

Superior Court of Justice  
Commercial List

FILE/DIRECTION/ORDER

Timminco  
\_\_\_\_\_  
Plaintiff(s)  
AND  
\_\_\_\_\_  
Defendant(s)

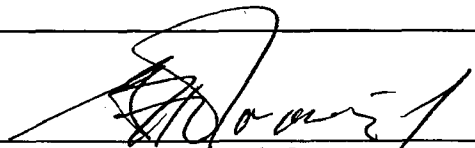
Case Management  Yes  No by Judge: \_\_\_\_\_

Counsel	Telephone No:	Facsimile No:
see attached.		

- Order  Direction for Registrar (No formal order need be taken out)
- Above action transferred to the Commercial List at Toronto (No formal order need be taken out)
- Adjourned to: \_\_\_\_\_
- Time Table approved (as follows):

This endorsement relates to the QSI Agreement.  
 The motion relating to the QSI Agreement  
 proceeded with the consent of Dow Corning.  
 There is ample evidence on the Record  
 to justify the commercial aspects of its  
 transactions.  
 The Second Supplemental Note Record ~~also~~ contains  
 a copy of the Amending Agreement dated  
 June 1, 2012

June 1, 2012  
Date

  
\_\_\_\_\_  
Judge's Signature

Additional Pages 173

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## Judges Endorsment Continued

2 Dow Corning is content with this form of Report and with the form of Order requested by the Applicant.

It is specifically noted that notwithstanding the proposed Order is intended to override the consents referred to in section 4 of the Amending Agreement.

It is also noted that certain assignment provisions that were contained in the proposed order in the original Note Rec'd have been withdrawn as a result of the negotiated consents.

It is further noted that Wachter Chemie AG is neither consenting nor objecting to the form of order. This position recognizes the status of Wachter as a back up bidder.

There are, similar to the F.A. Agreement, certain employee issues that the parties wish to have addressed

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## Judges Endorsment Continued

in this endorsement. The language, as prepared by counsel, is incorporated by reference into this endorsement. The agreed upon language is attached

It is further noted that Thewer, the administrator of the Holy Parish Plan has submitted that the Plan is independent and deemed trust claims are being made.

Thewer reserves its rights in all respects, including the right to challenge the allocation of sale proceeds and the distribution of sale proceeds. The USW supports this position.

Counsel to BSI Unmanned Employee Parish Committee also reserved his clients' rights

In the result, the QSE Agreement is approved and the Approval & Vesting Order ~~has~~ is granted in the amended form as presented today.

June 1, 2012

Proposed Endorsement:

The Communications, Energy and Paperworkers Union of Canada and/or its local unions (the "CEP") and the Pension Committees have sought to reserve certain rights in the context of the approval of the Asset Purchase Agreement. The CEP has asserted that the Asset Purchase Agreement, including specifically the treatment of collective agreements and other benefits as Excluded Obligations, may be in conflict with successor employer rights and/or other rights under the Quebec Labour Code and/or the Quebec Supplemental Pension Plans Act.

The Court's approval of the Asset Purchase Agreement pursuant to the Approval and Vesting Order does not affect: (a) the jurisdiction of any competent body to make a determination that the Purchaser is a successor employer; or (b) the ability of any party to assert its rights, if any, before any competent body with respect to a determination that the Purchaser is a successor employer.

For greater clarity, in approving the Asset Purchase Agreement pursuant to the Approval and Vesting Order the Court has not made any determination of any issues that may be raised before or determined by a competent body with respect to the Purchaser's status as a successor employer.

A handwritten signature in black ink, appearing to be the initials 'AQ' or similar, written in a cursive style.