285.25
Binding and Tabs	\$7.50
Imaging/Scanning	\$15.50
<b>Total Disbursements</b>	<b>\$308.25</b>
HST at 13%	\$40.07

**AMOUNT NOW DUE**

**\$22,490.67**

THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP



Steven L. Graff  
E.&O.E.

**PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT**

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

IN ACCOUNT WITH:

<b>AIRD BERLIS</b>
--------------------

Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Richter Advisory Group Inc.  
 Bay Wellington Tower  
 3320-181 Bay Street  
 Toronto, ON  
 M5J 2T3

Attention: Mr. Pritesh Patel

**Account No.: 629614**PLEASE WRITE ACCOUNT NUMBERS  
ON THE BACK OF ALL CHEQUES

File No.: 45169/148787

April 8, 2019

**Re: Imerys Talc Canada Inc.**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended April 5, 2019

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	26/02/19	\$475.00	0.30	\$142.50	Receive and review emails re: scheduling court attendance
KAE	01/03/19	\$525.00	1.00	\$525.00	Review/Analyze dockets and correspondence to P Patel re updates
KAE	15/03/19	\$525.00	0.50	\$262.50	Prepare for and host call with P Patel re upcoming report analysis and US court filings
KAE	19/03/19	\$525.00	5.00	\$2,625.00	Review/Analyze motion materials for insurance et al motions
KAE	21/03/19	\$525.00	4.00	\$2,100.00	Review/Analyze motion materials for upcoming US insurance etc motion; discussion with P Patel
KAE	25/03/19	\$525.00	4.10	\$2,152.50	Appear for/Attend hearing re insurance matters (Delaware court call)
KAE	27/03/19	\$525.00	3.60	\$1,890.00	Review and comment on motion materials; call with M Konyukhova re April 3 recognition relief; call with P Patel re April 3 recognition relief;



LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	28/03/19	\$525.00	4.00	\$2,100.00	Review and comment on debtor materials; revise information officer report; call with P Patel; call with P Johnson; call with M Konykhova; review US materials
KAE	29/03/19	\$525.00	2.30	\$1,207.50	Review/Analyze proposed report; discussions with US and Canadian debtors' counsel re contents of report; correspondence re status of report
KAE	30/03/19	\$525.00	1.50	\$787.50	Receive, review and turn comments from L&W and Richter re first report
KAE	31/03/19	\$525.00	0.60	\$315.00	Correspondence with P Patel and P Joseph
KAE	01/04/19	\$525.00	1.00	\$525.00	Review and finalize IO report; coordinate filing report; review US docket sheet;
KAE	02/04/19	\$525.00	2.50	\$1,312.50	Plan and prepare for recognition motion; correspondence with debtors counsel; correspondence with P Patel; review court materials
KAE	03/04/19	\$525.00	2.50	\$1,312.50	Appear for/Attend at recognition motion; discussions with debtors counsel re US communications and next steps
KAE	05/04/19	\$525.00	1.70	\$892.50	Review docket; instructions to S John; call with Latham Watkins re status of proceeding and next steps
<b>TOTAL:</b>			34.60	\$18,150.00	

Name	Hours	Rate	Value
Miranda E. Spence (MES)	0.30	\$475.00	\$142.50
Kathryn A. Esaw (KAE)	34.30	\$525.00	\$18,007.50
<b>OUR FEE</b>			\$18,150.00
HST at 13%			\$2,359.50

**DISBURSEMENTS****COST INCURRED ON YOUR BEHALF AS AN AGENT**

Miscellaneous HST Exempt / Court call - court conference / ID# 9675971	\$78.00
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**Subject to HST**

Conference Calls	\$4.10
Business Meal & Entertainment	\$13.50
Photocopies - Local	\$280.50
Binding and Tabs	\$24.50
Deliveries/Parss	\$118.56

Total Disbursements	\$441.16
HST at 13%	\$57.35

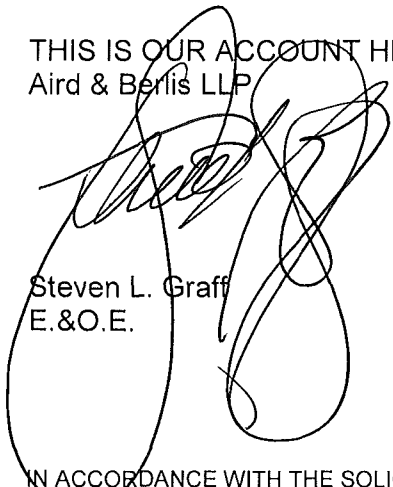
**AMOUNT NOW DUE**


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**\$21,086.01**

---

THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP



Steven L. Graff  
E.&O.E.

**PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT**

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

35693427.1

IN ACCOUNT WITH:

<b>AIRD BERLIS</b>
--------------------

Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Richter Advisory Group Inc.  
 Bay Wellington Tower  
 3320-181 Bay Street  
 Toronto, ON  
 M5J 2T3

Attention: Mr. Pritesh Patel

**Account No.: 632318**PLEASE WRITE ACCOUNT NUMBERS  
ON THE BACK OF ALL CHEQUES

File No.: 45169/148787

May 31, 2019

**Re: Imerys Talc Canada Inc.**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended May 24, 2019

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
PW	02/04/19	\$190.00	0.60	\$114.00	Filed First Report of Richter Advisory for April 3, 2019 motion
KAE	05/04/19	\$525.00	0.50	\$262.50	Status call with US counsel
SJ	05/04/19	\$340.00	3.00	\$1,020.00	Call with K. Esaw and US Counsel re proceedings update; Discussion w/ K. Esaw re next steps: Diarize hearing dates; Review File.
SJ	08/04/19	\$340.00	2.00	\$680.00	Review documents in file and on US docket website
KAE	10/04/19	\$525.00	0.80	\$420.00	Correspondence with H. Tseregounis re upcoming U.S. hearing; Review hearing materials
SJ	10/04/19	\$340.00	0.50	\$170.00	Diarize dates from scheduling order
SJ	11/04/19	\$340.00	2.00	\$680.00	Review file; Research re bankruptcy code
KAE	17/04/19	\$525.00	0.80	\$420.00	Review docket lists
KAE	18/04/19	\$525.00	0.40	\$210.00	Telephone call with S. John and US counsel re update
SJ	18/04/19	\$340.00	0.40	\$136.00	Telephone call with K. Esaw and US counsel re update.

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
SJ	22/04/19	\$340.00	5.00	\$1,700.00	Research US Bankruptcy Code provisions; Draft memo re same
KAE	25/04/19	\$525.00	1.50	\$787.50	Prepare for US motion; Review filed materials & agenda; Correspondence w/ Latham Watkins
KAE	26/04/19	\$525.00	6.00	\$3,150.00	Listen to US hearing; Review US motion docs re US hearing
SJ	26/04/19	\$340.00	5.00	\$1,700.00	Prepare for court attendance; Attend court via Court Call for US Motion hearing re FCR
KAE	29/04/19	\$525.00	0.50	\$262.50	Prepare and attend telephone call w/ Helen re status update
SJ	29/04/19	\$340.00	0.30	\$102.00	Call with K. Esaw and H. Tseregounis re update
SJ	30/04/19	\$340.00	0.30	\$102.00	Email to P. Patel
SJ	01/05/19	\$340.00	0.50	\$170.00	Review docket re orders to be recognized; Email to P. Patel re same
SJ	07/05/19	\$340.00	3.00	\$1,020.00	Review docket review materials of relevance; Research re US Bankruptcy code
KAE	10/05/19	\$525.00	1.80	\$945.00	Update meeting with S. John; Analysis and correspondence re new US accounts; Review file
SJ	10/05/19	\$340.00	1.20	\$408.00	Review file re cash management order; Various emails to K. Esaw re same; Discussion w/ K. Esaw re same.
KAE	13/05/19	\$525.00	1.50	\$787.50	Update call w/ Latham & Watkins; Review draft report; Call w/ M. Konyukhova
SJ	13/05/19	\$340.00	0.50	\$170.00	Call w/ K. Esaw and H. Tseregounis re IO motion materials
KAE	14/05/19	\$525.00	3.00	\$1,575.00	Review and comment on draft motion materials

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
SJ	14/05/19	\$340.00	4.50	\$1,530.00	Review and revise second report of information officer; Review and consider various emails from K. Esaw re same
KAE	15/05/19	\$525.00	0.50	\$262.50	Review debtor comments on reports & emails re same
KAE	16/05/19	\$525.00	0.50	\$262.50	Review motion record
SJ	16/05/19	\$340.00	0.20	\$68.00	Various emails re motion record and report
KAE	17/05/19	\$525.00	0.50	\$262.50	Finalize and Serve I.O. Report
SLG	17/05/19	\$825.00	0.80	\$660.00	Consider status and review report
KAE	22/05/19	\$525.00	0.80	\$420.00	Discussion with P. Patel re upcoming motion; Instructions to S. John re same
SJ	22/05/19	\$340.00	4.00	\$1,360.00	Review motion materials; Discussion with K. Esaw re motion submissions
PW	22/05/19	\$190.00	0.60	\$114.00	Filed Second Report of Info Officer
KAE	23/05/19	\$525.00	1.00	\$525.00	Review submissions of S. John; Review motion materials
SJ	23/05/19	\$340.00	2.50	\$850.00	Prepare submissions for recognition motion
KAE	24/05/19	\$525.00	1.00	\$525.00	Attend court for Recognition hearing
SJ	24/05/19	\$340.00	3.00	\$1,020.00	Attend Prepare for court attendance; Attend at court for recognition motion hearing
<b>TOTAL:</b>			61.00	\$24,851.50	

Name	Hours	Rate	Value
Patrick Williams (PW)	1.20	\$190.00	\$228.00
Kathryn A. Esaw (KAE)	21.10	\$525.00	\$11,077.50
Shakaira John (SJ)	37.90	\$340.00	\$12,886.00
Steven L. Graff (SLG)	0.80	\$825.00	\$660.00

AIRD & BERLIS LLP  
PAGE 4 OF ACCOUNT No. 632318

<b>OUR FEE</b>	\$24,851.50
HST at 13%	\$3,230.70

**DISBURSEMENTS**

**Subject to HST**

Photocopies - Local	\$193.25	
Binding and Tabs	\$10.50	
Photocopies	\$13.50	
Deliveries/Parss	\$86.66	
Imaging/Scanning	\$0.25	
Total Disbursements		\$304.16
HST at 13%		\$39.54

**AMOUNT NOW DUE**

**\$28,425.90**

THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP

Steven L. Graff  
E.&O.E.

**PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT**

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

36239855.1

IN ACCOUNT WITH:

<b>AIRD BERLIS</b>
--------------------

Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Richter Advisory Group Inc.  
 Bay Wellington Tower  
 3320-181 Bay Street  
 Toronto, ON  
 M5J 2T3

Attention: Mr. Pritesh Patel

**Account No.: 640993**PLEASE WRITE ACCOUNT NUMBERS  
ON THE BACK OF ALL CHEQUES

File No.: 45169/148787

July 31, 2019

**Re: Imerys Talc Canada Inc.**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended July 25, 2019

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	03/06/19	\$525.00	1.30	\$682.50	Email to M. Konyukhova re next steps; Update call w/ Latham & Watkins; Correspondence with P. Patel; Review Docket
SLJ	17/06/19	\$340.00	0.80	\$272.00	Review dockets re appeal notices
KAE	27/06/19	\$525.00	0.30	\$157.50	Discussion with S. John re motion outcome and next steps
SLJ	27/06/19	\$340.00	4.00	\$1,360.00	Attend U.S. court via CourtCall for omnibus hearing
SLJ	28/06/19	\$340.00	1.00	\$340.00	Attend court for decision via CourtCall; Email to client re same
KAE	01/07/19	\$525.00	1.50	\$787.50	Correspondence with Latham Watkins; Review draft claim bar process; Call with H. Tseregounis
KAE	02/07/19	\$525.00	1.00	\$525.00	Discussion w/ M. Konyukhova re claims bar; Revise bar materials as per client; Emails to Latham Watkins re revised materials
KAE	04/07/19	\$525.00	0.30	\$157.50	Review Latham and Watkins correspondence; Consider motion issues; Correspond with Stikeman Elliot team

AIRD & BERLIS LLP  
PAGE 2 OF ACCOUNT No. 640993

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	05/07/19	\$525.00	0.30	\$157.50	Confer with Stikeman Elliot and Latham & Watkins re upcoming motions
KAE	08/07/19	\$525.00	2.00	\$1,050.00	Prepare for and participate in Imerys motion via CourtCall; Pre call with P. Patel re same
KAE	09/07/19	\$525.00	1.00	\$525.00	Review revised motion materials; Discussion with M. Konyukhova re same
KAE	17/07/19	\$525.00	0.30	\$157.50	Review dockets for updates
KAE	23/07/19	\$525.00	1.00	\$525.00	Review court materials for July 24 motion
KAE	24/07/19	\$525.00	3.00	\$1,575.00	Attend hearing by phone; Review notes from hearing; Correspond with P. Joseph; Correspond with Latham and Watkins
KAE	25/07/19	\$525.00	1.30	\$682.50	Review and edit Information Officer Draft report; Discussion with Latham re hearing and report
<b>TOTAL:</b>			<u>19.10</u>	<u>\$8,954.50</u>	

Name	Hours	Rate	Value
Kathryn A. Esaw (KAE)	13.30	\$525.00	\$6,982.50
Shakaira L. John (SLJ)	5.80	\$340.00	\$1,972.00

**OUR FEE** \$8,954.50  
HST at 13% \$1,164.09

**DISBURSEMENTS**

**COST INCURRED ON YOUR BEHALF AS AN AGENT**

Agents Fees - Non Taxable \$135.04



AIRD & BERLIS LLP  
PAGE 3 OF ACCOUNT No. 640993

**Subject to HST**

Imaging/Scanning	\$1.50	
Other Expense	\$35.67	
Photocopies - Local	\$3.50	
Total Disbursements		\$40.67
HST at 13%		\$5.29

**AMOUNT NOW DUE**

**\$10,299.59**

THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP

  
Steven L. Graff  
E.&O.E.

**PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT**

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

36845533.1

IN ACCOUNT WITH:

<b>AIRD BERLIS</b>
--------------------

Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Richter Advisory Group Inc.  
 Bay Wellington Tower  
 3320-181 Bay Street  
 Toronto, ON M5J 2T3

Attention: Mr. Pritesh Patel

**Account No.: 646908**

PLEASE WRITE ACCOUNT NUMBERS  
 ON THE BACK OF ALL CHEQUES

File No.: 45169/148787

September 27, 2019

**Re: Imerys Talc Canada Inc.**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended September 25, 2019

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	29/07/19	\$525.00	1.10	\$577.50	Discussion with M. Konyukhova re recognition; Discussion with P. Patel re recognition; Review chapter 11 files for professional fee language
KAE	30/07/19	\$525.00	0.70	\$367.50	Prepare for and lead call re recognition order issues for professional fees.
SLJ	30/07/19	\$340.00	5.00	\$1,700.00	Research re committee professionals fees; Calls w/ client and counsel re same; Review draft affidavit
KAE	02/08/19	\$525.00	0.40	\$210.00	Finalize, serve and file 3rd report
PLW	06/08/19	\$190.00	0.60	\$114.00	Filed Third Report for August 6, 2019 Motion
KAE	07/08/19	\$525.00	3.50	\$1,837.50	Prepare for and attend court hearing re recognition
KAE	13/08/19	\$525.00	2.00	\$1,050.00	Review case law re non-debtor fees; Call with P. Patel re tort fees; Call with Latham and Watkins LLP re tort fees
SLJ	13/08/19	\$350.00	0.50	\$175.00	Research re recognition proceedings; Various emails with K. Esaw re same
KAE	15/08/19	\$525.00	1.50	\$787.50	Prepare for and attend IMERYYS tort fees call; Analyze A&M fee presentation

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	19/08/19	\$525.00	0.50	\$262.50	Prepare for hearing on August 21, 2019
KAE	03/09/19	\$525.00	1.60	\$840.00	Telephone call re IMERYYS update; Telephone call with P. Patel
KAE	04/09/19	\$525.00	1.40	\$735.00	Prepare and attend telephone call with debtors' legal and financial advisors re allocation; Discussion with P. Patel re allocation issues.
KAE	05/09/19	\$525.00	0.80	\$420.00	Discussion with P. Patel re allocation issues.
KAE	06/09/19	\$525.00	0.60	\$315.00	Telephone call with P. Patel; Analysis re allocation issues
KAE	09/09/19	\$525.00	0.40	\$210.00	Draft correspondence to Stikeman Elliot and Latham Watkins re allocation issues.
KAE	10/09/19	\$525.00	0.80	\$420.00	Telephone call with P. Patel re allocation and next steps.
KAE	11/09/19	\$525.00	0.40	\$210.00	Telephone call with P. Patel re allocation; Email to M. Konyukhova re motion adjournment.
KAE	12/09/19	\$525.00	0.20	\$105.00	Confer with Stikeman and Richter re hearing date.
KAE	17/09/19	\$525.00	1.00	\$525.00	Telephone call with P Patel; Correspondence with M Konyukhova; Review upcoming US motion materials; IS to S John re motion attendance
SLJ	18/09/19	\$350.00	3.50	\$1,225.00	Attend U.S. Motion hearing via CourtCall.
KAE	24/09/19	\$525.00	0.30	\$157.50	Correspondence with P Patel re final reimbursement; correspondence with M Konyukhova re final reimbursement; review notes from hearing and instructions to S John
SLJ	25/09/19	\$350.00	0.40	\$140.00	Draft email to client re US Hearing.
<b>TOTAL:</b>			27.20	\$12,384.00	

Name	Hours	Rate	Value
Kathryn A. Esaw (KAE)	17.20	\$525.00	\$9,030.00
Shakaira L. John (SLJ)	9.40	\$344.68	\$3,240.00
Patrick L. Williams (PLW)	0.60	\$190.00	\$114.00

AIRD & BERLIS LLP  
PAGE 3 OF ACCOUNT No. 646908

<b>OUR FEE</b>	\$12,384.00
HST at 13%	\$1,609.92

### DISBURSEMENTS

#### COST INCURRED ON YOUR BEHALF AS AN AGENT

Court Fees	\$72.00
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#### Subject to HST

Photocopies - Local	\$75.25
Binding and Tabs	\$4.00
Photocopies	\$7.75
Deliveries/Parss	\$168.06
Imaging/Scanning	\$0.50
<b>Total Disbursements</b>	<b>\$255.56</b>
HST at 13%	\$33.22

#### AMOUNT NOW DUE

**\$14,354.70**

THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP

  
Steven L. Graff  
E.&O.E.

#### PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

37382329.1

IN ACCOUNT WITH:

<b>AIRD BERLIS</b>
--------------------

Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Richter Advisory Group Inc.  
 Bay Wellington Tower  
 3320-181 Bay Street  
 Toronto, ON  
 M5J 2T3

Attention: Mr. Pritesh Patel

**Account No.: 650811**PLEASE WRITE ACCOUNT NUMBERS  
ON THE BACK OF ALL CHEQUES

File No.: 45169/148787

November 6, 2019

**Re: Imerys Talc Canada Inc.**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended October 30, 2019

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	10/10/19	\$525.00	0.70	\$367.50	Review US orders; Discussion with P Patel re next steps; Correspondence with P Johnson re upcoming motion and timing.
KAE	19/10/19	\$525.00	2.00	\$1,050.00	Review and comments on draft affidavit and draft report; Correspondence with client on draft affidavit and draft report.
KAE	21/10/19	\$525.00	1.30	\$682.50	Review and comments on draft affidavit; Correspondence with client on draft affidavit.
KAE	22/10/19	\$525.00	4.00	\$2,100.00	Review and comments on draft affidavit; Correspondence with client on draft affidavit, Draft letter of position on allocation to debtors.
PLW	25/10/19	\$190.00	0.60	\$114.00	Filed 4th Report for Motion October 29, 2019
KAE	28/10/19	\$525.00	3.00	\$1,575.00	Attend Prepare for and attend court re recognition order
KAE	29/10/19	\$525.00	1.80	\$945.00	Telephone call with P Patel re allocation discussion; call with M Konyukhova re allocation issues; review US filing records re co-retained professionals

AIRD & BERLIS LLP  
PAGE 2 OF ACCOUNT No. 650811

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	30/10/19	\$525.00	1.50	\$787.50	Prepare for and lead call re allocation issues
<b>TOTAL:</b>			14.90	\$7,621.50	

Name	Hours	Rate	Value
Kathryn A. Esaw (KAE)	14.30	\$525.00	\$7,507.50
Patrick L. Williams (PLW)	0.60	\$190.00	\$114.00

**OUR FEE** \$7,621.50  
HST at 13% \$990.80

#### DISBURSEMENTS

#### COST INCURRED ON YOUR BEHALF AS AN AGENT

Agents Fees - Non Taxable \$104.73

#### Subject to HST

Postage \$10.37  
Photocopies - Local \$53.75  
Binding and Tabs \$9.00

Total Disbursements \$73.12  
HST at 13% \$9.51

#### AMOUNT NOW DUE

**\$8,799.66**

THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP

Steven L. Graff  
E.&O.E.

#### PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

IN ACCOUNT WITH:

**AIRD BERLIS"]**

Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Richter Advisory Group Inc.  
 Bay Wellington Tower  
 3320-181 Bay Street  
 Toronto, ON  
 M5J 2T3

Attention: Mr. Pritesh Patel

**Account No.: 654705**

PLEASE WRITE ACCOUNT NUMBERS  
 ON THE BACK OF ALL CHEQUES

File No.: 45169/148787

November 30, 2019

**Re: Imerys Talc Canada Inc.**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended November 30, 2019

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	13/11/19	\$525.00	0.20	\$105.00	Call with P Patel re Imerys status and next steps
KAE	14/11/19	\$525.00	2.40	\$1,260.00	Update call with Latham; review court materials; update call with P Patel
KAE	19/11/19	\$525.00	0.60	\$315.00	Review KERP objection; Correspondence with Latham re same
KAE	22/11/19	\$525.00	4.00	\$2,100.00	Prepare for and attend court hearing; Review and comment on report.
KAE	24/11/19	\$525.00	2.00	\$1,050.00	Review and comment on draft affidavit; Review and comment on draft report; Correspondence with Latham re November 22 hearing; Correspondence with client re December 3 motion materials
KAE	27/11/19	\$525.00	0.20	\$105.00	Finalize and serve information officer's report
KAE	28/11/19	\$525.00	0.60	\$315.00	Discussion with P Patel re cash flows; review US docket

Aird & Berlis LLP  
Page 2 of Account No. 654705

<b>LAWYER</b>	<b>DATE</b>	<b>RATE/ HOUR</b>	<b>TIME</b>	<b>VALUE</b>	<b>DESCRIPTION</b>
<b>TOTAL:</b>			10.00	\$5,250.00	
<b>Name</b>			<b>Hours</b>	<b>Rate</b>	<b>Value</b>
Kathryn A. Esaw (KAE)			10.00	\$525.00	\$5,250.00
<b>OUR FEE</b>					\$5,250.00
HST at 13%					\$682.50
<b>DISBURSEMENTS</b>					
<b>COST INCURRED ON YOUR BEHALF AS AN AGENT</b>					
					Agents Fees - Non Taxable
					\$87.65
<b>Subject to HST</b>					
					Photocopies - Local
					Imaging/Scanning
					\$37.50
					\$0.25
					Total Disbursements
					\$37.75
					HST at 13%
					\$4.91
<b>AMOUNT NOW DUE</b>					<b>\$6,062.81</b>

THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP

E.&O.E.

**PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT**

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please Include the account number as reference.

38139860.1



IN ACCOUNT WITH:

<b>AIRD BERLIS</b>
--------------------

Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Richter Advisory Group Inc.  
 Bay Wellington Tower  
 3320-181 Bay Street  
 Toronto, ON  
 M5J 2T3

Attention: Mr. Pritesh Patel

**Account No.: 660149**PLEASE WRITE ACCOUNT NUMBERS  
ON THE BACK OF ALL CHEQUES

File No.: 45169/148787

January 31, 2020

**Re: Imerys Talc Canada Inc.**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended January 31, 2020

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	02/12/19	\$525.00	1.10	\$577.50	Attend Update call with Latham Watkins; call with P Patel; prepare for court attendance
KAE	03/12/19	\$525.00	2.70	\$1,417.50	Prepare for and attend at court
KAE	14/01/20	\$565.00	1.00	\$565.00	Discussion with P. Patel
KAE	17/01/20	\$565.00	0.80	\$452.00	Call with Latham re status and next steps
KAE	20/01/20	\$565.00	0.60	\$339.00	Meeting with P Patel re status update and next steps
<b>TOTAL:</b>			6.20	\$3,351.00	

Name	Hours	Rate	Value
Kathryn A. Esaw (KAE)	6.20	\$540.48	\$3,351.00
<b>OUR FEE</b>			\$3,351.00
HST at 13%			\$435.63

## DISBURSEMENTS

### Subject to HST

Photocopies	\$12.00	
Photocopies - Local	\$8.25	
Binding and Tabs	\$2.00	
Imaging/Scanning	\$0.50	
Total Disbursements		\$22.75
HST at 13%		\$2.96

### AMOUNT NOW DUE

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**\$3,812.34**

THIS IS OUR ACCOUNT HEREIN  
 Aird & Berlis LLP



Steven L. Graff  
 E.&O.E.

### PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

38780640.1

IN ACCOUNT WITH:



Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Richter Advisory Group Inc.  
 Bay Wellington Tower  
 3320-181 Bay Street  
 Toronto, ON  
 M5J 2T3

Attention: Mr. Pritesh Patel

**Account No.: 668760**PLEASE WRITE ACCOUNT NUMBERS  
ON THE BACK OF ALL CHEQUES

File No.: 45169/148787

April 27, 2020

**Re: Imerys Talc Canada Inc.**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended March 28, 2020

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	17/02/20	\$565.00	0.40	\$226.00	Correspondence with US counsel and client re next steps; review status of file
KAE	18/02/20	\$565.00	0.80	\$452.00	Call with Latham re stipulation and discussion with P Patel re same; review cost allocation issues
KAE	21/02/20	\$565.00	0.80	\$452.00	Correspondence with Latham re stipulation; instructions from client; review US dockets
KAE	26/02/20	\$565.00	1.10	\$621.50	Review and revise stipulation; correspondence re same; consider ITC director issues and correspondence re same
KAE	03/03/20	\$565.00	1.60	\$904.00	Discussion with debtors counsel re stipulation; consideration of same; call with client re same
KAE	06/03/20	\$565.00	1.30	\$734.50	Consider issues re stipulation and client and debtor discussions re same
KAE	07/03/20	\$565.00	2.10	\$1,186.50	Call with client re proposed stipulation; review and consider stipulation issues; multiple correspondence with debtors' Cdn and US counsel re stipulation

AIRD & BERLIS LLP  
PAGE 2 OF ACCOUNT No. 668760

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	19/03/20	\$565.00	1.00	\$565.00	Review US docket; correspondence with P Patel; call with M Konyukhova re recognition; correspondence with US counsel re next steps
KAE	25/03/20	\$565.00	0.20	\$113.00	Correspondence with Richter; review draft report
KAE	26/03/20	\$565.00	1.40	\$791.00	Review and comment on motion materials; correspondence re same
KAE	28/03/20	\$565.00	0.40	\$226.00	Review and finalize report; serve report
<b>TOTAL:</b>			11.10	\$6,271.50	

Name	Hours	Rate	Value
Kathryn A. Esaw (KAE)	11.10	\$565.00	\$6,271.50

**OUR FEE** \$6,271.50  
HST at 13% \$815.30

#### DISBURSEMENTS

#### Subject to HST

Photocopies - Local \$6.00  
HST at 13% \$0.78

#### AMOUNT NOW DUE

**\$7,093.58**

THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP



Steven L. Graff  
E.&O.E.

#### PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference. 39756803.1

IN ACCOUNT WITH:

**AIRD BERLIS**

Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Richter Advisory Group Inc.  
 Bay Wellington Tower  
 3320-181 Bay Street  
 Toronto, ON M5J 2T3

Attention: Mr. Pritesh Patel

**Account No.: 669831**

PLEASE WRITE ACCOUNT NUMBERS  
 ON THE BACK OF ALL CHEQUES

File No.: 45169/148787

May 6, 2020

**Re: Imerys Talc Canada Inc.**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended April 14, 2020

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	01/04/20	\$565.00	1.00	\$565.00	Prepare for and attendance at hearing; TC with P Patel re money requests
KAE	14/04/20	\$565.00	2.00	\$1,130.00	Prepare for and have call with Latham; review court file; coordinate court appearance; report to client
<b>TOTAL:</b>			<u>3.00</u>	<u>\$1,695.00</u>	

**OUR FEE** \$1,695.00  
 HST at 13% \$220.35

**AMOUNT NOW DUE** \$1,915.35

THIS IS OUR ACCOUNT HEREIN  
 Aird & Berlis LLP



Steven L. Graff  
 E.&O.E.

**PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT**

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference. 39887720.1

IN ACCOUNT WITH:



Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Richter Advisory Group Inc.  
 Bay Wellington Tower  
 3320-181 Bay Street  
 Toronto, ON  
 M5J 2T3

Attention: Mr. Pritesh Patel

**Invoice No.: 675178**

PLEASE WRITE INVOICE NUMBERS  
 ON THE BACK OF ALL CHEQUES  
 File No.: 45169/148787  
 Client No.: 45169  
 Matter No.: 148787

June 30, 2020

**Re: Imerys Talc Canada Inc.**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended June 30, 2020

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	29/04/20	\$565.00	0.50	\$282.50	Correspondence re status of file; Review docket
KAE	01/05/20	\$565.00	0.50	\$282.50	Telephone call with Latham re status of file
KAE	05/05/20	\$565.00	1.30	\$734.50	Prepare for update call with Latham; call with Latham; report to client
KAE	30/06/20	\$565.00	1.40	\$791.00	Finalize report; correspondence re same
KAE	05/05/20	\$565.00	0.80	\$452.00	Telephone call with Latham and report to client
KAE	12/05/20	\$565.00	2.00	\$1,130.00	Review disclosure statement
KAE	13/05/20	\$565.00	2.00	\$1,130.00	Review disclosure statement
KAE	29/06/20	\$565.00	1.30	\$734.50	Prepare for US hearing; review US materials; update report; correspondence with N Avis; correspondence with P Patel and K Ho
KAE	15/05/20	\$565.00	0.90	\$508.50	Review SISP materials and correspondence re same

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PAGE 2 OF INVOICE NO. 675178

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
KAE	26/05/20	\$565.00	0.40	\$226.00	Confer with Stikeman Elliott LLP re upcoming motion
KAE	16/06/20	\$565.00	0.30	\$169.50	Correspondence re recognition motion
KAE	25/06/20	\$565.00	1.50	\$847.50	Correspondence re recognition motion; Review file; Draft materials
KAE	26/06/20	\$565.00	3.00	\$1,695.00	Review file; Draft materials; Review ITC materials
KAE	28/06/20	\$565.00	3.00	\$1,695.00	Revise materials
<b>TOTAL:</b>			18.90	\$10,678.50	

Name	Hours	Rate	Value
Kathryn A. Esaw (KAE)	18.90	\$565.00	\$10,678.50

**OUR FEE** \$10,678.50  
HST at 13% \$1,388.21

#### DISBURSEMENTS

#### Subject to HST

Photocopies - Local \$5.50  
HST at 13% \$0.72

#### AMOUNT NOW DUE

**\$12,072.93**

THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP



Steven L. Graff  
E.&O.E.

#### PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference. 40630133.1

IN ACCOUNT WITH:



Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Richter Advisory Group Inc.  
 Bay Wellington Tower  
 3320-181 Bay Street  
 Toronto, ON  
 M5J 2T3

Attention: Mr. Pritesh Patel

**Invoice No.: 678970**

PLEASE WRITE INVOICE NUMBERS  
 ON THE BACK OF ALL CHEQUES  
 File No.: 45169/148787  
 Client No.: 45169  
 Matter No.: 148787

August 19, 2020

**Re: Imerys Talc Canada Inc.**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended August 18, 2020

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
SLG	05/08/20	\$850.00	1.30	\$1,105.00	Telephone call with P. Patel re file transfer and status and milestone dates; text with K. Esaw and telephone call with M. Wasserman
SLG	11/08/20	\$850.00	0.90	\$765.00	Address file transfer, emails, protocols, telephone call with J. Zammit
SLG	14/08/20	\$850.00	1.00	\$850.00	Review emails re review and availability of transfer of file
SLG	18/08/20	\$850.00	2.00	\$1,700.00	Review status; review emails and timetable milestones; emails with P. Patel and K. Esaw;
<b>TOTAL:</b>			5.20	\$4,420.00	

Name	Hours	Rate	Value
Steven L. Graff (SLG)	5.20	\$850.00	\$4,420.00



AIRD & BERLIS LLP  
PAGE 2 OF INVOICE NO. 678970

<b>OUR FEE</b>	\$4,420.00
HST at 13%	\$574.60

**DISBURSEMENTS**

**Subject to HST**

Imaging/Scanning	\$24.00	
Deliveries/Parss	\$13.26	
<b>Total Disbursements</b>		\$37.26
HST at 13%		\$4.84

<b>TOTAL INVOICE</b>	<b>\$5,036.70</b>
Monies applied from Trust	(\$5,036.70)

<b>AMOUNT NOW DUE</b>	<b>\$0.00</b>
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THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP



Steven L. Graff  
E.&O.E.

**PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT**

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

41293210.1

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")

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

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

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

Proceeding commenced at Toronto

**AFFIDAVIT OF STEVEN L. GRAFF  
SWORN JANUARY 21, 2021**

**OSLER, HOSKIN & HARCOURT LLP**

P.O. Box 50, 1 First Canadian Place  
Toronto, ON M5X 1B8

Kathryn Esaw (LSO# 58264F)

Tel: 416.862.4905

[kesaw@osler.com](mailto:kesaw@osler.com)

Chloe Nanfara (LSO# 79715G)

Tel: 416.862.6578

[cnanfara@osler.com](mailto:cnanfara@osler.com)

Fax: 416.862.6666

Lawyers for the Information Officer, Richter Advisory  
Group Inc.

# Appendix "M"

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

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

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

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

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

**AFFIDAVIT OF KATHRYN ESAW  
(sworn January 21, 2021)**

I, Kathryn Esaw, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am a partner at Osler, Hoskin & Harcourt LLP ("**Osler**"), legal counsel to Richter Advisory Group Inc. ("**Richter**") in its capacity as the Court-appointed information officer (the "**Information Officer**") in the Part IV *Companies' Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) recognition proceedings of the Debtors (the "**CCAA Recognition Proceedings**"). I was formerly a partner at Aird & Berlis LLP ("**Aird**"), where I also represented the Information Officer. I am the partner at Osler with overall responsibility for this file. As such, I have knowledge of the matters hereinafter deposed to, except where stated to be information on belief and whereso stated I verily believe it to be true.

2. This affidavit is filed in connection with the Information Officer's motion seeking approval of its fees and disbursements and those of Osler in the CCAA Recognition Proceedings.

3. All amounts referenced herein are in Canadian dollars.

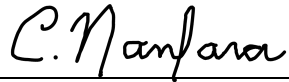
4. Richter was appointed as Information Officer pursuant to the Supplemental Order (Foreign Main Proceeding) granted in the within proceedings dated February 20, 2019 (the “**Supplemental Order**”). The Information Officer retained Aird shortly prior to the commencement of the CCAA Recognition Proceedings. In connection with my transition to Osler, the Information Officer changed its legal counsel to Osler in August 2020.

5. Attached as Exhibit “A” hereto is a summary listing of Osler’s invoices for the within matter for the period August 13, 2020 to January 17, 2021 (the “**Osler Retention Period**”), including invoice date and amount of the invoice. As shown in the summary listing, Osler’s total fees and disbursements for the Osler Retention Period are \$75,347.50 and \$684.89, respectively, in each case exclusive of applicable taxes. This amount includes billings for 135.20 professional hours at an average hourly rate of \$557.30. Osler’s total fees and disbursements for the Osler Period are \$85,916.60, inclusive of applicable taxes. Attached as Exhibit “B” is a table detailing the billings and total hours of each of the professionals at Osler who performed services for the Information Officer in the within proceedings.

6. The professional rates and disbursements of Osler are consistent with those in the Toronto market for commercial restructuring matters and have been charged at each firm’s standard rates, respectively.

7. Attached as Exhibit “C” hereto are true and complete copies of Osler’s invoices for the within matter. These invoices have been submitted to the Information Officer and paid by the Debtors in the normal course during the Osler Retention Period as authorized by the Supplemental Order. The work performed by Osler as reflected in the attached invoices are consistent with the instructions given by the Information Officer to Osler from time to time.

SWORN BEFORE ME over video  
teleconference this 21<sup>st</sup> day of January,  
2021. The affiant was located in the City of  
Toronto in the Province of Ontario  
and the commissioner was located in  
the City of Toronto in the Province of  
Ontario. The affidavit was commissioned  
remotely as a result of COVID-19.



---

Chloe Nanfara

Commissioner for Taking Affidavits



---

Kathryn Esaw

THIS IS **EXHIBIT "A"** REFERRED TO IN THE  
AFFIDAVIT OF KATHRYN ESAW SWORN  
BEFORE ME THIS 21<sup>st</sup> DAY OF JANUARY, 2021.

*C. Nanfara*

---

A Commissioner for taking Affidavits, etc.

Osler, Hoskin &amp; Harcourt LLP

Exhibit A

## Invoice Summary

Period: From October 28, 2020 to January 18, 2021

Invoice	Date	Fees	Disbursements	Tax	Total
12445717	10/28/2020	\$ 4,312.00	\$ -	\$ 560.56	\$ 4,872.56
12455086	11/6/2020	20,895.00	6.64	2,717.21	23,618.85
12464010	12/16/2020	23,518.00	-	3,057.34	26,575.34
12474135	1/18/2021	26,622.50	678.25	3,549.10	30,849.85
	<b>Total</b>	<b>\$ 75,347.50</b>	<b>\$ 684.89</b>	<b>\$ 9,884.21</b>	<b>\$ 85,916.60</b>

Total Bill Hours: 135.20

Total Bill Amount: \$ 75,347.50

Average Billing Rate: \$ 557.30



THIS IS **EXHIBIT "B"** REFERRED TO IN THE  
AFFIDAVIT OF KATHRYN ESAW SWORN  
BEFORE ME THIS 21<sup>st</sup> DAY OF JANUARY, 2021.

*C. Manfara*

---

A Commissioner for taking Affidavits, etc.

Osler, Hoskin &amp; Harcourt LLP

Exhibit B

Invoice Summary

Period: From 10/28/2020 to 01/18/2021

Name	Rank	Rate	Bill Hours	Bill Amount
Jayne Cooke	Articling Student-at-Law	\$ 300.00	9.8	\$ 2,940.00
Kathryn A. Esaw	Partner	770.00	29.00	22,330.00
Kathryn A. Esaw	Partner	815.00	9.30	7,579.50
Ferial Fekri	Articling Student-at-Law	285.00	0.60	171.00
Kevin MacEachern	Court Clerk	205.00	1.00	205.00
Chloe Nanfara	Associate	490.00	62.80	30,772.00
Chloe Nanfara	Associate	500.00	22.70	11,350.00
<b>Total</b>		<b>Total</b>	<b>135.20</b>	<b>\$ 75,347.50</b>

Average Billing Rate: \$ 557.30

THIS IS **EXHIBIT "C"** REFERRED TO IN THE  
AFFIDAVIT OF KATHRYN ESAW SWORN  
BEFORE ME THIS 21<sup>st</sup> DAY OF JANUARY, 2021.

*C. Manfara*

---

A Commissioner for taking Affidavits, etc.

OSLER, HOSKIN & HARCOURT LLP  
 1 First Canadian Place  
 PO BOX 50  
 Toronto ON M5X 1B8  
 CANADA  
 416.362.2111 main  
 416.862.6666 facsimile

OSLER

Richter Advisory Group Inc.  
 181 Bay Street, suite 3510  
 Bay Wellington Tower  
 Toronto, ON M5J 2T3  
 CANADA

Invoice No.: **12445717**  
 Date: **October 28, 2020**  
 Client No.: 227560  
 GST/HST No.: 121983217 RT0001

Attention: Pritesh Patel  
 Partner

Contact: **Kathryn Esaw**  
 Direct Dial: (416) 862-4905  
 E-mail: kesaw@osler.com

For professional services rendered for In its capacity as Information Officer in the CCAA Proceedings of Imerys Talc Canada Inc. et al. (F#1212815).

OUR FEE HEREIN	4,312.00
HST @ 13%	560.56
<b>TOTAL (CAD):</b>	<b>4,872.56</b>

**PAYMENT DUE UPON RECEIPT**



*We are committed to protecting the environment. Please provide your email address to [payments@osler.com](mailto:payments@osler.com) to receive invoices and reminder statements electronically.*



**REMITTANCE ADVICE**

Canadian Dollar EFT and Wire Payments:

TD Canada Trust  
 751 3rd Street S.W.  
 Calgary, Alberta T2P 4K8  
 Transit No: 80629-0004  
 Account No: 5219313  
 SWIFT Code: TDOMCATTOR

Cheque Payments:

Osler, Hoskin & Harcourt LLP  
 FINANCE & ACCOUNTING  
 (RECEIPTS)  
 1 First Canadian Place  
 PO BOX 50  
 Toronto, Ontario M5X 1B8  
 Canada

Invoice No.: **12445717**  
 Client No.: 227560  
 Amount: 4,872.56 CAD

*Email payment details to [payments@osler.com](mailto:payments@osler.com), referencing invoice number(s) being paid.*

*Please return remittance advice(s) with cheque.*

osler.com

**FEE SUMMARY**

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Kathryn Esaw	4.20	770	3,234.00
<u>ASSOCIATE</u>			
Chloe Nanfara	2.20	490	1,078.00
<b>TOTAL FEES (CAD):</b>	<b>6.40</b>		<b>4,312.00</b>

**FEE DETAIL**

DATE	NAME	DESCRIPTION	HRS
Aug-13-20	Kathryn Esaw	Reviewing status of the file; discussing file with P. Patel.	1.20
Aug-18-20	Kathryn Esaw	Corresponding with client and debtors' US counsel regarding upcoming update call.	0.20
Aug-19-20	Kathryn Esaw	Preparing for and participating in call with US debtors' counsel regarding status of hearing and next steps; reporting to client.	1.00
Aug-19-20	Chloe Nanfara	Attending phone call with Lathams and K. Esaw; reviewing emails.	0.60
Aug-20-20	Kathryn Esaw	Preparing and sending Notice of Change of Lawyer.	0.70
Aug-20-20	Chloe Nanfara	Reviewing emails; corresponding with Lathams.	0.30
Aug-21-20	Kathryn Esaw	Receiving and reviewing bids; corresponding with client.	0.40
Aug-22-20	Chloe Nanfara	Circulating documents to client.	0.20
Sep-04-20	Kathryn Esaw	Preparing for and attending call with US counsel; reporting to client; reviewing US docket.	0.70
Sep-04-20	Chloe Nanfara	Attending update call with external and internal counsel.	0.40
Sep-18-20	Chloe Nanfara	Attending phone call regarding general update with Lathams; reviewing emails.	0.70
<b>TOTAL HOURS:</b>			<b>6.40</b>

**EXPENSE SUMMARY**

DESCRIPTION	AMOUNT
<b>TOTAL (CAD):</b>	<b>0.00</b>



OSLER, HOSKIN & HARCOURT LLP  
 1 First Canadian Place  
 PO BOX 50  
 Toronto ON M5X 1B8  
 CANADA  
 416.362.2111 main  
 416.862.6666 facsimile

OSLER

Richter Advisory Group Inc.  
 181 Bay Street, suite 3510  
 Bay Wellington Tower  
 Toronto, ON M5J 2T3  
 CANADA

Invoice No.: **12455086**  
 Date: **November 6, 2020**  
 Client No.: 227560  
 GST/HST No.: 121983217 RT0001

Attention: Pritesh Patel  
 Partner

Contact: **Kathryn Esaw**  
 Direct Dial: (416) 862-4905  
 E-mail: kesaw@osler.com

For professional services rendered for In its capacity as Information Officer in the CCAA Proceedings of Imerys Talc Canada Inc. et al. (F#1212815).

OUR FEE HEREIN	20,895.00
REIMBURSABLE EXPENSES	6.64
HST @ 13%	2,717.21
<b>TOTAL (CAD):</b>	<b>23,618.85</b>

**PAYMENT DUE UPON RECEIPT**



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Cheque Payments:

Osler, Hoskin & Harcourt LLP  
 FINANCE & ACCOUNTING  
 (RECEIPTS)  
 1 First Canadian Place  
 PO BOX 50  
 Toronto, Ontario M5X 1B8  
 Canada

Invoice No.: **12455086**  
 Client No.: 227560  
 Amount: 23,618.85 CAD

*Email payment details to [payments@osler.com](mailto:payments@osler.com), referencing invoice number(s) being paid.*

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**FEE SUMMARY**

<b>NAME</b>	<b>HRS</b>	<b>RATE</b>	<b>FEES</b>
<u>PARTNER</u>			
Kathryn Esaw	11.10	770	8,547.00
<u>ASSOCIATE</u>			
Chloe Nanfara	25.20	490	12,348.00
<b>TOTAL FEES (CAD):</b>	<b>36.30</b>		<b>20,895.00</b>

**FEE DETAIL**

<b>DATE</b>	<b>NAME</b>	<b>DESCRIPTION</b>	<b>HRS</b>
Oct-03-20	Kathryn Esaw	Preparing for and participating in update call regarding Imerys stalking horse.	0.60
Oct-03-20	Chloe Nanfara	Attending update call; drafting email to client regarding same.	1.50
Oct-04-20	Kathryn Esaw	Internal and client correspondence regarding US sales process and DIP.	0.30
Oct-04-20	Chloe Nanfara	Drafting email to client; communicating with external counsel.	1.00
Oct-05-20	Chloe Nanfara	Drafting email to client; reviewing docket; drafting email to external counsel.	1.00
Oct-08-20	Kathryn Esaw	Reviewing and commenting on stalking horse APA; call with client; correspondence regarding stalking horse; considering court relief.	1.90
Oct-08-20	Chloe Nanfara	Following up with external counsel regarding plan and disclosure statement; reviewing stalking horse; attending phone call with client; drafting follow-up email to client after communicating with external counsel.	2.80
Oct-09-20	Chloe Nanfara	Reviewing email from external counsel; drafting update note to client.	0.50
Oct-15-20	Kathryn Esaw	Reviewing and considering DIP term sheet; call with company counsel regarding DIP terms and consideration of same.	2.30
Oct-15-20	Chloe Nanfara	Attending call with Lathams and Stikemans regarding DIP; reviewing DIP term sheet; drafting update email and circulating same to Richter.	1.00
Oct-16-20	Kathryn Esaw	Update call with US counsel; reviewing updated DIP term sheet and consideration of same; correspondence with client regarding revised terms.	1.90



Oct-16-20	Chloe Nanfara	Attending call with S. Hansen and K. Esaw; circulating update email to P. Patel.	0.80
Oct-21-20	Chloe Nanfara	Attending to correspondence from counsel to Canadian debtor; attending to correspondence from P. Patel.	0.70
Oct-22-20	Chloe Nanfara	Attending to correspondence with N. Avis.	0.20
Oct-27-20	Chloe Nanfara	Reviewing and providing comments on affidavit; circulating same to Richter.	2.50
Oct-28-20	Chloe Nanfara	Reviewing Eighth Report and providing comments on same.	2.50
Oct-29-20	Kathryn Esaw	Finalizing affidavit; reviewing plan of arrangement and calls regarding same; reviewing and commenting on plan; reviewing and commenting on DIP agreement.	3.40
Oct-29-20	Chloe Nanfara	Reviewing Eighth Report and providing comments on same; reviewing documents referenced in Eighth Report; reviewing and providing comments on affidavit; attending to correspondence with Richter and Stikemans.	4.10
Oct-30-20	Kathryn Esaw	Reviewing report comments from debtors' counsel.	0.70
Oct-30-20	Chloe Nanfara	Reviewing and revising the Eighth Report; circulating same to Stikemans and Lathams; reviewing comments and incorporating into Eighth Report.	2.80
Oct-31-20	Chloe Nanfara	Reviewing and finalizing Eighth Report; serving and filing same; drafting affidavit of service.	3.80

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**TOTAL HOURS:**


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**36.30**


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#### EXPENSE SUMMARY

<b>DESCRIPTION</b>	<b>AMOUNT</b>
<u>EXPENSES - TAXABLE</u>	
Telecommunications - External	6.64
<b>TOTAL (CAD):</b>	<b>6.64</b>

OSLER, HOSKIN & HARCOURT LLP  
 1 First Canadian Place  
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 416.862.6666 facsimile

OSLER

Richter Advisory Group Inc.  
 181 Bay Street, suite 3510  
 Bay Wellington Tower  
 Toronto, ON M5J 2T3  
 CANADA

Invoice No.: **12464010**  
 Date: **December 16, 2020**  
 Client No.: 227560  
 GST/HST No.: 121983217 RT0001

Attention: Pritesh Patel  
 Partner

Contact: **Kathryn Esaw**  
 Direct Dial: (416) 862-4905  
 E-mail: kesaw@osler.com

For professional services rendered for In its capacity as Information Officer in the CCAA Proceedings of Imerys Talc Canada Inc. et al. (F#1212815).

OUR FEE HEREIN	23,518.00
HST @ 13%	3,057.34
<b>TOTAL (CAD):</b>	<b>26,575.34</b>

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 (RECEIPTS)  
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 Toronto, Ontario M5X 1B8  
 Canada

Invoice No.: **12464010**  
 Client No.: 227560  
 Amount: 26,575.34 CAD

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**FEE SUMMARY**

<b>NAME</b>	<b>HRS</b>	<b>RATE</b>	<b>FEES</b>
<u>PARTNER</u>			
Kathryn Esaw	10.20	770	7,854.00
<u>ASSOCIATE</u>			
Chloe Nanfara	31.20	490	15,288.00
<u>PARAPROFESSIONAL</u>			
Kevin MacEachern	1.00	205	205.00
<u>STUDENT</u>			
Ferial Fekri	0.60	285	171.00
<b>TOTAL FEES (CAD):</b>	<b>43.00</b>		<b>23,518.00</b>

**FEE DETAIL**

<b>DATE</b>	<b>NAME</b>	<b>DESCRIPTION</b>	<b>HRS</b>
Nov-02-20	Ferial Fekri	Commissioning affidavit for C. Nanfara; attending to correspondence relating to same.	0.60
Nov-02-20	Chloe Nanfara	Attending call with K. Esaw regarding recognition hearing; swearing affidavit of service and filing same; attending to correspondence with P. Patel and K. Ho; reviewing motion record; preparing submissions for recognition hearing.	4.30
Nov-03-20	Kathryn Esaw	Preparing for and attending court regarding recognition hearing.	0.60
Nov-03-20	Chloe Nanfara	Preparing for recognition hearing; attending recognition hearing; attending to correspondence with K. Esaw and K. Ho.	1.30
Nov-04-20	Kathryn Esaw	Correspondence regarding US case matters.	0.50
Nov-04-20	Chloe Nanfara	Attending to correspondence with K. Ho and K. Esaw.	0.30
Nov-10-20	Chloe Nanfara	Attending to correspondence from Richter and Stikeman.	0.30
Nov-13-20	Kathryn Esaw	Reviewing upcoming file milestones and correspondence regarding same.	0.60
Nov-13-20	Chloe Nanfara	Reviewing court agenda for November 16 hearing.	0.30
Nov-16-20	Kathryn Esaw	Preparing for and participating in US court hearing; reporting to client regarding same.	4.20

Nov-16-20	Chloe Nanfara	Reviewing revised sale order; reviewing matters on docket to be heard at hearing; attending on sale hearing; drafting memorandum to file regarding same; drafting reporting email to P. Patel.	5.00
Nov-17-20	Chloe Nanfara	Reviewing GFG settlement; reviewing sale order; attending to correspondence from P. Patel regarding same.	0.60
Nov-19-20	Kathryn Esaw	Reviewing and commenting on court materials; corresponding regarding same.	1.40
Nov-19-20	Chloe Nanfara	Reviewing and commenting on affidavit for November 25 motion; reviewing and commenting on Information Officer's Ninth Report; attending to matters relating to same; attending to correspondence with K. Esaw, K. Ho, P. Patel and N. Avis relating to same.	4.60
Nov-20-20	Chloe Nanfara	Attending to correspondence from N. Avis regarding objections to the sale motion; attending to correspondence with K. Esaw regarding same; reviewing assumption notices filed with the US Court; attending to correspondence regarding service list from N. Avis and circulating same to K. Ho.	1.10
Nov-21-20	Kathryn Esaw	Reviewing and commenting on Information Officer's Ninth Report.	1.20
Nov-21-20	Chloe Nanfara	Attending to correspondence from K. Esaw regarding Information Officer's Ninth Report; attending to correspondence with S. Hansen regarding objections to sale motion; attending to correspondence with K. Esaw regarding same; circulating Information Officer's Ninth Report to Stikemans and Lathams for review; circulating revised Information Officer's Ninth Report to P. Patel and K. Ho.	1.50
Nov-22-20	Kathryn Esaw	Finalizing Information Officer's Ninth Report.	0.60
Nov-22-20	Chloe Nanfara	Attending to correspondence with K. Esaw regarding Information Officer's Ninth Report; reviewing and incorporating comments to Information Officer's Ninth Report from Stikemans; circulating same to P. Patel and K. Ho; reviewing and attending to correspondence from P. Patel; incorporating comments to Information Officer's Ninth Report from Lathams; attending to correspondence from S. Hansen.	2.70
Nov-23-20	Kathryn Esaw	Reviewing and revising Information Officer's Ninth Report and telephone call same.	1.10
Nov-23-20	Kevin MacEachern	Attending to Commercial Court online portal; submitting Eighth and Ninth reports of the Information Officer.	0.50

Nov-23-20	Chloe Nanfara	Reviewing and incorporating comments to Information Officer's Ninth Report from Lathams; reviewing selected contracts notice; circulating revised Information Officer's Ninth Report to K. Esaw; revising same and circulating to P. Patel and K. Ho; attending call with P. Patel and K. Ho; finalizing Information Officer's Ninth Report; attending to service and filing of same; swearing affidavit of service; attending to correspondence with R. Nauth and F. Fekri; attending to correspondence with K. MacEachern and matters in advance of Nov. 25 hearing.	4.90
Nov-24-20	Chloe Nanfara	Reviewing factum, affidavit and order; reviewing Information Officer's Ninth Report; attending to matters relating to court hearing; attending to correspondence with P. Patel.	2.40
Nov-25-20	Kevin MacEachern	Communicating with Commercial Court and confirming acceptance of filed Information Officer's Reports.	0.50
Nov-25-20	Chloe Nanfara	Reviewing motion record and related materials prior to motion; preparing for motion; attending motion.	1.90
<b>TOTAL HOURS:</b>			<b>43.00</b>

#### EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<b>TOTAL (CAD):</b>	<b>0.00</b>

OSLER, HOSKIN & HARCOURT LLP  
 1 First Canadian Place  
 PO BOX 50  
 Toronto ON M5X 1B8  
 CANADA  
 416.362.2111 main  
 416.862.6666 facsimile

**OSLER**

Richter Advisory Group Inc.  
 181 Bay Street, suite 3510  
 Bay Wellington Tower  
 Toronto, ON M5J 2T3  
 CANADA

Invoice No.: **12474135**  
 Date: **January 18, 2021**  
 Client No.: 227560  
 GST/HST No.: 121983217 RT0001

Attention: Pritesh Patel  
 Partner

Contact: **Kathryn Esaw**  
 Direct Dial: (416) 862-4905  
 E-mail: kesaw@osler.com

For professional services rendered for In its capacity as Information Officer in the CCAA Proceedings of Imerys Talc Canada Inc. et al. (F#1212815).

OUR FEE HEREIN	26,622.50
REIMBURSABLE EXPENSES	678.25
HST @ 13%	3,549.10
<b>TOTAL (CAD):</b>	<b>30,849.85</b>

**PAYMENT DUE UPON RECEIPT**



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 Canada

Invoice No.: **12474135**  
 Client No.: 227560  
 Amount: 30,849.85 CAD

*Email payment details to [payments@osler.com](mailto:payments@osler.com), referencing invoice number(s) being paid.*

*Please return remittance advice(s) with cheque.*

osler.com

**FEE SUMMARY**

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Kathryn Esaw	9.30	815	7,579.50
Kathryn Esaw	3.50	770	2,695.00
<u>ASSOCIATE</u>			
Chloe Nanfara	22.70	500	11,350.00
Chloe Nanfara	4.20	490	2,058.00
<u>STUDENT</u>			
Jayne Cooke	9.80	300	2,940.00
<b>TOTAL FEES (CAD):</b>	<b>49.50</b>		<b>26,622.50</b>

**FEE DETAIL**

DATE	NAME	DESCRIPTION	HRS
Dec-01-20	Chloe Nanfara	Reviewing U.S. docket; attending to correspondence with K. Ho and N. Avis regarding potential recognition hearing.	0.50
Dec-15-20	Chloe Nanfara	Attending to correspondence regarding U.S. motion to be heard on December 17.	0.30
Dec-16-20	Kathryn Esaw	Telephone call with P. Patel regarding Imerys 2020 wrap-up and upcoming motions.	0.50
Dec-16-20	Chloe Nanfara	Attending to correspondence regarding December 17 hearing; attending to correspondence regarding update call with debtors' counsel.	0.70
Dec-17-20	Kathryn Esaw	Preparing for and attending U.S. hearing; telephone call with debtors' counsel regarding outstanding 2020 issues and continuance matters.	2.30
Dec-17-20	Chloe Nanfara	Attending on correspondence with K. Esaw regarding U.S. hearing; attending on research relating to information officer duties; attending on update call with debtors' U.S. counsel; attending on update call with debtors' Canadian counsel.	2.30
Dec-23-20	Kathryn Esaw	Telephone call with P. Patel regarding Imerys 2020 wrap-up and next steps; correspondence with C. Nanfara regarding January deliverables.	0.70
Dec-23-20	Chloe Nanfara	Attending to correspondence from N. Avis; attending on call and correspondence from K. Esaw.	0.40

Jan-04-21	Chloe Nanfara	Attending on call with K. Esaw; reviewing report and orders regarding change of information officer; attending on correspondence with K. Esaw regarding same; attending to correspondence with K. Esaw regarding report.	1.50
Jan-05-21	Kathryn Esaw	Corresponding with C Nanfara regarding next steps and upcoming motion.	0.40
Jan-05-21	Chloe Nanfara	Attending on correspondence with K. Ho; attending on call with K. Ho regarding report; attending on correspondence with K. Esaw regarding U.S. motion; attending on correspondence with S. Hansen and H. Tseregounis regarding same; attending on correspondence with N. Avis regarding same and Canadian motion materials.	1.20
Jan-06-21	Chloe Nanfara	Attending to correspondence with K. Esaw regarding next Canadian motion; attending to matters relating to same; attending to correspondence with N. Avis regarding same.	0.80
Jan-07-21	Jayne Cooke	Compiling precedents pertaining to the substitution of a monitor, receiver or information officer in a CCAA proceeding.	2.70
Jan-07-21	Kathryn Esaw	Discussing transition of file with Richter.	1.20
Jan-07-21	Chloe Nanfara	Attending on email correspondence with K. Esaw and J. Cooke regarding court materials for Canadian motion; attending on matters relating to same; attending on call with P. van Eyk, K. Ho and K. Esaw regarding report and motion materials.	2.50
Jan-08-21	Chloe Nanfara	Attending on correspondence; reviewing docket; reviewing agenda for U.S. motion.	0.90
Jan-11-21	Kathryn Esaw	Considering and drafting affidavit riders regarding change of information officer.	0.40
Jan-11-21	Chloe Nanfara	Attending on correspondence from K. Esaw and debtors' counsel; reviewing U.S. motion agenda.	0.30
Jan-12-21	Kathryn Esaw	Preparing for and attending at court hearing; corresponding with C. Nanfara regarding same.	0.80
Jan-12-21	Chloe Nanfara	Attending on call with K. Esaw regarding U.S. motion; attending on U.S. motion regarding disclosure statement; drafting summary of same; attending on correspondence with K. Esaw, K. Ho and P. van Eyk regarding same.	7.70
Jan-13-21	Kathryn Esaw	Telephone call with P. Patel regarding status of file and next steps.	1.20
Jan-13-21	Chloe Nanfara	Reviewing materials filed on U.S. docket; drafting update email to K. Ho; attending on correspondence with K. Esaw.	1.10



Jan-14-21	Kathryn Esaw	Drafting motion materials and corresponding regarding same.	1.30
Jan-14-21	Chloe Nanfara	Attending on correspondence.	0.20
Jan-15-21	Kathryn Esaw	Instructions to C. Nanfara regarding upcoming motion; reviewing invoices for fee approval.	1.20
Jan-15-21	Chloe Nanfara	Attending on U.S. motion regarding disclosure statement; drafting update email regarding same; circulating same to Richter.	5.70
Jan-16-21	Jayne Cooke	Meeting with K. Esaw to discuss assignment; drafting fee affidavits and associated exhibits.	0.80
Jan-17-21	Jayne Cooke	Drafting fee affidavits and associated exhibits.	6.30
Jan-17-21	Kathryn Esaw	Drafting motion materials and corresponding regarding same.	2.80
Jan-17-21	Chloe Nanfara	Attending on correspondence from J. Cooke and K. Esaw regarding fee affidavit; attending on correspondence regarding U.S. motion with Canada debtor.	0.80
<b>TOTAL HOURS:</b>			<b>49.50</b>

#### EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
On-line Database Services	678.25
<b>TOTAL (CAD):</b>	<b>678.25</b>

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")

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

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

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

Proceeding commenced at Toronto

**AFFIDAVIT OF KATHRYN ESAW  
SWORN JANUARY 21, 2021**

**OSLER, HOSKIN & HARCOURT LLP**

P.O. Box 50, 1 First Canadian Place  
Toronto, ON M5X 1B8

Kathryn Esaw (LSO# 58264F)

Tel: 416.862.4905

[kesaw@osler.com](mailto:kesaw@osler.com)

Chloe Nanfara (LSO# 79715G)

Tel: 416.862.6578

[cnanfara@osler.com](mailto:cnanfara@osler.com)

Fax: 416.862.6666

Lawyers for the Information Officer, Richter Advisory  
Group Inc.

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")

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**TENTH REPORT OF THE INFORMATION OFFICER  
JANUARY 21, 2021**

**OSLER, HOSKIN & HARCOURT LLP**

P.O. Box 50, 1 First Canadian Place  
Toronto, ON M5X 1B8

Kathryn Esaw (LSO# 58264F)

Tel: 416.862.4905

[kesaw@osler.com](mailto:kesaw@osler.com)

Chloe Nanfara (LSO# 79715G)

Tel: 416.862.6578

[cnanfara@osler.com](mailto:cnanfara@osler.com)

Fax: 416.862.6666

Lawyers for the Information Officer, Richter Advisory  
Group Inc.