

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

	X	
In re:	:	Chapter 11
	:	
IMERYYS TALC AMERICA, INC., <i>et al.</i> , ¹	:	Case No. 19-10289 (LSS)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	Re: Docket No. 790

**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**

Upon the motion (the “Motion”)² of the Debtors for entry of an order establishing Bar Dates (as defined below) and approving procedures for filing proofs of claim other than with respect to Talc Claims (as defined below) in the Chapter 11 Cases, and approving the general form and manner of notice of the Bar Dates; and the Court having reviewed the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter an order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Imerys Talc America, Inc. (6358), Imerys Talc Vermont, Inc. (9050) and Imerys Talc Canada Inc. (6748). The Debtors’ address is 100 Mansell Court East, Suite 300, Roswell, Georgia 30076.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and the Court having determined that there is good and sufficient cause for the relief granted in this order, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. As used herein, (a) the term “**claim**” has the meaning given to it in section 101(5) of the Bankruptcy Code, (b) the term “**entity**” has the meaning given to it in section 101(15) of the Bankruptcy Code, (c) the term “**governmental unit**” has the meaning given to it in section 101(27) of the Bankruptcy Code and (d) the term “**affiliate**” has the meaning given to it in section 101(2) of the Bankruptcy Code.
3. As used herein, the term “**General Claim**” means any claim that arose, or is deemed to have arisen, prior to February 13, 2019, other than a Talc Claim. General Claims include claims held by foreign creditors (other than Talc Claims).
4. As used herein, the term “**Talc Claim**” means any claim (as defined in section 101(5) of the Bankruptcy Code) and any future claims or Demands (as that term is defined in section 524(g) of the Bankruptcy Code), whether known or unknown, including with respect to bodily injury, death, sickness, disease, emotional distress, fear of cancer, medical monitoring or other personal injuries (whether physical, emotional or otherwise), for which the Debtors are alleged to be liable, directly or indirectly, arising out of or relating to the presence of or exposure to talc or talc-containing products, including, without limitation: (a) any products previously manufactured, sold and/or distributed by any predecessors to the Debtors; (b) any materials present at any premises owned, leased, occupied or operated by any entity for whose products, acts, omissions, business or operations the Debtors have, or are alleged to have, liability; or (c) any talc

alleged to contain asbestos or other contaminants. Talc Claims include all such claims, whether:

- (a) in tort, contract, warranty, restitution, conspiracy, contribution, indemnity, guarantee, subrogation or any other theory of law, equity or admiralty; (b) seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative or any other costs or damages; or
- (c) seeking any legal, equitable or other relief of any kind whatsoever, including, for the avoidance of doubt, any such claims assertable against one or more Debtors by Cyprus Mines Corporation, Cyprus Amax Minerals Company, and/or any of their affiliates in these Chapter 11 Cases. Talc Claims also include any such claims that have been resolved or are subject to resolution pursuant to any agreement, or any such claims that are based on a judgment or verdict. Talc Claims do not include (a) any claim of an insurer with respect to amounts allegedly due under any insurance policies, including policies that might have provided coverage for Talc Claims, or (b) any claim by any present or former employee of a predecessor or affiliate (as defined in section 101(2) of the Bankruptcy Code) of the Debtors for benefits under a policy of workers' compensation insurance or for benefits under any state or federal workers' compensation statute or other statute providing compensation to an employee from an employer. For the avoidance of doubt, this definition equally applies to foreign creditors.

5. Except as otherwise provided in this Order, all entities (including, without limitation, individuals, partnerships, corporations, trusts and governmental units) that wish to assert a claim against the Debtors that arose or is deemed to have arisen prior to the Petition Date, including claims arising under section 503(b)(9) of the Bankruptcy Code, but *excluding* any Talc Claims, must file a proof of claim in accordance with the procedures described herein so that such proof of claim is **actually received** by the Debtors claims and noticing agent Prime Clerk LLC. (**"Prime Clerk"**) on or before **5:00 p.m., prevailing Eastern Time, on October 15, 2019**

(the “**General Bar Date**”). The General Bar Date shall be identified in the Bar Date Notice and the Publication Notice.

6. The forms of the Bar Date Notice, the Proof of Claim Form and the Publication Notice substantially in the form attached to this Order as Exhibit A, Exhibit B and Exhibit C, respectively, and the manner of providing notice of the bar dates established by this Order (collectively, the “**Bar Dates**”), are approved in all respects pursuant to Bankruptcy Rules 2002(a)(7) and 2002(l). The form and manner of notice of the Bar Dates approved herein (a) are reasonable and adequate and (b) fulfill the notice and other due process requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and applicable law. As such, the Debtors are authorized to serve the Bar Date Notice Package and publish the Publication Notice in the manner described herein.

7. As soon as practicable, but in any event no later than 23 days after the entry of this Bar Date Order, the Debtors, through Prime Clerk, shall provide actual notice of the Bar Dates by mailing the Bar Date Notice and the Proof of Claim Form (together, the “**Bar Date Notice Package**”) by first class United States mail, postage prepaid to: (a) all holders of claims listed on the Schedules, excluding holders of Talc Claims; (b) all counterparties to executory contracts and unexpired leases listed in the Schedules; (c) the Internal Revenue Service; (d) the Securities and Exchange Commission; (e) the taxing and other regulatory entities for the jurisdictions in which the Debtors maintain or conduct business; (f) the United States Attorney for the District of Delaware; (g) all entities that have requested notices pursuant to Bankruptcy Rule 2002 in the Chapter 11 Cases as of the date of entry of the Bar Date Order; (h) all known holders of equity securities in the Debtors as of the date of the Bar Date Order; (i) all other entities listed on the Debtors’ matrix of creditors, except holders of Talc Claims; (j) the attorneys general for each of

the states in which the Debtors conduct a substantial amount of business operations; (k) all parties that have filed proofs of claim in these Chapter 11 Cases as of the date of the Bar Date Order; (l) all environmental authorities listed in the Debtors' Schedules; (m) Canadian unions relevant to the Debtors' operations; (n) all entities who are parties to non-talc related litigation with the Debtors (or their counsel if known); and (o) counsel to any of the foregoing, if known. The Debtors, through Prime Clerk, also will mail the Bar Date Notice Package to the U.S. Trustee, the TCC, the FCR and the respective counsel to the foregoing. For the avoidance of doubt, the Debtors are **not** required to serve the Bar Date Notice Package to holders of Talc Claims or their counsel.

8. In the event that: (a) one or more Bar Date Notice Packages are returned by the post office, necessitating a mailing to a new address; (b) certain parties acting on behalf of parties in interest decline to forward the Bar Date Notice Packages to such parties in interest and instead return their names and addresses to Prime Clerk for direct mailing; or (c) additional potential holders of General Claims become known to the Debtors, the Debtors may make supplemental mailings of the Bar Date Notice Package up to and including the date that is 30 days in advance of the applicable Bar Date, with any such supplemental mailings being deemed timely. If Bar Date Notice Packages are returned by the post office or if certain parties acting on behalf of parties in interest decline to forward the Bar Date Notice Packages to parties in interest (each as more fully described in subsections (a) and (b) of this paragraph), the Debtors may set a supplemental bar date without further order of the Court provided that the Debtors provide all parties with notice sufficient to comply with Bankruptcy Rule 2002(a)(7).

9. As part of the Bar Date Package, the Debtors, through Prime Clerk, shall mail a Proof of Claim Form to the parties receiving the Bar Date Notice. For holders of potential General Claims listed in Schedule D, E or F of the Schedules, the Proof of Claim Form mailed to such

entities shall state, along with the claimant's name, whether the Debtors have scheduled the creditor's General Claim in the Schedules and, if so, whether the claimant's General Claim is listed as: (a) disputed, contingent or unliquidated; and (b) secured, unsecured or priority. If a General Claim is listed in schedule D, E or F of the Schedules, the dollar amount of the claim (as listed in schedule D, E or F of the Schedules) also will be identified on the Proof of Claim Form. In the event of any conflict between the claim information included in the Proof of Claim Form and the information provided in the Schedules, the Schedules shall control. Notwithstanding the foregoing, the amount and status (*i.e.*, (i) disputed, contingent or unliquidated or (ii) secured, unsecured or priority) of the General Claim as included in schedule D, E or F of the Debtors' Schedules will not be included in the Proof of Claim Form if the claimant has been notified pursuant to a notice of satisfaction (each, a "**Satisfaction Notice**") that such General Claim has been satisfied in full postpetition and the deadline to oppose such determination has expired. To the extent a claimant is notified that the Debtors have determined that its scheduled claim has been satisfied in part and the deadline to oppose such determination has expired, then the Proof of Claim Form will reflect such amended claim information. Claim information included in a Satisfaction Notice regarding satisfaction of a claim in full or in part shall control if there is a conflict between the claim information in the Satisfaction Notice and the claim information in the Schedules.

10. Except as otherwise provided herein, the following entities must file a proof of claim in the Chapter 11 Cases on or before the General Bar Date:

- (a) any entity (i) whose prepetition General Claim against a Debtor is not listed in the Debtor's Schedules or is listed as disputed, contingent or unliquidated and (ii) that desires to participate in the Chapter 11 Cases or share in any distribution in the Chapter 11 Case;
- (b) any entity that (i) believes that its prepetition General Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition General Claim allowed in a classification or amount different from the classification or amount identified in the Schedule; and

- (c) any entity that believes that its prepetition General Claim as listed in the Schedules is not an obligation of the specific Debtor against which such claim is listed and that desires to have its prepetition General Claim allowed against a Debtor other than the Debtor identified in the Schedules.

11. The following entities shall not be required to file proofs of claim in the Chapter 11

Cases on or before the General Bar Date:

- (a) any entity holding or asserting a Talc Claim, as defined herein;
- (b) any entity holding a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or Prime Clerk in a form substantially similar to Official Bankruptcy Form No. 410;
- (c) any entity (i) whose General Claim against the Debtors is not listed as disputed, contingent or unliquidated, and/or in an unknown amount or assigned a \$0 amount in the Schedules and (ii) that agrees with the nature, classification and amount of its General Claim as identified in the Schedules and that its General Claim is an obligation of the specific Debtor that listed its General Claim in its Schedules;
- (d) any entity whose claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;³
- (e) any entity holding or asserting a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense of the Chapter 11 Cases (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- (f) any entity holding an administrative expense claim for postpetition fees and expenses incurred by any professional allowable under sections 328, 330, 331 and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- (g) any entity holding a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date;
- (h) any current officers and directors of the Debtors holding a claim for indemnification, contribution or reimbursement arising as a result of such officers' or directors' prepetition or postpetition services to the Debtors;

³ To the extent that any amounts paid by the Debtors to a creditor are subject to disgorgement pursuant to a postpetition trade agreement or otherwise, that creditor shall have until the later of (i) the General Bar Date and (ii) 30 days from the date of any disgorgement to file a proof of claim for the disgorged amount.

- (i) a claim held by any person or entity that is payable to the Court or to the United States Trustee Program pursuant to 28 U.S.C. § 1930; and
- (j) any present or former employee of a Debtor whose employment is or was, as applicable, subject to the terms of a collective bargaining agreement (and, with respect to benefit claims, spouses and beneficiaries of such employees) or any labor union representing such employees (collectively, “**CBA Parties**”) with respect to prepetition General Claims based solely on the payment of wages, salaries, employee medical benefits, insurance benefits, or other benefits the Court has authorized the Debtors to honor in the ordinary course of business. CBA Parties need not submit proofs of claim for such amounts unless the Debtors have provided written notice to certain CBA Parties and their unions, where applicable, that the Debtors do not intend to pay such prepetition General Claims with respect to those certain CBA Parties, in which case those CBA Parties will have until the later of (i) the General Bar Date and (ii) 35 days after the date of written notice to submit proofs of claim. Notwithstanding the foregoing, employees (present or former) or the labor unions must submit claims relating to grievances prior to the General Bar Date to the extent the grounds for such grievances arose on or before the Petition Date, provided that labor unions may submit a claim itemizing such grievances on behalf of their respective members; and
- (k) any Debtor having a claim against another Debtor.

12. All administrative claims under section 503(b) of the Bankruptcy Code, *other than* claims under section 503(b)(9) of the Bankruptcy Code, must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and shall not be deemed proper if made by proof of claim. Notwithstanding the foregoing, the filing of a proof of claim form as provided herein shall be deemed to satisfy the procedural requirements for the assertion of any administrative priority claim under section 503(b)(9) of the Bankruptcy Code.

13. Any entity asserting claims arising from or relating to the Debtors’ rejection of an executory contract or unexpired lease pursuant to an order of this Court that is entered prior to confirmation of a plan of reorganization in the Chapter 11 Cases is required to file a proof of claim, as provided herein, so that it is received by Prime Clerk on or before the later of: (a) the General Bar Date; and (b) 5:00 p.m., prevailing Eastern Time, on the date that is 30 days after service of

the applicable notice of or order authorizing rejection of such executory contract or unexpired lease (the “**Rejection Bar Date**”).

14. The Debtors retain the right to (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, priority, liability, classification, or otherwise; (b) subsequently designate any claim as disputed, contingent or unliquidated; and (c) otherwise amend, modify or supplement the Schedules. If the Debtors amend or modify schedule D, E or F of the Schedules to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of any General Claim against the Debtors, the affected claimant may file a timely proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim on or before the later of (a) the General Bar Date or (b) 30 days after the date that notice of the applicable amendment to the Schedules is served on the affected claimant (the “**Amended Schedule Bar Date**”). By contrast, if (a) the amendment to schedule D, E or F of the Schedules improves the amount or treatment of a previously scheduled or filed General Claim and (b) the affected claimant previously was served with a notice of the Bar Dates, the affected claimant may not file additional claims or amend a related previously filed proof of claim by the Amended Schedule Bar Date. If the Debtors amend or modify schedule D, E or F of their Schedules with respect to any claim that the Debtors state has been satisfied, such paid creditor shall not be required to file a proof of claim with respect to the satisfied claim unless the creditors disputes that such claim has been satisfied. Notwithstanding the foregoing, nothing contained herein precludes the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

15. Any entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants or

stock options) or other ownership interest in the Debtors (an “**Interest Holder**”) is not required to file a proof of interest on or before the applicable Bar Date; provided, however, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The Debtors reserve the right to seek relief at a later date establishing a deadline for Interest Holders to file proofs of interest.

16. Unless the Court orders otherwise, pursuant to sections 105(a) and 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in the Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Bar Date Order with respect to a particular claim against the Debtors, but that fails to do so by the applicable Bar Date, shall not be treated as a creditor with respect to such claim for purposes of voting upon any plan in the Chapter 11 Cases and distribution from property of the Debtors’ estates.

17. For any proof of claim to be validly and properly filed, a claimant must deliver a completed, signed original of the Proof of Claim Form (or Official Form No. 410), together with any accompanying documentation required by Bankruptcy Rules 3001(c) and 3001(d), to Imerys Talc America, Inc. Claims Processing Center, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232 if by mail, hand delivery or courier service, so as to be received no later than 5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. Alternatively, entities may file proofs of claim and the required accompanying documentation electronically using the interface available on Prime Clerk’s website at <https://cases.primeclerk.com/ImerysTalc/EPOC-Index> by

5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. ***Proofs of claim submitted by facsimile, telecopy or electronic mail shall not be accepted.*** Proofs of claim shall be deemed filed when actually received by Prime Clerk.

18. All filed proofs of claim must: (a) be written in English; (b) be denominated in lawful currency of the United States, based upon the exchange rate in effect as of 7:00 a.m. (prevailing Eastern Time) on the Petition Date; (c) conform substantially with the Proof of Claim Form; (d) set forth with specificity the legal and factual bases for the alleged claim; (e) include supporting documentation or an explanation as to why such documentation is not available; (f) specify the Debtor against which the proof of claim is filed as well as the bankruptcy case number corresponding to the Debtor; and (g) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Any proof of claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code also must: (a) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; and (b) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted.

19. If a creditor wishes to receive acknowledgement of Prime Clerk's receipt of a proof of claim, the creditor also must submit to Prime Clerk by the applicable Bar Date and concurrently with its original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, stamped return envelope. Claimants who submit proofs of claim through Prime Clerk's website interface will receive an electronic mail confirmation of such submission.

20. Pursuant to Bankruptcy Rule 2002(l), the Debtors shall cause notice of the Bar Dates in substantially the form of the Publication Notice to be published once within 23 days of the entry of the Bar Date Order, or as soon as practicable thereafter, in both U.S. and Canadian

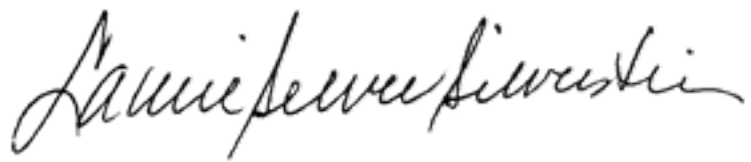
national newspapers and such other local newspapers, trade journals or similar publications, if any, as the Debtors deem appropriate. Such form and manner of public notice is hereby approved and shall be deemed good, adequate and sufficient publication notice of the Bar Dates. Details of the Publication Notices will be filed with the Court in affidavits of publication submitted by Prime Clerk.

21. The Debtors and Prime Clerk are authorized and empowered to take such steps and perform such actions as may be necessary to implement and effectuate the terms of this Order.

22. The entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein (including holders of Talc Claims) must file proofs of claim or interest.

23. The Court shall retain jurisdiction over all matters arising out of or related to the implementation, interpretation or enforcement of this Order.

Dated: July 25th, 2019
Wilmington, Delaware



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Bar Date Notice

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

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In re:	:	Chapter 11
	:	
IMERYYS TALC AMERICA, INC., <i>et al.</i> , ¹	:	Case No. 19-10289 (LSS)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Hearing Date: July 24, 2019 at 10:00 a.m. (ET)
	:	Objection Deadline: July 17, 2019 at 4:00 p.m. (ET)
-----	X	

**NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM, INCLUDING
503(b)(9) CLAIMS AND EXCLUDING TALC PERSONAL INJURY CLAIMS**

GENERAL BAR DATE IS OCTOBER 15, 2019 AT 5:00 P.M. EASTERN TIME

TO: ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE ABOVE-CAPTIONED DEBTORS:

On _____, 2019, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. ____] (the “**Bar Date Order**”) establishing certain deadlines for the filing of proofs of claim in the cases of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) filed under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

By the Bar Date Order, the Court established **October 15, 2019 at 5:00 p.m., prevailing Eastern Time** (the “**General Bar Date**”) as the general deadline for all Entities (as defined below), including Governmental Units (as defined below), to file proofs of claim in the Debtors’ chapter 11 cases for all claims against the Debtors that arose or are deemed to have arisen prior to the date on which the Debtors commenced their chapter 11 cases, February 13, 2019 (the “**Petition Date**”), including claims arising under section 503(b)(9) of the Bankruptcy Code,² except as otherwise provided in the Bar Date Order and expressly excluding Talc Claims (as defined below). As described below, the Bar Date Order also establishes different bar dates for certain categories of claims.

For your convenience, enclosed with this Notice is a customized proof of claim form (the “**Proof of Claim Form**”). The Proof of Claim Form will state, along with your name, whether

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Imerys Talc America, Inc. (6358), Imerys Talc Vermont, Inc. (9050) and Imerys Talc Canada Inc. (6748). The Debtors’ address is 100 Mansell Court East, Suite 300, Roswell, Georgia 30076.

² A claim arising under section 503(b)(9) of the Bankruptcy Code is a claim arising from the value of any goods received by the Debtors within 20 days before the Petition Date, provided that the goods were sold to the Debtors in the ordinary course of business.

your General Claim (as defined below) is listed in schedule D, E or F of the Debtors' schedules of assets and liabilities and statements of financial affairs filed in the Debtors' chapter 11 cases (as amended) [Docket Nos. 362, 363, 365, 366, 367, 368, 577, 578 and 579] (collectively, the "**Schedules**") and, if so, whether your General Claim is listed as: (a) disputed, contingent or unliquidated; and (b) secured, unsecured or priority. The dollar amount of the claim (as listed in schedule D, E or F of the Schedules) also will be identified on the Proof of Claim Form. In the event of any conflict between the claim information included in the Proof of Claim Form and the information provided in the Schedules, the Schedules shall control. If the Debtors believe that you may hold different classifications of General Claims against the Debtors, you will receive multiple proof of claim forms, each of which will reflect the nature, amount and classification of your General Claim against the Debtors, as listed in the Schedules. In the event that any information reflected on the Proof of Claim Form is incorrect or if the Proof of Claim Form contains information that you do not agree with, cross out such information and write in what you believe to be the correct information.

Notwithstanding the foregoing, the amount and status (*i.e.*, (i) disputed, contingent or unliquidated or (ii) secured, unsecured or priority) of your General Claim as identified in schedule D, E or F of the Debtors' Schedules will not be included in the Proof of Claim Form if you have been notified pursuant to a notice of satisfaction (each, a "**Satisfaction Notice**") that such General Claim has been satisfied in full postpetition and the deadline to oppose such determination has expired. To the extent you are notified that the Debtors have determined that your scheduled claim has been satisfied in part and the deadline to oppose such determination has expired, then the Proof of Claim Form will reflect such amended claim information. Claim information included in a Satisfaction Notice regarding satisfaction of a claim in full or in part shall control if there is a conflict between the claim information in the Satisfaction Notice and the claim information in the Schedules.

Contact information for the Debtors' claims and noticing agent, Prime Clerk LLC ("**Prime Clerk**"), is provided below. Prime Clerk will have representatives available to provide you with additional information regarding the chapter 11 cases and the filing of a proof of claim.

General Information about the Debtors' Chapter 11 Cases. The Debtors' cases are being jointly administered under case number 19-10289 (LSS). On March 5, 2019, the Office of the United States Trustee for the District of Delaware appointed an official committee of tort claimants in the chapter 11 cases. On June 3, 2019, the Court entered an order [Docket No. 647] appointing James L. Patton Jr. as the representative for future talc personal injury claimants pursuant to sections 105(a), 524(g)(4)(B)(i) and 1109(b) of the Bankruptcy Code. As of this date, no trustee or examiner has been requested or appointed in the Debtors' chapter 11 cases.

Individual Debtor Information. The last four digits of each Debtor's federal tax identification number are set forth below. The Debtors' mailing address is 100 Mansell Court East, Suite 300, Roswell, Georgia 30076.

<u>Debtor</u>	<u>Case No.</u>	<u>EID# (Last 4 Digits)</u>
Imerys Talc America, Inc.	19-10289	6358
Imerys Talc Vermont, Inc.	19-10291	9050
Imerys Talc Canada Inc.	19-10292	6748

A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

KEY DEFINITIONS

As used in this Notice, the term “**Entity**” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts and Governmental Units.

As used in this Notice, the term “**Governmental Unit**” has the meaning given to it in section 101(27) of the Bankruptcy Code and includes: (a) the United States; (b) states; (c) commonwealths; (d) districts; (e) territories; (f) municipalities; (g) foreign states; and (h) departments, agencies or instrumentalities of the foregoing.

As used in this Notice, the term “**Claim**” or “**claim**” shall mean, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

As used in this Notice, the term “**General Claim**” shall mean any Claim that arose, or is deemed to have arisen, prior to February 13, 2019, other than a Talc Claim. General Claims include Claims held by foreign creditors (other than Talc Claims).

As used in this Notice, the term “**Talc Claim**” means any claim (as defined in section 101(5) of the Bankruptcy Code) and any future claims or Demands (as that term is defined in section 524(g) of the Bankruptcy Code), whether known or unknown, including with respect to bodily injury, death, sickness, disease, emotional distress, fear of cancer, medical monitoring or other personal injuries (whether physical, emotional or otherwise), for which the Debtors are alleged to be liable, directly or indirectly, arising out of or relating to the presence of or exposure to talc or talc-containing products, including, without limitation: (a) any products previously manufactured, sold and/or distributed by any predecessors to the Debtors; (b) any materials present at any premises owned, leased, occupied or operated by any Entity for whose products, acts, omissions, business or operations the Debtors have, or are alleged to have, liability; or (c) any talc alleged to contain asbestos or other contaminants. Talc Claims include all such claims, whether: (a) in tort, contract, warranty, restitution, conspiracy, contribution, indemnity, guarantee, subrogation or any other theory of law, equity or admiralty; (b) seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative or any other costs or damages; or (c) seeking any legal, equitable or other relief of any kind whatsoever, including, for the avoidance of doubt, any such claims assertable against one or more Debtors by Cyprus Mines Corporation, Cyprus Amax Minerals Company, and/or any of their affiliates in these chapter 11 cases. Talc Claims also include any such claims that have been resolved or are subject to resolution pursuant to any agreement, or any such claims that are based on a judgment or verdict. Talc Claims do not include (a) any claim of an insurer with respect to amounts allegedly due under any insurance

policies, including policies that might have provided coverage for Talc Claims, or (b) any claim by any present or former employee of a predecessor or affiliate (as defined in section 101(2) of the Bankruptcy Code) of the Debtors for benefits under a policy of workers' compensation insurance or for benefits under any state or federal workers' compensation statute or other statute providing compensation to an employee from an employer. For the avoidance of doubt, this definition equally applies to foreign creditors. *Please note that no deadline has been established at this time for the filing of Talc Claims.*

WHO MUST FILE A PROOF OF CLAIM AND THE APPLICABLE BAR DATES

The Bar Date Order establishes the following deadlines for filing proofs of claim in the Debtors' chapter 11 cases (collectively, the "**Bar Dates**"):

- (a) The General Bar Date. Pursuant to the Bar Date Order, except as described below, all Entities holding General Claims (whether secured, unsecured priority or unsecured nonpriority) against a Debtor that arose, or are deemed to have arisen, before the Petition Date (February 13, 2019) are required to file a proof of claim so that it is received by Prime Clerk on or before the General Bar Date.
- (b) The Rejection Bar Date. Any Entity whose General Claim arises out of the Court-approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a plan of reorganization in the Debtors' chapter 11 cases, must file a proof of claim so that it is received by Prime Clerk on or before the later of: (i) the General Bar Date; and (ii) 5:00 p.m., prevailing Eastern Time, on the date that is 30 days after service of the applicable notice of or order authorizing rejection of such executory contract or unexpired lease. The later of these dates is referred to in this Notice as the "**Rejection Bar Date.**"
- (c) The Amended Schedule Bar Date. If, subsequent to the mailing of this Notice, the Debtors amend or modify schedule D, E or F of their Schedules to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of a General Claim reflected therein, the affected claimant may file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled General Claim so that it is received by Prime Clerk on or before the later of: (i) the General Bar Date; and (ii) 30 days after the date that notice of the applicable amendment to the Schedules is served on the affected claimant. The later of these dates is referred to

in this Notice as the “**Amended Schedule Bar Date.**” However, if the amendment to schedule D, E or F of the Schedules (i) improves the amount or treatment of a previously scheduled or filed General Claim and (ii) the affected claimant previously was served with a notice of the Bar Dates, the affected claimant is not permitted to file additional claims or amend a related previously filed proof of claim by the Amended Schedule Bar Date. If the Debtors amend or modify schedule D, E or F of their Schedules with respect to any claim that the Debtors state has been satisfied, such paid creditor shall not be required to file a proof of claim with respect to the satisfied claim unless the creditor disputes that such claim has been satisfied.

Subject to the terms described above for holders of General Claims subject to the Rejection Bar Date and the Amended Schedule Bar Date, the following Entities must file proofs of claim on or before the General Bar Date:

- (a) any Entity (i) whose prepetition General Claim against a Debtor is not listed in the Schedules or is listed as “disputed,” “contingent” or “unliquidated” and (ii) that desires to participate in the Debtors’ chapter 11 cases or share in any distribution in the chapter 11 cases;
- (b) any Entity that (i) believes its prepetition General Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition General Claim allowed in a classification or amount different from the classification or amount identified in the Schedules; and
- (c) any Entity that believes that its prepetition General Claim as listed in the Schedules is not an obligation of the specific Debtor against which such claim is listed and that desires to have its prepetition General Claim allowed against a Debtor other than the Debtor identified in the Schedules.

If it is unclear from the Schedules whether your prepetition General Claim is disputed, contingent or unliquidated as to amount or is otherwise properly listed and classified, you must file a proof of claim on or before the applicable Bar Date. Any Entity that relies on the information in the Schedules bears responsibility for determining that its General Claim is accurately listed therein.

**PROOFS OF CLAIM NOT REQUIRED
TO BE FILED BY THE GENERAL BAR DATE**

The Bar Date Order further provides that the following Entities need not file proofs of claim by the General Bar Date:

- (a) any Entity holding or asserting a Talc Claim;
- (b) any Entity holding a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or Prime Clerk in a form substantially similar to Official Bankruptcy Form No. 410;
- (c) any Entity (i) whose General Claim against the Debtors is not listed as disputed, contingent or unliquidated, and/or in an unknown amount or assigned a \$0 amount in the Schedules and (ii) that agrees with the nature, classification and amount of its General Claim as identified in the Schedules and that its General Claim is an obligation of the specific Debtor that listed its General Claim in its Schedules;
- (d) any Entity whose claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;³
- (e) any Entity holding or asserting a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense of the chapter 11 cases (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- (f) any Entity holding an administrative expense claim for postpetition fees and expenses incurred by any professional allowable under sections 328, 330, 331 and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- (g) any Entity holding a claim for which specific deadlines have been fixed by an order of the Court entered on or before the applicable Bar Date;
- (h) any current officers and directors of the Debtors holding a claim for indemnification, contribution or reimbursement

³ To the extent that any amounts paid by the Debtors to a creditor are subject to disgorgement pursuant to a postpetition trade agreement or otherwise, that creditor shall have until the later of (i) the General Bar Date and (ii) 30 days from the date of any disgorgement to file a proof of claim for the disgorged amount.

arising as a result of such officers' or directors' prepetition or postpetition services to the Debtors;

- (i) any Entity holding a claim that is payable to the Court or to the United States Trustee Program pursuant to 28 U.S.C. § 1930; and
- (j) any present or former employee of a Debtor whose employment is or was, as applicable, subject to the terms of a collective bargaining agreement (and, with respect to benefit claims, spouses and beneficiaries of such employees) or any labor union representing such employees (collectively, "**CBA Parties**") with respect to prepetition General Claims based solely on the payment of wages, salaries, employee medical benefits, insurance benefits, or other benefits the Court has authorized the Debtors to honor in the ordinary course of business. CBA Parties need not submit proofs of claim for such amounts unless the Debtors have provided written notice to certain CBA Parties and their unions, where applicable, that the Debtors do not intend to pay such prepetition General Claims with respect to those certain CBA Parties, in which case those CBA Parties will have until the later of (i) the General Bar Date and (ii) 35 days after the date of written notice to submit proofs of claim. Notwithstanding the foregoing, employees (present or former) or the labor unions must submit claims relating to grievances prior to the General Bar Date to the extent the grounds for such grievances arose on or before the Petition Date, provided that labor unions may submit a claim itemizing such grievances on behalf of their respective members; and
- (k) any Debtor having a claim against another Debtor.

***No Requirement to File Certain Administrative
Expense Claims or for Interest Holders to File Proofs of Interest***

Any Entity holding an administrative expense claim against the Debtors under section 503(b) of the Bankruptcy Code need not file a proof of claim on or before the General Bar Date; *provided, however, that any administrative priority claim under section 503(b)(9) of the Bankruptcy Code for the value of goods received by the Debtors within 20 days prior to the Petition Date must be filed by the General Bar Date.* Under the Bar Date Order, the filing of a proof of claim form as provided in this Notice satisfies the procedural requirements for the assertion of an administrative priority claim under section 503(b)(9) of the Bankruptcy Code.

Any Entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants or stock options)

or other ownership interest in the Debtors (an “**Interest Holder**”) is not required to file a proof of interest on or before the applicable Bar Date; *provided, however*, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a proof of claim on or before the applicable Bar Date. The Debtors have reserved the right to establish at a later time a bar date requiring Interest Holders to file proofs of interest. If such a bar date is established, Interest Holders will be notified in writing of the bar date for filing of proofs of interest at the appropriate time.

**CONSEQUENCES OF FAILURE TO FILE
A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

UNLESS THE COURT ORDERS OTHERWISE, ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTORS BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE OR THE BAR DATE ORDER SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR PURPOSES OF VOTING UPON ANY PLAN IN THE CHAPTER 11 CASES AND DISTRIBUTION FROM PROPERTY OF THE DEBTORS’ ESTATES.

PROCEDURE FOR FILING PROOFS OF CLAIM

Any Entity asserting a General Claim must: (a) deliver a completed, signed original proof of claim, together with any accompanying or supporting documentation, to **Imerys Talc America, Inc. Claims Processing Center, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232**, by mail, hand delivery or courier service or (b) electronically using the interface available on Prime Clerk’s website at <https://cases.primeclerk.com/ImerysTalc/EPOC-Index>, so as to be **actually received**, in each case, no later than 5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. **Any proof of claim submitted by facsimile, telecopy or electronic mail will not be accepted and will not be deemed filed until the proof of claim is submitted by one of the methods described in this paragraph.**

You may use the Official Bankruptcy Form No. 410 to file General Claims. Alternatively, you may use (and copy as necessary), the proof of claim form included with this Notice (the “**Proof of Claim Form**”), which form substantially complies with Official Bankruptcy Form No. 410 and has been approved by the Court for use in this case.

All filed proof of claim forms must: (a) be written in English; (b) be denominated in lawful currency of the United States, based upon the exchange rate in effect as of 7:00 a.m. (prevailing Eastern Time) on the Petition Date; (c) conform substantially with the Proof of Claim Form; (d) set forth with specificity the legal and factual basis for the alleged claim; (e) include supporting documentation or an explanation as to why such documentation is not available; (f) specify the Debtor against which the proof of claim is filed as well as the bankruptcy case number corresponding to the Debtor; and (g) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Any proof of claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code also must: (a) include the value of the

goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; and (b) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted. Proofs of claim must include all supporting documentation required by Bankruptcy Rules 3001(c) and 3001(d) and the relevant proof of claim form (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available, including a copy of any written document that forms the basis of the General Claim or, for secured General Claims, evidences that the alleged security interest has been perfected.

Proofs of claim will be deemed filed only when actually received by Prime Clerk. If you wish to receive acknowledgement of Prime Clerk's receipt of your proof of claim, you also must submit to Prime Clerk by the applicable Bar Date and concurrently with your original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, stamped return envelope. Claimants who submit proofs of claim through Prime Clerk's website interface will receive an electronic mail confirmation of such submissions.

THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtor. To determine if and how you are listed on the Schedules, please refer to the Debtors' Schedules. Copies of the Schedules may be viewed free of charge on the Prime Clerk website for the chapter 11 cases under the tab marked "Schedules & SOFA" at <https://cases.primeclerk.com/ImerysTalc/Home-DocketInfo>. In addition, electronic copies of all documents filed in the Debtors' chapter 11 cases, including the Bar Date Order, may be obtained free of charge at Prime Clerk's website for the Debtors' chapter 11 cases, <https://cases.primeclerk.com/ImerysTalc>, or for a fee on the Court's website, www.deb.uscourts.gov.

RESERVATION OF RIGHTS

The Debtors reserve the right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend, modify or supplement the Schedules. Nothing contained in this Notice or the Bar Date Order shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a proof of claim, you may contact Prime Clerk at (844) 339-4096. You also may contact Prime Clerk by electronic mail at imerysinfo@primeclerk.com or by writing to Prime Clerk at 850 Third Avenue, Suite 412, Brooklyn, NY 11232. The claims register for the Debtors will be available for review during normal business hours in Prime Clerk's offices at 850 Third Avenue, Suite 412, Brooklyn, NY 11232. Additional copies of the proof of claim form that you should use may be obtained by calling Prime Clerk or by downloading such proof of claim form from Prime Clerk's website, at <http://cases.primeclerk.com/ImerysTalc>, by clicking in the "Information Center" under the tab marked "Submit a Claim".

YOU ARE ENCOURAGED TO CAREFULLY REVIEW THE BAR DATE ORDER AND RELATED MATERIALS ON THE PRIME CLERK WEBSITE. YOU MAY WISH TO CONSULT AN ATTORNEY REGARDING THIS MATTER.

Dated: _____, 2019

BY ORDER OF THE COURT

RICHARDS, LAYTON & FINGER, P.A.

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- and -

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- and -

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Counsel for Debtors and Debtors-in-Possession

EXHIBIT B

Proof of Claim Form

Fill in this information to identify the case (Select only one Debtor per claim form):

- ☐ Imerys Talc America, Inc. (19-10289)
- ☐ Imerys Talc Vermont, Inc. (19-10291)
- ☐ Imerys Talc Canada Inc. (19-10292)

Modified Form 410

Proof of Claim

4/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?

Name of the current creditor (the person or entity to be paid for this claim) _____

Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?

- ☐ No
- ☐ Yes. From whom? _____

3. Where should notices and payments to the creditor be sent?

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Where should notices to the creditor be sent?

Where should payments to the creditor be sent? (if different)

Contact phone _____

Contact email _____

Contact phone _____

Contact email _____

4. Does this claim amend one already filed?

- ☐ No
- ☐ Yes. Claim number on court claims registry (if known) _____

Filed on _____
 MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?

- ☐ No
- ☐ Yes. Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? ☐ No
☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$_____. Does this amount include interest or other charges?
☐ No
☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? ☐ No
☐ Yes. The claim is secured by a lien on property.

Nature of property:
☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
☐ Motor vehicle
☐ Other. Describe: _____

Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$_____

Amount of the claim that is secured: \$_____

Amount of the claim that is unsecured: \$_____ (The sum of the secured and unsecured amounts should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: \$_____

Annual Interest Rate (when case was filed) _____ %
☐ Fixed
☐ Variable

10. Is this claim based on a lease? ☐ No
☐ Yes. Amount necessary to cure any default as of the date of the petition. \$_____

11. Is this claim subject to a right of setoff? ☐ No
☐ Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

☐ No

☐ Yes. Check one:

Amount entitled to priority

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

\$ _____

☐ Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

☐ No

☐ Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

☐ I am the creditor.

☐ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Signature

Print the name of the person who is completing and signing this claim:

Name of the person who is completing and signing this claim:

Name

First name

Middle name

Last name

Title

Company

Identify the corporate servicer as the company if the authorized agent is a servicer.

Address

Number

Street

City

State

ZIP Code

Contact phone

Email

Attach Supporting Documentation (limited to a single PDF attachment that is less than 5 megabytes in size and under 100 pages):

☐ I have supporting documentation.
(attach below)

☐ I do not have supporting documentation.

PLEASE REVIEW YOUR PROOF OF CLAIM AND SUPPORTING DOCUMENTS AND REDACT ACCORDINGLY PRIOR TO UPLOADING THEM. PROOFS OF CLAIM AND ATTACHMENTS ARE PUBLIC DOCUMENTS THAT WILL BE AVAILABLE FOR ANYONE TO VIEW ONLINE.

IMPORTANT NOTE REGARDING REDACTING YOUR PROOF OF CLAIM AND SUPPORTING DOCUMENTATION When you submit a proof of claim and any supporting documentation you must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. The responsibility for redacting personal data identifiers (as defined in Federal Rule of Bankruptcy Procedure 9037) rests solely with the party submitting the documentation and their counsel. Prime Clerk and the Clerk of the Court will not review any document for redaction or compliance with this Rule and you hereby release and agree to hold harmless Prime Clerk and the Clerk of the Court from the disclosure of any personal data identifiers included in your submission. In the event Prime Clerk or the Clerk of the Court discover that personal identifier data or information concerning a minor individual has been included in a pleading, Prime Clerk and the Clerk of the Court are authorized, in their sole discretion, to redact all such information from the text of the filing and make an entry indicating the correction.

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If any information reflected on the *Proof of Claim* form is incorrect or if the *Proof of Claim* form contains information that you do not agree with, cross out such information and write in what you believe to be the correct information.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form. Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.) Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent’s website at <http://cases.primeclerk.com/ImerysTalc>.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.
11 U.S.C. § 503.

Claim: A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy.
11 U.S.C. §101 (5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

Please send completed Proof(s) of Claim to:

Imerys Talc America, Inc. Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022

Do not file these instructions with your form

EXHIBIT C

Publication Notice

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

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

**NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM, INCLUDING 503(b)(9)
CLAIMS AND EXCLUDING TALC PERSONAL INJURY CLAIMS**

GENERAL BAR DATE IS OCTOBER 15, 2019 AT 5:00 P.M. EASTERN TIME

PLEASE TAKE NOTICE OF THE FOLLOWING:

On _____, 2019, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. ____] (the “**Bar Date Order**”) establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of the following debtors and debtors-in-possession (collectively, the “**Debtors**”):

<u>Debtor</u>	<u>Case Number</u>
Imerys Talc America, Inc.	19-10289
Imerys Talc Vermont, Inc.	19-10291
Imerys Talc Canada Inc.	19-10292

Electronic copies of all documents filed in the Debtors’ chapter 11 cases, including the Bar Date Order, may be obtained free of charge at the website of the Debtors’ claims agent, Prime Clerk LLC (“**Prime Clerk**”), at <https://cases.primeclerk.com/ImerysTalc>, or for a fee on the Court’s website, www.deb.uscourts.gov.

By the Bar Date Order, the Court established **October 15, 2019 at 5:00 p.m., prevailing Eastern Time** (the “**General Bar Date**”) as the general deadline for all Entities (as defined below), including Governmental Units (as defined below), to file proofs of claim in the Debtors’ chapter 11 cases for all claims against the Debtors that arose or are deemed to have arisen prior to the date on which the Debtors commenced their chapter 11 cases, February 13, 2019 (the “**Petition Date**”), including claims arising under section 503(b)(9) of title 11 of the United States Code (the “**Bankruptcy Code**”),² except as otherwise provided in the Bar Date Order and expressly excluding Talc Claims (as defined below). As described therein, the Bar Date Order also establishes different bar dates for certain categories of claims.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Imerys Talc America, Inc. (6358), Imerys Talc Vermont, Inc. (9050) and Imerys Talc Canada Inc. (6748). The Debtors’ address is 100 Mansell Court East, Suite 300, Roswell, Georgia 30076.

² A claim arising under section 503(b)(9) of the Bankruptcy Code is a claim arising from the value of any goods received by the Debtors within 20 days before the Petition Date, provided that the goods were sold to the Debtors in the ordinary course of business.

Except as provided herein, the General Bar Date applies to all General Claims (as defined below) against the Debtors. **Please review the Bar Date Order for instructions on how to file a proof of claim in the Debtors' chapter 11 cases.** All proofs of claim must be received by the General Bar Date in order to be accepted as timely.

KEY DEFINITIONS

As used in this Notice, the term “**General Claim**” shall mean any Claim that arose, or is deemed to have arisen, prior to February 13, 2019, other than a Talc Claim. General Claims include claims held by foreign creditors (other than Talc Claims).

As used in this Notice, the term “**Talc Claim**” means any claim (as defined in section 101(5) of the Bankruptcy Code) and any future claims or Demands (as that term is defined in section 524(g) of the Bankruptcy Code), whether known or unknown, including with respect to bodily injury, death, sickness, disease, emotional distress, fear of cancer, medical monitoring or other personal injuries (whether physical, emotional or otherwise), for which the Debtors are alleged to be liable, directly or indirectly, arising out of or relating to the presence of or exposure to talc or talc-containing products, including, without limitation: (a) any products previously manufactured, sold and/or distributed by any predecessors to the Debtors; (b) any materials present at any premises owned, leased, occupied or operated by any Entity for whose products, acts, omissions, business or operations the Debtors have, or are alleged to have, liability; or (c) any talc alleged to contain asbestos or other contaminants. Talc Claims include all such claims, whether: (a) in tort, contract, warranty, restitution, conspiracy, contribution, indemnity, guarantee, subrogation or any other theory of law, equity or admiralty; (b) seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative or any other costs or damages; or (c) seeking any legal, equitable or other relief of any kind whatsoever, including, for the avoidance of doubt, any such claims assertable against one or more Debtors by Cyprus Mines Corporation, Cyprus Amax Minerals Company, and/or any of their affiliates in these chapter 11 cases. Talc Claims also include any such claims that have been resolved or are subject to resolution pursuant to any agreement, or any such claims that are based on a judgment or verdict. Talc Claims do not include (a) any claim of an insurer with respect to amounts allegedly due under any insurance policies, including policies that might have provided coverage for Talc Claims, or (b) any claim by any present or former employee of a predecessor or affiliate (as defined in section 101(2) of the Bankruptcy Code) of the Debtors for benefits under a policy of workers' compensation insurance or for benefits under any state or federal workers' compensation statute or other statute providing compensation to an employee from an employer. For the avoidance of doubt, this definition equally applies to foreign creditors. ***Please note that no deadline has been established at this time for the filing of Talc Claims.***

As used in this Notice, the terms “**Entity**,” “**Governmental Unit**,” “**affiliate**” and “**Claim**” or “**claim**” have the meanings given to them under section 101 of the Bankruptcy Code.

WHO MUST FILE A PROOF OF CLAIM

The following Entities must file proofs of claim on or before the General Bar Date: (a) any Entity (i) whose prepetition General Claim against a Debtor is not listed in the Debtor's schedules of assets and liabilities or statement of financial affairs (as amended) [Docket Nos. 362, 363, 365, 366, 367, 368, 577, 578 and 579] (collectively, the “**Schedules**”) or is listed as “disputed,” “contingent” or “unliquidated” and (ii) that desires to participate in the Debtors' chapter 11 cases or share in any distribution in the chapter 11 cases; (b) any Entity that (i) believes its prepetition General Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition General Claim allowed in a classification or amount different from the classification or amount identified in the Schedules; and (c) any Entity that believes that its prepetition General Claim as listed in the Schedules is not an obligation of the specific Debtor against which such claim is listed and that desires to have its prepetition General Claim

allowed against a Debtor other than the Debtor identified in the Schedules. If it is unclear from the Schedules whether your prepetition General Claim is disputed, contingent or unliquidated as to amount or is otherwise properly listed and classified, you must file a proof of claim on or before the applicable Bar Date. Any Entity that relies on the information in the Schedules bears responsibility for determining that its General Claim is accurately listed therein.

**PROOFS OF CLAIM NOT REQUIRED
TO BE FILED BY THE GENERAL BAR DATE**

The Bar Date Order further provides that the following Entities need not file proofs of claim by the General Bar Date:

- a) any Entity holding or asserting a Talc Claim;
- b) any Entity holding a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or Prime Clerk in a form substantially similar to Official Bankruptcy Form No. 410;
- c) any Entity (i) whose General Claim against the Debtors is not listed as disputed, contingent or unliquidated, and/or in an unknown amount or assigned a \$0 amount in the Schedules and (ii) that agrees with the nature, classification and amount of its General Claim as identified in the Schedules and that its General Claim is an obligation of the specific Debtor that listed its General Claim in its Schedules;
- d) any Entity whose claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;³
- e) any Entity holding or asserting a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense of the chapter 11 cases (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- f) any Entity holding an administrative expense claim for postpetition fees and expenses incurred by any professional allowable under sections 328, 330, 331 and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- g) any Entity holding a claim for which specific deadlines have been fixed by an order of the Court entered on or before the applicable Bar Date;
- h) any current officers and directors of the Debtors holding a claim for indemnification, contribution or reimbursement arising as a result of such officers' or directors' prepetition or postpetition services to the Debtors;
- i) any Entity holding a claim that is payable to the Court or to the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- j) any present or former employee of a Debtor whose employment is or was, as applicable, subject to the terms of a collective bargaining agreement (and, with respect to benefit claims, spouses and beneficiaries of such employees) or any labor union representing such employees (collectively, "**CBA Parties**") with respect to prepetition General Claims based solely on the payment of wages, salaries, employee medical benefits, insurance benefits,

³ To the extent that any amounts paid by the Debtors to a creditor are subject to disgorgement pursuant to a postpetition trade agreement or otherwise, that creditor shall have until the later of (i) the General Bar Date and (ii) 30 days from the date of any disgorgement to file a proof of claim for the disgorged amount.

or other benefits the Court has authorized the Debtors to honor in the ordinary course of business. CBA Parties need not submit proofs of claim for such amounts unless the Debtors have provided written notice to certain CBA Parties and their unions, where applicable, that the Debtors do not intend to pay such prepetition General Claims with respect to those certain CBA Parties, in which case those CBA Parties will have until the later of (i) the General Bar Date and (ii) 35 days after the date of written notice to submit proofs of claim. Notwithstanding the foregoing, employees (present or former) or the labor unions must submit claims relating to grievances prior to the General Bar Date to the extent the grounds for such grievances arose on or before the Petition Date, provided that labor unions may submit a claim itemizing such grievances on behalf of their respective members; and

- k) any Debtor having a claim against another Debtor.

**CONSEQUENCES OF FAILURE TO FILE
A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

UNLESS THE COURT ORDERS OTHERWISE, ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTORS BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE OR THE BAR DATE ORDER SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR PURPOSES OF VOTING UPON ANY PLAN IN THE CHAPTER 11 CASES AND DISTRIBUTION FROM PROPERTY OF THE DEBTORS' ESTATES.

ADDITIONAL INFORMATION

A copy of the Bar Date Order, Bar Date Notice, proof of claim form and the Debtors' Schedules may be obtained free of charge by contacting Prime Clerk, in writing, at 850 Third Avenue, Suite 412, Brooklyn, NY 11232, or online at <http://cases.primeclerk.com/ImerysTalc>, by clicking in the "Information Center" under the tab marked "Submit a Claim". The Bar Date Order can also be viewed on the Court's website at www.deb.uscourts.gov, for a fee. If you have questions concerning the filing or processing of claims, you may contact the Debtors' claims agent, Prime Clerk, at (844) 339-4096, or imerysinfo@primeclerk.com.

YOU ARE ENCOURAGED TO CAREFULLY REVIEW THE BAR DATE ORDER AND RELATED MATERIALS ON THE PRIME CLERK WEBSITE. YOU MAY WISH TO CONSULT AN ATTORNEY REGARDING THIS MATTER.

Dated: _____, 2019

BY ORDER OF THE COURT