

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

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In re: : Chapter 11
: :
IMERYS TALC AMERICA, INC., *et al.*,¹ : Case No. 19-10289 (LSS)
: :
Debtors. : (Jointly Administered)
: :
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**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. PREVAILING EASTERN TIME**

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

On July 25, 2019, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. 881] (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.

| Debtor | Case No. | EID# (Last 4 Digits) |
|----------------------------------|-----------------|-----------------------------|
| 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, 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: July 25, 2019

BY ORDER OF THE COURT

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