

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

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

**SECOND REPORT OF KPMG INC.,
IN ITS CAPACITY AS INFORMATION OFFICER**

April 15, 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**

**SECOND REPORT OF KPMG INC.
IN ITS CAPACITY AS INFORMATION OFFICER**

April 15, 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 (“**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, 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 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 (as defined herein); (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 CDN\$200,000.

7. On March 5, 2019, the Office of the United States Trustee (the “**Trustee**”) filed a Notice of Appointment of the Official Committee of Tort Claimants (the “**TCC**”), which was formed to represent the tort claimants and ensure that their rights and interests are protected in these proceedings.
8. On March 19, 2019 and March 22, 2019, the US Court entered various orders sought by the Debtors at their “second day hearing”, including but not limited to:
 - (a) a Final Order (I) Authorizing Payment of Certain Prepetition Workforce Obligations, Including Compensation, Expense Reimbursements, Benefits, and Related Obligations, (II) Confirming Right to Continue Workforce Programs on Postpetition Basis, (III) Authorizing Payment of Withholding and Payroll-Related Taxes, (IV) Authorizing Payment of Prepetition Claims Owing to Administrators of, or Third party Providers Under, Workforce Programs, and (V) Authorizing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments (the “**Final Wages Order**”).
9. On April 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to, among other things, the Final Wages Order.
10. 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**”). On May 24, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Final Cash Management Order.
11. 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**”). On October 28, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the FCR Order.

12. 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 “**General Bar Date Order**”). Pursuant to the General Bar Date Order, the US Court established October 15, 2019 at 5:00 p.m. (Prevailing Eastern Time) as the deadline for creditors to file Proofs of Claim against the Debtors based on a Claim other than a Talc Claim (as defined therein) that arose before the Petition Date. On August 7, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the General Bar Date Order.
13. 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**”). Pursuant to the Indirect Talc Claims Bar Date Order, the US Court established January 9, 2020 at 5:00 p.m. (Prevailing Eastern Time) as the deadline for creditors to file Proofs of Claim against the North American Debtors based on an Indirect Talc Claim (as defined therein). On December 3, 2019, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Indirect Talc Claims Bar Date Order.
14. 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 TCC and the fees and expenses of professionals retained by the FCR. 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.
15. On October 29, 2020, the US Court entered an Order (I) Approving Debtors’ Designation of Magris Resources Canada Inc. (“**Magris**”) as Stalking Horse Bidder and Related Bid Protections and (II) Granting Related Relief (the “**Stalking Horse Order**”). 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.
16. 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 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**”). 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.
17. On January 8, 2021, the US Court entered an Order authorizing ITC to continue its existence as a corporation under the Business Corporations Act (Quebec) (the “**Continuance Order**”).
 18. On January 26, 2021, the Canadian Court granted orders:
 - (a) recognizing and giving full force and effect in Canada to the Continuance Order; and
 - (b) discharging Richter as the information officer in these proceedings and appointing KPMG Inc. (“**KPMG**” or the “**Information Officer**”) as the Information Officer effective as of the time of Richter’s discharge.
 19. On January 27, 2021, the US Court entered an Order (I) Approving Disclosure Statement and Form and Manner of Notice of Hearing Thereon, (II) Establishing Solicitation Procedures, (III) Approving Form and Manner of Notice to Attorneys and Certified Plan Solicitation Directive, (IV) Approving Form of Ballots, (V) Approving Form, Manner, and Scope of Confirmation Notices, (VI) Establishing Certain Deadlines in Connection with Approval of Disclosure Statement and Confirmation of Plan, and (VII) Granting Related Relief (the “**Solicitation Procedures Order**”).
 20. On February 23, 2021, the Canadian Court granted an order which recognized and gave full force and effect in Canada to the Solicitation Procedures Order.
 21. 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 historical talc-related liabilities.
 22. KPMG, in its capacities as proposed Information Officer and Information Officer, has previously provided the Canadian Court with two reports in respect of these proceedings. Copies of all materials and reports filed, and orders granted by the Canadian Court in these Recognition Proceedings, are available on a website (the “**Information Officer’s Website**”) established by the Information Officer for the purposes of these proceedings at <https://home.kpmg/ca/imerystalc>. Additionally, there is a link on the Information Officer’s website to the Debtors’ restructuring

website maintained by Prime Clerk LLC (“**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

23. The purpose of this second report (the “**Second Report**”) of KPMG in its capacity as the Information Officer is to provide the Canadian Court with information concerning:
- (a) the motion of the Foreign Representative returnable April 19, 2021 for recognition in Canada of the 2020 Year-End AIP Order and the CRO Retention Order (each as defined herein);
 - (b) an update on other matters relating to the Chapter 11 Proceedings; and
 - (c) activities of the Information Officer since the first report (the “**First Report**”) dated February 22, 2021.

III. TERMS OF REFERENCE

24. In preparing this Second Report, KPMG 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, KPMG has reviewed the Information for reasonableness, internal consistency, and use in the context in which it was provided. However, KPMG 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, KPMG expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
25. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.
26. Capitalized terms not otherwise defined herein are as defined in the motion materials, including the affidavit of Ryan Van Meter, Vice President and General Counsel – North America for the Imerys Group and Secretary of the Debtors, sworn on April 15, 2021 (the “**April 15 Van Meter Affidavit**”) and filed in support of the Foreign Representative’s motion. This Second Report should be read in conjunction with the April 15 Van Meter Affidavit, as certain information contained in

the April 15 Van Meter Affidavit has not been included herein in order to avoid unnecessary duplication.

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

2020 Year-End AIP Order

27. The Final Wages Order, which was entered by the US Court on March 19, 2019 and recognized by the Canadian Court on April 3, 2019, provides for the continuation of, among other things, a number of the Debtors' ordinary course employee incentive programs, including the Annual Incentive Plan ("AIP"). The AIP is an ordinary course bonus and incentive program and not a retention or severance plan.
28. The Debtors originally sought authority to continue the employee incentive programs, including the AIP, post-petition with respect to all eligible employees. However, at the request of the Trustee, the Debtors agreed pursuant to the Final Wages Order that they would obtain further approval of the US Court prior to making any payments of accrued amounts to any "insider" of the Debtors, including any employee that also serves on any of the Debtors' boards of directors or that holds an officer title.
29. Bonuses under the 2020 AIP measure overall performance in the fiscal year based on: (i) the Debtors' financial objectives, representing 60% of an eligible employee's 2020 AIP bonus, and (ii) safety objectives and the individual employee's personal performance objectives, representing the remaining 40% of an eligible employee's 2020 AIP bonus. Each employee has a maximum bonus that they can achieve under the AIP based on a designated percentage of such employee's base salary.
30. There are 104 employees of the Debtors who are eligible to receive year-end bonus payments (the "2020 Year-End Bonus Payments") under the 2020 AIP, one of whom was the Director of Operations of ITC and also serves as a member on its board of directors (the "Eligible Employee"). The Information Officer notes that the US Court and the Canadian Court previously entered orders approving mid-year and year-end AIP bonus payments under the 2019 AIP, as well as a mid-year AIP bonus for 2020 to eligible employees who would be considered "insiders", including the Eligible Employee.
31. Under the 2020 AIP, the Eligible Employee earned a 2020 Year-End Bonus Payment in the amount of CDN\$41,589, which, together with the CDN\$10,963 received previously in connection with the

mid-year bonus payment, the Eligible Employee's total 2020 AIP bonus compensation amounts to CDN\$52,552.

32. On March 2, 2021, the US Court entered an Order Approving Ordinary Course Year-End Bonus Payment Under Sections 105(a), 363 and 503 of the Bankruptcy Code (the "**2020 Year-End AIP Order**") without a hearing, as the Debtors did not receive any responses, objections or other responsive pleadings in connection with the motion for the 2020 Year-End AIP Order prior to the objection deadline.
33. The recognition of the 2020 Year-End AIP Order in Canada is appropriate and reasonable in the circumstances as the Eligible Employee performs services that benefit ITC and such order would be consistent with previous orders granted by the Canadian Court in connection with the AIP.

CRO Retention Order

34. On February 17, 2021, the Debtors filed a motion (the "**Motion**") for an order authorizing the Debtors to (I) (a) retain and employ CohnReznick LLP ("**CohnReznick**") to provide interim management services during the pendency of the Chapter 11 Proceedings, and (b) designate Eric Danner as their Chief Restructuring Officer ("**CRO**"), *nunc pro tunc* to January 28, 2021, and (II) designate Eric Danner as the Debtors' President and Treasurer effective as of the closing of the sale with Magris (the "**CRO Retention Order**").
35. As noted in the First Report, the Debtors' transaction with Magris closed on February 17, 2021. Upon closing of the sale, the majority of the Debtors' management and key employees transitioned to Magris. Accordingly, the Debtors required a CRO to take over the management and administration of the Debtors' post-sale operations and affairs during the pendency of these proceedings.
36. CohnReznick is a financial advisory firm with extensive experience in restructuring and providing financial and operational guidance to companies in distressed situations. The Information Officer understands that Mr. Danner, a partner with CohnReznick's Restructuring & Dispute Resolution practice, has experience in crisis management situations and has acted in chief restructuring officer, chief financial officer, and chief operating officer roles in both out-of-court and bankruptcy contexts. He is also experienced in providing a variety of fiduciary services, including wind-down leadership, litigation management, and creditor claims resolution.

37. Eric Danner will serve as CRO, President, and Treasurer of each of the Debtors and will assist the Debtors in evaluating strategic and tactical options throughout the remainder of the Chapter 11 Cases as well as managing any ongoing operational, administrative and back-office functions that are necessary for the Debtors to perform following the closing of the sale with Magris. Mr. Danner shall also serve as the sole director, if requested, of each of the Debtors upon the effective date of the Debtors' Ninth Amended Joint Chapter 11 Plan of Reorganization (the "**Plan**"), if consummated. In addition, CohnReznick has agreed to provide certain additional staff to assist Mr. Danner and the Debtors as needed during these proceedings, the scope of which is outlined in the April 15 Van Meter Affidavit. However, as noted in the April 15 Van Meter Affidavit, for avoidance of doubt, the services provided by CohnReznick will not overlap with, or in any way duplicate, the services to be provided by the Debtors' other professionals.
38. Pursuant to the terms of a letter agreement between CohnReznick and the Debtors, dated January 28, 2021, CohnReznick will charge the Debtors for its services on an hourly basis at its normal and customary billing levels for comparably sized and complex cases. The hourly rate for Mr. Danner is \$825 per hour, and the hourly rate for the Additional Personnel range from \$160 to \$930 per hour. CohnReznick will also be entitled to reimbursement for its reasonable costs and expenses incurred in connection with the services rendered to the Debtors. The Information Officer understands that since CohnReznick is not being employed as a "professional" under the Bankruptcy Code, it will not be required to submit fee applications pursuant to the Bankruptcy Code. However, in order to maintain transparency, CohnReznick will file with the US Court, and provide to the TCC, the FCR and the Trustee, a monthly report detailing the time, activities and costs incurred by its staff, including the CRO, for the prior month.
39. The Debtors received informal comments on the Motion from the Trustee, which were resolved prior to the hearing date. Other than the comments from the Trustee, the Debtors did not receive any other informal responses or objections to the Motion, and on March 12, 2021, the US Court entered the CRO Retention Order without a hearing.
40. The recognition of the CRO Retention Order in Canada is appropriate and reasonable in the circumstances as the CRO and other CohnReznick professionals will perform services that benefit all of the Debtors, their estates and their creditors, including those of ITC.

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

Preliminary Plan Voting Results

41. The Solicitation Procedures Order established March 25, 2021 at 4:00 pm (prevailing Eastern Time) as the deadline for holders of claims to vote to accept or reject the Plan. On April 4, 2021, the Prime Clerk filed a declaration containing a preliminary tabulation of all ballots cast by the voting class, as summarized below:

Class	Claim/Interest	Number Accepting (%)	Number Rejecting (%)	Amount Accepting (%)	Amount Rejecting (%)	Class Voting Result
4	Talc Personal Injury Claims	79.73%	20.27%	79.73%	20.27%	Accept

42. Prime Clerk noted that there were a number of inconsistent votes (i.e., a vote to accept and a vote to reject on account of the same holder on different ballots) and potential duplicative votes that were excluded from the preliminary tabulation noted above. The Information Officer understands that Prime Clerk is in the process of reconciling these matters and will file an amended declaration once the process is concluded.

Plan-related Discovery Matters

43. Since the filing of the Joint Chapter 11 Plan of Reorganization of Imerys Talc America, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code (the “**Original Plan**”) and the Disclosure Statement for the Original Plan on May 15, 2020, the Debtors and other Plan Proponents (as defined in the Plan) have been engaged in Plan-related discovery with Johnson & Johnson and Johnson & Johnson Consumer Inc. (together, “**J&J**”), Arnold & Itkin LLP (“**Arnold & Itkin**”) on behalf of certain holders of Talc Personal Injury Claims, and various other interested parties. In response to certain discovery requests, the Debtors and Plan Proponents withheld responsive materials based on one or more applicable privileges or protections, including in accordance with the common interest doctrine.
44. Following direction from the US Court on the matter at a hearing held on January 15, 2021, on January 20, 2021, the Debtors submitted to the US Court a letter describing several general categories of materials withheld, including the basis of a common interest as between the Debtors

and the other Plan Proponents. The TCC, FCR, J&J and Arnold & Iktin each also filed submissions with the US Court outlining their respective positions on the applicability of the asserted privileges, including the common interest doctrine

45. On February 23, 2021, the US Court responded to the issues raised and provided guidance (the “**February 23 Decision**”) to the parties with respect to the common interest doctrine and its applicability to each of the categorical assertions of privilege made by the Debtors and other Plan Proponents. In particular, the US Court concluded, among other things, that:
- (a) the Debtors had not met their burden to show a common legal interest with Imerys S.A. (the “**Parent**”) with respect to the Plan that predated the agreement on the Imerys Settlement on March 5, 2020, the date on which the Plan Proponents reached an agreement in principle on the material terms of the Plan;
 - (b) the Plan Proponents’ assertion that the common interest doctrine protects against discovery of Plan-related documents and communications is too broad as it would incorporate the Trust Distribution Procedures (“**TDPs**”), the material terms of which should be discoverable given the importance of the TDPs to claimants’ recoveries;
 - (c) the Debtors and the FCR share a common legal interest in maximizing assets for recoveries to creditors from September 25, 2018 to the Petition Date; and
 - (d) the Debtors generally share a common legal interest with the TCC and FCR in maximizing assets for recoveries to creditors from the Petition Date forward.
46. On March 29, 2021, the Debtors and its non-Debtor affiliates, including the Parent and Imerys USA, Inc. (the “**Non-Debtor Affiliates**”) each filed letters with the US Court setting forth the legal basis for their withholding productions of certain documents and communications predating March 5, 2020 , including on the grounds of attorney work product. The Debtors and the Non-Debtor Affiliates assert that these materials include confidential information shared among in-house attorneys, outside legal counsel and senior leadership for the Debtors and the Non-Debtor Affiliates regarding legal strategy and other litigation issues in the context of the Chapter 11 Proceedings, which is protected from disclosure to their adversaries, including J&J. On April 6, 2021, J&J filed a letter objecting to these arguments asserting that the Debtors and the Non-Debtor Affiliates effectively sought reconsideration of the February 23 Decision.

47. On April 7, 2021, the US Court held a hearing to consider the matter. After hearing the parties' arguments on the matter, the US Court determined that it would review a sampling of the withheld documents *in camera*.

TCC Production Requests

48. On January 17, 2021, the TCC served J&J with its first request for production of documents and communications related to, among other things, any settlement of any talc personal injury claims filed against J&J, including the amount paid by J&J in connection therewith. In addition to the settlement information, the TCC's requests sought information related to liability, the value of talc claims, J&J's indemnity claims and defenses, and insurance. On February 11, 2021, J&J served responses and objections to the majority of the TCC's requests and agreed to conduct a search in response to only three of the TCC's 71 requests.
49. On March 4, 2021, the US Court considered the matter and ruled (the "**March 4 Decision**") that J&J shall produce any documents relating to the settlement amounts paid to settle talc personal injury claims against J&J. On March 31, 2021, the TCC filed another letter with the US Court regarding deficiencies in J&J's document production, including J&J's refusal to comply with the March 4 Decision.
50. On April 5, 2021, J&J filed a responding letter with the US Court refuting the TCC's assertions that J&J failed to comply with the March 4 Decision and noted that there had been numerous discussions between settlement counsel for J&J, counsel for the TCC and individual plaintiffs' lawyers, whose settlements were the subject of the March 4 Decision. J&J asserted that several of the lawyers with whom it has worked to settle claims did not wish for their agreements to be produced. However, subject to reserving its prior objections, J&J stated it was prepared to produce the settlement materials on the same basis as the Debtors' production of settlement materials. Rather than produce the actual settlement agreements and actual final releases that would reflect personal information regarding each plaintiff, J&J would provide an anonymized list of settlements reflecting the type of claim, value of settlement, and a copy of the template release that plaintiffs who settled are expected to sign.
51. Certain of the law firms representing plaintiffs who entered into confidential settlement agreements with J&J also filed letters objecting to the disclosure of details of the agreements.

52. The US Court also heard this matter at the April 7, 2021 hearing and ruled that settlement information should be produced, and agreed to accept sample settlement agreements for *in camera* review.

Hearing to Consider Confirmation of the Plan

53. The Information Officer understands that the Debtors continue to work towards confirmation of the Plan in the coming months. As detailed in the First Report, the US Court has scheduled a confirmation hearing on June 21, 22, and 23, 2021, with a confirmation objection deadline of May 28, 2021.
54. On April 13, 2021, the Debtors filed the Certification of Counsel Regarding Corrected Order Adjourning Confirmation Hearing and Related Dates (the “**Proposed Scheduling Order**”), pursuant to which the Debtors have requested that a proposed order modifying certain dates related to the Plan be entered by the US Court.
55. If the Proposed Scheduling Order is entered, (i) the confirmation hearing will be rescheduled to August 16, 17, 18, 19, and 20, 2021, and (ii) the deadline for objections to the confirmation of the Plan will be July 16, 2021.

VI. ACTIVITIES OF THE INFORMATION OFFICER

56. The activities of the Information Officer since the date of the First Report include:
- (a) 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;
 - (b) reviewing materials filed by various parties in the Chapter 11 Proceedings in connection with the 2020 Year-End AIP Order and the CRO Retention Order;
 - (c) attending before the Canadian Court in respect of the Foreign Representative’s motion for recognition of the Solicitation Procedures Order;
 - (d) maintaining and updating, as necessary, the Information Officer’s Website; and
 - (e) preparing this Second Report.

VII. INFORMATION OFFICER'S RECOMMENDATION

57. Based on the Information received and reviewed, the Information Officer is of the view that it is reasonable to recognize the 2020 Year-End AIP Order and the CRO Retention Order and respectfully recommends that the Canadian Court grant the recognition order being sought by the Foreign Representative in its motion returnable April 19, 2021.

All of which is respectfully submitted this 15th day of April 2021.

KPMG Inc.

**In its capacity as the Information Officer of
Imerys Talc America, Inc., Imerys Talc Vermont, Inc. and Imerys Talc Canada Inc.
And not in its personal or corporate capacity**

Per:



Katherine Forbes
CPA, CA, 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. (THE "DEBTORS")**

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

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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

SECOND REPORT OF THE INFORMATION OFFICER
(April 15, 2021)

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