

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

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 In re: : Chapter 11  
 :  
 IMERYYS TALC AMERICA, INC., *et al.*,<sup>1</sup> : Case No. 19-10289 (LSS)  
 :  
 Debtors. : (Jointly Administered)  
 :  
 : **Re: Docket No. 1220**  
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**ORDER (I) ESTABLISHING A BAR DATE FOR INDIRECT TALC CLAIMS AND  
RELATED PROCEDURES FOR FILING PROOFS OF CLAIM  
FOR INDIRECT TALC CLAIMS AND (II) APPROVING FORM  
AND MANNER OF NOTICE THEREOF**

Upon the motion (the “**Motion**”)<sup>2</sup> of the Debtors for entry of an order establishing the Indirect Talc Claim Bar Date (as defined below) and approving procedures for filing proofs of claim with respect to Indirect Talc Claims (as defined below) in the Chapter 11 Cases, and approving the general form and manner of notice of the Indirect Talc Claim Bar Dates (as defined below); 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

<sup>1</sup> 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.

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

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 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 (as defined below). 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. As used herein, an “**Indirect Talc Claim**” is any Talc Claim of any corporation (as defined in section 101(9) of the Bankruptcy Code), co-defendant of a Debtor, or predecessor of a Debtor (each, a “**Claimant**”) for contribution, reimbursement, subrogation, or indemnity, whether contractual or implied by law (as those terms are defined by applicable non-bankruptcy law of the relevant jurisdiction), and any other derivative Talc Claim of a Claimant, whether in the nature of or sounding in contract, tort, warranty, or other theory of law. For the avoidance of doubt, an

Indirect Talc Claim shall not include any claim for or otherwise relating to death, injury, or damages caused by talc or a product or material containing talc that is asserted by or on behalf of any injured individual, the estate, legal counsel, relative, assignee, or other representative of any injured individual, or an individual who claims injury or damages as a result of the injury or death of another individual regardless of whether such claim is seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative, or any other costs or damages, or any legal, equitable or other relief whatsoever, including pursuant to a settlement, judgment, or verdict. By way of illustration and not limitation, an Indirect Talc Claim shall not include any claim for loss of consortium, loss of companionship, services and society, or wrongful death.

6. As used herein, “**General Bar Date Order**” means the *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* [Docket No. 881] entered by the Court on July 25, 2019.

7. Except as otherwise provided in this Order, all entities (including, without limitation, individuals, partnerships, corporations, trusts and governmental units) that wish to assert an Indirect Talc Claim against the Debtors that arose or is deemed to have arisen prior to the Petition Date, but *excluding* any Talc Claim that is not an Indirect Talc Claim, 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 January 9, 2020** (the “**Indirect Talc Claim Bar**”).

**Date**”).<sup>3</sup> The Indirect Talc Claim Bar Dates shall be identified in the Indirect Talc Claim Bar Date Notice and the Indirect Talc Claim Publication Notice.

8. The forms of the Indirect Talc Claim Bar Date Notice, the Proof of Claim Form and the Indirect Talc Claim Publication Notice substantially in the form attached to this Order as Exhibit 1, Exhibit 2 and Exhibit 3, respectively, and the manner of providing notice of the Indirect Talc Claim Bar Dates established by this Order, are approved in all respects pursuant to Bankruptcy Rules 2002(a)(7) and 2002(l). The form and manner of notice of the Indirect Talc Claim 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 Indirect Talc Claim Bar Date Notice Package (as defined below) and publish the Indirect Talc Claim Publication Notice in the manner described herein.

9. As soon as practicable, but in any event no later than 13 days after the entry of this Order, the Debtors, through Prime Clerk, shall provide actual notice of the Indirect Talc Claim Bar Dates by mailing the Indirect Talc Claim Bar Date Notice and the Proof of Claim Form (together, the “**Indirect Talc Claim Bar Date Notice Package**”) by first class United States mail, postage prepaid to all known potential holders of Indirect Talc Claims, as well as the following entities: (a) all holders of claims listed on the Schedules, excluding holders of Talc Claims (other than holders of Indirect 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

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<sup>3</sup> As used herein “**Indirect Talc Claim Bar Dates**” means the Indirect Talc Claim Bar Date together with the Indirect Talc Claim Rejection Bar Date and the Indirect Talc Claim Amended Schedule Bar Date (each as defined below).

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 Indirect Talc Claim Bar Date Order; (h) all known holders of equity securities in the Debtors as of the date of the Indirect Talc Claim Bar Date Order; (i) all other entities listed on the Debtors' matrix of creditors, except holders of Talc Claims (other than holders of Indirect 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 Indirect Talc Claim Bar Date Order; (l) all environmental authorities listed in the Debtors' Schedules; (m) Canadian unions relevant to the Debtors' operations; and (n) counsel to any of the foregoing, if known. The Debtors, through Prime Clerk, also will mail the Indirect Talc Claim 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 Indirect Talc Claim Bar Date Notice Package on holders of Talc Claims (other than holders of Indirect Talc Claims) or their counsel.

10. In the event that: (a) one or more Indirect Talc Claim 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 Indirect Talc Claim 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 Indirect Talc Claims become known to the Debtors, the Debtors may make supplemental mailings of the Indirect Talc Claim Bar Date Notice Package up to and including the date that is 30 days in advance of the Indirect Talc Claim Bar Date, with any such supplemental mailings being deemed timely. If Indirect Talc Claim 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 Indirect Talc Claim 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).

11. As part of the Indirect Talc Claim Bar Date Package, the Debtors, through Prime Clerk, shall mail a Proof of Claim Form to the parties receiving the Indirect Talc Claim Bar Date Notice. For holders of potential Indirect Talc 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 Indirect Talc Claim in the Schedules and, if so, whether the claimant's Indirect Talc Claim is listed as: (a) disputed, contingent or unliquidated; and (b) secured, unsecured or priority. If an Indirect Talc 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 Indirect Talc 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 Indirect Talc 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 Indirect Talc 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, once the deadline to object thereto has passed, if there is a conflict between the claim information in the Satisfaction Notice and the claim information in the Schedules.

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

- (a) any entity (i) whose prepetition Indirect Talc 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 Indirect Talc Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition Indirect Talc 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 Indirect Talc 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 Indirect Talc Claim allowed against a Debtor other than the Debtor identified in the Schedules.

13. The following entities shall not be required to file proofs of claim in the Chapter 11 Cases on or before the Indirect Talc Claim Bar Date:

- (a) any entity holding or asserting a Talc Claim other than an Indirect Talc Claim;
- (b) any entity holding or asserting a General Claim, as such claims were required to have been filed in accordance with the deadlines established by the General Bar Date Order;
- (c) any entity holding an Indirect Talc 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;
- (d) any entity (i) whose Indirect Talc 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 Indirect Talc Claim as identified in the



Schedules and that its Indirect Talc Claim is an obligation of the specific Debtor that listed its Indirect Talc Claim in its Schedules;

- (e) any entity whose Indirect Talc Claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;<sup>4</sup>
- (f) any entity holding an Indirect Talc Claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable bar date;
- (g) any current officers and directors of the Debtors holding an Indirect Talc Claim as a result of such officers' or directors' prepetition or postpetition services to the Debtors; and
- (h) any Debtor having an Indirect Talc Claim against another Debtor.

14. Notwithstanding anything to the contrary contained herein, this Order shall not apply to or bind (a) Certain Underwriters at Lloyd's, London and Certain London Market Insurers (collectively "**LMI**");<sup>5</sup> or (b) the Excess Insurers.<sup>6</sup> For the avoidance of doubt, LMI and the Excess Insurers (i) shall have no obligation to file a proof of claim for any Indirect Talc Claim, and (ii) shall not be bound or barred by the Indirect Talc Claim Bar Date; *provided, however*, that nothing contained in this Order shall prohibit any party in interest including, but not limited to, the Debtors and any successor to the Debtors from objecting to any claim filed by any LMI or Excess Insurer entity on any basis except that such claim was due to be filed pursuant to this Order.

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<sup>4</sup> 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 Indirect Talc Claim and (ii) 30 days from the date of any disgorgement to file a proof of claim for the disgorged amount.

<sup>5</sup> LMI are identified on Attachment I to the *Notice of Appearance and Request for Notices and Service of Papers* [Docket No. 433].

<sup>6</sup> As used herein, "**Excess Insurers**" means Columbia Casualty Company, Continental Casualty Company, the Continental Insurance Company, as successor to CNA Casualty of California and as successor in interest to certain insurance policies issued by Harbor Insurance Company, Lamorak Insurance Company (formerly known as OneBeacon America Insurance Company), as successor to Employers' Surplus Lines Insurance Company, Stonewall Insurance Company (now known as Berkshire Hathaway Specialty Insurance Company), National Union Fire Insurance Company of Pittsburgh PA, and Lexington Insurance Company.

15. Any entity asserting an Indirect Talc Claim 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 Indirect Talc Claim 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 "**Indirect Talc Claim Rejection Bar Date**"). For orders approving the rejection of executory contracts or unexpired leases entered after the date this Order is entered, the Debtors will include a description of the Indirect Talc Claim Rejection Bar Date in the text thereof, thus providing at least 30 days' notice of the Indirect Talc Claim Rejection Bar Date.

16. The Debtors retain the right to (a) dispute, or assert offsets or defenses against, any filed Indirect Talc Claim or any Indirect Talc Claim listed or reflected in the Schedules as to nature, amount, priority, liability, classification, or otherwise; (b) subsequently designate any Indirect Talc 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 Indirect Talc Claim against the Debtors, the holder of the Indirect Talc Claim may file a timely proof of claim or amend any previously filed proof of claim in respect of the amended scheduled Indirect Talc Claim on or before the later of (a) the Indirect Talc Claim Bar Date and (b) 30 days after the date that notice of the applicable amendment to the Schedules is served on the affected claimant (the "**Indirect Talc Claim 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 Indirect Talc Claim and (b) the affected claimant previously was served with a notice of the Indirect Talc Claim Bar Dates, the affected claimant may not file additional claims or amend a related previously filed proof of claim by the Indirect Talc Claim Amended Schedule Bar Date. If the Debtors amend or modify schedule D, E or F of their Schedules with respect to any Indirect Talc 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 Indirect Talc Claim unless the creditor 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. the Debtors will provide affected parties with at least 30 days' notice of the Indirect Talc Claim Amended Schedule Bar Date.

17. 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 holder of an Indirect Talc Claim that is required to file a proof of claim in the Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order against the Debtors, but that fails to do so by the Indirect Talc Claim Bar Dates (as applicable), 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.

18. 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 Indirect Talc Claim 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 Indirect Talc Claim 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.

19. 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.

20. 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 Indirect Talc Claim 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.

21. Pursuant to Bankruptcy Rule 2002(1), the Debtors shall cause notice of the Indirect Talc Claim Bar Dates in substantially the form of the Publication Notice to be published once within 13 days of the entry of this 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 Indirect Talc Claim Bar Dates. Details of the Publication Notices will be filed with the Court in affidavits of publication submitted by Prime Clerk.

22. 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.

23. 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 Indirect Talc Claim Bar Dates established herein (including holders of Talc Claims) must file proofs of claim or interest.

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

**Dated: November 22nd, 2019**  
**Wilmington, Delaware**



**LAURIE SELBER SILVERSTEIN**  
**UNITED STATES BANKRUPTCY JUDGE**

**EXHIBIT 1**

**Indirect Talc Claim 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., *et al.*,<sup>1</sup> : Case No. 19-10289 (LSS)  
 :  
 Debtors. : (Jointly Administered)  
 :  
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**NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM FOR INDIRECT  
TALC CLAIMS**

**INDIRECT TALC CLAIM BAR DATE IS JANUARY 9, 2020  
AT 5:00 P.M. EASTERN TIME**

TO: ALL PERSONS AND ENTITIES WITH INDIRECT TALC 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 “**Indirect Talc Claim Bar Date Order**”) establishing certain deadlines for the filing of proofs of claim for Indirect Talc Claims (as defined below) 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 Indirect Talc Claim Bar Date Order, the Court established **January 9, 2020 at 5:00 p.m., prevailing Eastern Time** (the “**Indirect Talc Claim Bar Date**”)<sup>2</sup> 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 Indirect Talc 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**”), except as otherwise provided in the Indirect Talc Claim Bar Date Order. Indirect Talc Claims expressly exclude Talc Claims (as defined below), other than Indirect Talc Claims, and General Claims (as defined below). As described below, the Indirect Talc Claim Bar Date Order also establishes different bar dates for certain categories of claims.

<sup>1</sup> 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.

<sup>2</sup> As used in this Notice “**Indirect Talc Claim Bar Dates**” means the Indirect Talc Claim Bar Date together with the Indirect Talc Claim Rejection Bar Date and the Indirect Talc Claim Amended Schedule Bar Date (each as defined below).

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 your Indirect Talc Claim 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 Indirect Talc 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 Indirect Talc Claims against the Debtors, you will receive multiple proof of claim forms, each of which will reflect the nature, amount and classification of your Indirect Talc Claims 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 Indirect Talc 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 Indirect Talc 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 Indirect Talc 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, once the deadline to object thereto has passed, 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.



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

**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 other than Indirect Talc Claims.***

As used in this Notice, an “**Indirect Talc Claim**” is any Talc Claim of any corporation (as defined in section 101(9) of the Bankruptcy Code), co-defendant of a Debtor, or predecessor of a Debtor (each, a “**Claimant**”) for contribution, reimbursement, subrogation, or indemnity, whether contractual or implied by law (as those terms are defined by applicable non-bankruptcy law of the relevant jurisdiction), and any other derivative Talc Claim of a Claimant, whether in the nature of or sounding in contract, tort, warranty, or other theory of law. For the avoidance of doubt, an Indirect Talc Claim shall not include any claim for or otherwise relating to death, injury, or damages caused by talc or a product or material containing talc that is asserted by or on behalf of any injured individual, the estate, legal counsel, relative, assignee, or other representative of any injured individual, or an individual who claims injury or damages as a result of the injury or death of another individual regardless of whether such claim is seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative, or any other costs or damages, or any legal, equitable or other relief whatsoever, including pursuant to a settlement, judgment, or verdict. By way of illustration and not limitation, an Indirect Talc Claim shall not include any claim for loss of consortium, loss of companionship, services and society, or wrongful death.

As used in this Notice, “**General Bar Date Order**” means the *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* [Docket No. 881] entered by the Court on July 25, 2019.

### **WHO MUST FILE A PROOF OF CLAIM AND THE INDIRECT TALC CLAIM BAR DATES**

The Indirect Talc Claim Bar Date Order establishes the following deadlines for filing proofs of claim in the Debtors' chapter 11 cases:

- (a) The Indirect Talc Claim Bar Date. Pursuant to the Indirect Talc Claim Bar Date Order, except as described below, all Entities holding Indirect Talc 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 Indirect Talc Claim Bar Date.

- (b) The Indirect Talc Claim Rejection Bar Date. Any Entity whose Indirect Talc 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 Indirect Talc Claim 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 "**Indirect Talc Claim Rejection Bar Date.**"
- (c) The Indirect Talc Claim 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 an Indirect Talc 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 Indirect Talc Claim so that it is received by Prime Clerk on or before the later of: (i) the Indirect Talc Claim 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 "**Indirect Talc Claim 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 Indirect Talc Claim and (ii) the affected claimant previously was served with a notice of the Indirect Talc Claim Bar Dates, the affected claimant is not permitted to file additional claims or amend a related previously filed proof of claim by the Indirect Talc Claim Amended Schedule Bar Date. If the Debtors amend or modify schedule D, E or F of their Schedules with respect to any Indirect Talc 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 Indirect Talc Claim has been satisfied.

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

- (a) any Entity (i) whose prepetition Indirect Talc 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 Indirect Talc Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition Indirect Talc 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 Indirect Talc 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 Indirect Talc Claim allowed against a Debtor other than the Debtor identified in the Schedules.

If it is unclear from the Schedules whether your prepetition Indirect Talc 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 Indirect Talc Claim Bar Date. Any Entity that relies on the information in the Schedules bears responsibility for determining that its Indirect Talc Claim is accurately listed therein.

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

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

- (a) any Entity holding or asserting a Talc Claim other than an Indirect Talc Claim;
- (b) any Entity holding or asserting a General Claim, as such claims were required to have been filed in accordance with the deadlines established by the General Bar Date Order;
- (c) any Entity holding an Indirect Talc 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;

- (d) any Entity (i) whose Indirect Talc 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 Indirect Talc Claim as identified in the Schedules and that its Indirect Talc Claim is an obligation of the specific Debtor that listed its Indirect Talc Claim in its Schedules;
- (e) any Entity whose Indirect Talc Claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;<sup>3</sup>
- (f) any Entity holding an Indirect Talc Claim for which specific deadlines have been fixed by an order of the Court entered on or before the applicable bar date;
- (g) any current officers and directors of the Debtors holding an Indirect Talc Claim as a result of such officers' or directors' prepetition or postpetition services to the Debtors; and
- (h) any Debtor having an Indirect Talc 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 AN INDIRECT TALC CLAIM AGAINST THE DEBTORS BUT THAT FAILS TO DO SO BY THE INDIRECT TALC CLAIM BAR DATE (OR OTHER APPLICABLE BAR DATE) DESCRIBED IN THIS NOTICE OR THE INDIRECT TALC CLAIM 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.**

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<sup>3</sup> 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 Indirect Talc Claim Bar Date and (ii) 30 days from the date of any disgorgement to file a proof of claim for the disgorged amount.

### **PROCEDURE FOR FILING PROOFS OF CLAIM**

Any Entity asserting an Indirect Talc 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 Indirect Talc Claim 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 Indirect Talc 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.

**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 Indirect Talc Claim 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 an Indirect Talc Claim against a 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 Indirect Talc Claim 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](http://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 Indirect Talc Claim 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](mailto: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 INDIRECT TALC CLAIM 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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Michael J. Merchant (No. 3854)  
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*Counsel for Debtors and Debtors-in-Possession*



**EXHIBIT 2**

**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 Form**

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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?

Where should notices to the creditor be sent?

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

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

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.

Executed on date \_\_\_\_\_(mm/dd/yyyy)

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 \_\_\_\_\_

## Modified Form 410

# Instructions for Proof of Claim

United States Bankruptcy Court

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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, either 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 <https://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  
850 3rd Avenue, Suite 412  
Brooklyn, NY 11232

**Do not file these instructions with your form**

**EXHIBIT 3**

**Indirect Talc Claim Publication Notice**

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

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

**NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM FOR  
INDIRECT TALC CLAIMS**

**INDIRECT TALC CLAIM BAR DATE IS JANUARY 9, 2020 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 “**Indirect Talc Claim Bar Date Order**”) establishing certain deadlines for the filing of proofs of claim for Indirect Talc Claims (as defined below) in the chapter 11 cases of the following debtors and debtors-in-possession (collectively, the “**Debtors**”):

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

Electronic copies of all documents filed in the Debtors’ chapter 11 cases, including the Indirect Talc Claim 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](http://www.deb.uscourts.gov).

By the Indirect Talc Claim Bar Date Order, the Court established **January 9, 2020 at 5:00 p.m., prevailing Eastern Time** (the “**Indirect Talc Claim 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 Indirect Talc 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**”), except as otherwise provided in the Indirect Talc Claim Bar Date Order and expressly excluding Talc Claims (other than Indirect Talc Claims) and General Claims (each as defined below). As described therein, the Indirect Talc Claim Bar Date Order also establishes different bar dates for certain categories of claims.

Except as provided herein, the Indirect Talc Claim Bar Date applies to all Indirect Talc Claims against the Debtors. **Please review the Indirect Talc Claim Bar Date Order for instructions on how**

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<sup>1</sup> 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.



**to file a proof of claim in the Debtors' chapter 11 cases.** All proofs of claim must be **received** by the Indirect Talc Claim 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 chapter 11 of title 11 of the United States Code (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 other than Indirect Talc Claims.*

As used in this Notice, an “**Indirect Talc Claim**” is any Talc Claim of any corporation (as defined in section 101(9) of the Bankruptcy Code), co-defendant of a Debtor, or predecessor of a Debtor (each, a “**Claimant**”) for contribution, reimbursement, subrogation, or indemnity, whether contractual or implied by law (as those terms are defined by applicable non-bankruptcy law of the relevant jurisdiction), and any other derivative Talc Claim of a Claimant, whether in the nature of or sounding in contract, tort, warranty, or other theory of law. For the avoidance of doubt, an Indirect Talc Claim shall not include any claim for or otherwise relating to death, injury, or damages caused by talc or a product or material containing talc that is asserted by or on behalf of any injured individual, the estate, legal counsel, relative, assignee, or other representative of any injured individual, or an individual who claims injury or damages as a result of the injury or death of another individual regardless of whether such claim is seeking compensatory, special, economic, non-economic, punitive, exemplary, administrative, or any other costs or damages, or any legal, equitable or other relief whatsoever, including pursuant to a settlement, judgment, or verdict. By way of illustration and not limitation, an Indirect Talc Claim shall not include any claim for loss of consortium, loss of companionship, services and society, or wrongful death.

As used in this Notice, “**General Bar Date Order**” means the *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* [Docket No. 881] entered by the Court on July 25, 2019.

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 holders of Indirect Talc Claims must file proofs of claim on or before the Indirect Talc Claim Bar Date: (a) any Entity (i) whose prepetition Indirect Talc 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 Indirect Talc Claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) desires to have its prepetition Indirect Talc 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 Indirect Talc 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 Indirect Talc Claim allowed against a Debtor other than the Debtor identified in the Schedules. If it is unclear from the Schedules whether your prepetition Indirect Talc 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 Indirect Talc Claim Bar Date. Any Entity that relies on the information in the Schedules bears responsibility for determining that its Indirect Talc Claim is accurately listed therein.

### **PROOFS OF CLAIM NOT REQUIRED TO BE FILED BY THE INDIRECT TALC CLAIM BAR DATE**

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

- a) any Entity holding or asserting a Talc Claim other than an Indirect Talc Claim;
- b) any Entity holding or asserting a General Claim, as such claims were required to have been filed in accordance with the deadlines established by the General Bar Date Order;
- c) any Entity holding an Indirect Talc 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;
- d) any Entity (i) whose Indirect Talc 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 Indirect Talc Claim as identified in the Schedules and that its Indirect Talc Claim is an obligation of the specific Debtor that listed its Indirect Talc Claim in its Schedules;

- e) any Entity whose Indirect Talc Claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;<sup>2</sup>
- f) any Entity holding an Indirect Talc Claim for which specific deadlines have been fixed by an order of the Court entered on or before the applicable bar date;
- g) any current officers and directors of the Debtors holding an Indirect Talc Claim as a result of such officers' or directors' prepetition or postpetition services to the Debtors; and
- h) any Debtor having an Indirect Talc 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 AN INDIRECT TALC CLAIM AGAINST THE DEBTORS BUT THAT FAILS TO DO SO BY THE INDIRECT TALC CLAIM BAR DATE (OR OTHER APPLICABLE BAR DATE) DESCRIBED IN THIS NOTICE OR THE INDIRECT TALC CLAIM 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 Indirect Talc Claim Bar Date Order, Indirect Talc Claim Bar Date Notice (as defined in the Indirect Talc Claim Bar Date Order), 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 Indirect Talc Claim Bar Date Order can also be viewed on the Court's website at [www.deb.uscourts.gov](http://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](mailto:imerysinfo@primeclerk.com).

**YOU ARE ENCOURAGED TO CAREFULLY REVIEW THE INDIRECT TALC CLAIM 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

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<sup>2</sup> 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 Indirect Talc Claim Bar Date and (ii) 30 days from the date of any disgorgement to file a proof of claim for the disgorged amount.