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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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**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 2nd 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

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

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

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