

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.**

Applicants

**MOTION RECORD  
(Terminating CCAA Proceedings)  
Returnable December 23, 2015**

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**TO: ATTACHED SERVICE LIST**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
AND IN THE MATTER OF PLAN OF COMPROMISE OR ARRANGEMENT OF TIMMINCO LIMITED  
AND BÉCANCOUR SILICON INC.

(Applicants)

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# INDEX



**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
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**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
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Applicants

**I N D E X**

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# TAB 1

Court File No. CV-12-9539-00CL

**ONTARIO  
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**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
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**AND IN THE MATTER OF A PLAN OF COMPROMISE OF ARRANGEMENT OF  
TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.**

Applicants

**NOTICE OF MOTION  
(Terminating CCAA Proceedings)**

FTI Consulting Canada Inc. in its capacity as Court-appointed monitor (the "**Monitor**") of Timminco Limited ("**Timminco**") and its wholly owned subsidiary, Bécancour Silicon Inc. ("**BSI**", and together with Timminco, the "**Timminco Entities**"), will make a motion to a judge presiding over the Commercial List on December 23, 2015, at 10:00 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR** an Order substantially in the form of the draft Order included in the Motion Record:

- (a) abridging the time for service of the Notice of Motion and the Motion Record, such that this motion is properly returnable on December 23, 2015;
- (b) extending the Stay Period (as defined below) to the date of the filing of the Monitor's Completion Certificate (as defined below);
- (c) approving the Twenty-Fourth Report of the Monitor dated March 3, 2014, the Twenty-Fifth Report of the Monitor dated June 9, 2014, the Twenty-Sixth Report of the Monitor dated September 24, 2014, the Twenty-Seventh Report of the

Monitor dated December 18, 2014, the Twenty-Eighth Report of the Monitor dated March 25, 2015, the Twenty-Ninth Report of the Monitor dated June 16, 2015, and the Thirtieth Report of the Monitor dated December 16, 2015 (the “**Thirtieth Report**”), and the activities of the Monitor described therein;

- (d) approving the fees and disbursements of the Monitor and the Monitor’s counsel;
- (e) providing for the termination of these proceedings under the *Companies Creditors’ Arrangement Act* (the “**CCAA Proceedings**”) and the discharge and release of the Court-ordered charges granted in the CCAA Proceedings, in each case upon the filing with the Court of a certificate of the Monitor in the form attached to the draft order sought (the “**Monitor’s Completion Certificate**”);
- (f) providing for the discharge of the Monitor and a release of claims in favour of the Monitor, its counsel and their respective affiliates and officers, directors, partners, employees and agents, in each case upon the filing with the Court of the Monitor’s Completion Certificate; and
- (g) such further and other relief as counsel may request and this Honourable Court may deem just.

**THE GROUNDS FOR THE MOTION ARE:**

- (a) On January 3, 2012, the Timminco Entities made an application under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) and an initial order (the “**Initial Order**”) was made by the Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”);
- (b) Pursuant to the Initial Order, the Honourable Mr. Justice Morawetz granted a stay of proceedings against the Timminco Entities until February 2, 2012 (the “**Stay Period**”);
- (c) The Stay Period has been extended a number of times and currently expires on December 30, 2015;

- (d) On June 15, 2012, the Honourable Mr. Justice Morawetz granted an order *inter alia* (a) approving a procedure for the submission, review and adjudication of claims against the Timminco Entities and of claims against the directors and officers of the Timminco Entities, and (b) setting a claims bar date at 5:00 p.m. Toronto Time on July 23, 2012.
- (e) The Monitor has reviewed all claims and been in contact with the various claimants in order to attempt to resolve a variety of outstanding issues.
- (f) On December 16, 2013, the Honourable Mr. Justice Newbould issued an order expanding the powers of the Monitor to enable the Monitor to complete the estate in the name of and on behalf of the Timminco Entities;
- (g) On July 7, 2014, the Honourable Mr. Justice Morawetz issued an order partially lifting the stay of proceedings in respect of St. Clair Pennyfeather, representative plaintiff in certain class action proceedings in which Timminco is a defendant.

*Stay Extension & Termination of the CCAA Proceedings*

- (h) The Monitor is now in receipt of all receivables due to the Timminco Entities and therefore in a position to make the final distributions on account of certain pension claims and the secured claim of Investment Quebec (“IQ”), and the Monitor has obtained consent from IQ and the pension administrator regarding the payment schedule provided by the Monitor;
- (i) The only known steps to finalize the CCAA proceedings are the following limited administrative matters: (a) completing the final distributions of proceeds in accordance with prior Orders of the Court and matters related thereto, (b) completing statutory and administrative duties and filings, and (c) terminating the CCAA Proceedings and discharging the Monitor;
- (j) In order to maximize efficiency and to avoid the need for future Court appearance, the Monitor is seeking an order terminating the CCAA Proceedings effective upon the filing with the Court of a certificate of the Monitor confirming

that the fees and disbursements of the Monitor and its counsel have been paid and that the remaining outstanding matters have been completed (the "**Monitor's Completion Certificate**");

- (k) All amounts secured by the DIP Lender's Charge and all amounts secured by the KERP Charge have been paid;
- (l) The releases being sought by the Monitor are reasonable and consistent with other releases typically ordered at the conclusion of CCAA proceedings;
- (m) The requested additional time is required to finalize the CCAA proceedings and the Timminco Entities appear to have sufficient capital for the extension of the Stay Period until the filing of the Monitor's Completion Certificate;
- (n) The Monitor believes that creditors would not be materially prejudiced by an extension of the Stay Period;

Monitor's Reports, Activities and Fees

- (o) The Monitor and its counsel have maintained records of their professional costs and time, as detailed in the affidavits of Nigel Meakin and Linc Rogers, filed;

General

- (p) The Monitor believes that the Timminco Entities have acted, and are acting in good faith and with due diligence;
- (q) Rules 1.04 and 2.03 of the *Rules of Civil Procedure*; and
- (r) Such further and other grounds as counsel may advise and this Honourable Court may permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the motion:

- (i) The Thirtieth Report, filed;

- (ii) The Affidavit of Nigel Meakin, sworn December 16, 2015, filed;
- (iii) The Affidavit of Linc Rogers, sworn December 16, 2015, filed; and
- (iv) Such further and other material as counsel may submit and this Honourable Court may permit.

Date: December 16, 2015

**BLAKE, CASSELS & GRAYDON LLP**  
Barristers and Solicitors  
199 Bay Street  
Suite 4000, Commerce Court West  
Toronto, Ontario M5L 1A9

**Steven J. Weisz**, LSUC #32102C  
Tel: 416-863-2616  
Fax: 416-863-2653  
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Tel: 416-863-3261  
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Email: [chris.burr@blakes.com](mailto:chris.burr@blakes.com)

Lawyers for the Monitor,  
FTI Consulting Canada Inc.

**TO: SERVICE LIST ATTACHED  
TO THE MOTION RECORD**

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OF ARRANGEMENT OF TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceeding Commenced at Toronto

**NOTICE OF MOTION**  
(Terminating CCAA Proceedings)  
Returnable December 23, 2015

**BLAKE, CASSELS & GRAYDON LLP**  
Barristers and Solicitors  
199 Bay Street  
Suite 4000, Commerce Court West  
Toronto, Ontario M5L 1A9

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Lawyers for the Monitor,  
FTI Consulting Canada Inc.



## **TAB 2**

Court File No. CV-12-9539-00CL

**Timminco Limited**  
**Bécancour Silicon Inc.**

**THIRTIETH REPORT OF THE MONITOR**

**December 16, 2015**

Court File No. CV-12-9539-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.

**THIRTIETH REPORT TO THE COURT  
SUBMITTED BY FTI CONSULTING CANADA INC.,  
IN ITS CAPACITY AS MONITOR**

**INTRODUCTION**

1. On January 3, 2012, Timminco Limited (“**Timminco**”) and its wholly owned subsidiary, Bécancour Silicon Inc. (“**BSI**”, together with Timminco, the “**Timminco Entities**”) made an application under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) and an initial order (the “**Initial Order**”) was made by the Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”), granting, *inter alia*, a stay of proceedings against the Timminco Entities until February 2, 2012, (the “**Stay Period**”) and appointing FTI Consulting Canada Inc. as monitor of the Timminco Entities (the “**Monitor**”). The proceedings commenced by the Timminco Entities under the CCAA will be referred to herein as the “**CCAA Proceedings**”.
2. The Stay Period has been extended a number of times. Pursuant to the Order of the Honourable Mr. Justice Newbould granted June 23, 2015, the Stay Period currently expires on December 30, 2015.

3. On June 15, 2012, the Honourable Mr. Justice Morawetz granted an order approving a procedure for the submission, review and adjudication of claims against the Timminco Entities and of claims against the directors and officers of the Timminco Entities (the “**Claims Procedure Order**”). The Claims Bar Date was set at 5:00 p.m. Toronto time on July 23, 2012. The Monitor has reviewed all claims and been in contact with various claimants in order to attempt to resolve a variety of outstanding issues.
4. By Order of the Honourable Mr. Justice Newbould dated August 17, 2012, Russell Hill Advisory Services Inc. (“**Russell Hill**”) was appointed as Chief Restructuring Officer (the “**CRO**”) of the Timminco Entities and the engagement letter dated July 24, 2012, between Russell Hill and the Timminco Entities (the “**CRO Agreement**”) was approved.
5. The CRO Agreement was for an initial term of six months with any extension to be negotiated with the Monitor subject to approval of the Court. The CRO Agreement was extended a number of times pursuant to the terms of the CRO Extension Agreement dated April 25, 2013 approved by the Court on May 14, 2013.
6. The CRO was discharged on December 16, 2013 pursuant to the provisions of the Order of the Honourable Mr. Justice Newbould. On the same date, Mr. Justice Newbould issued an Order (the “**Monitor Powers Order**”) expanding the powers of the Monitor to enable the Monitor to complete the estate in the name of and on behalf of the Timminco Entities.
7. Pursuant to the Order of the Honourable Mr. Justice Newbould granted August 28, 2012, the Monitor is authorized to make distributions to IQ on account of its secured claim. Pursuant to the Order of the Honourable Regional Senior Justice Morawetz granted on June 24, 2014, the Monitor is authorized to make distributions on account of the Haley Deemed Trust.

8. To date, the Monitor has filed twenty-nine reports on various matters relating to the CCAA Proceedings. The purpose of this, the Monitor's Thirtieth Report is to:
- (a) Update the Court on recent activities of the Monitor and the outstanding matters remaining to be completed in order to finalize the CCAA Proceedings;
  - (b) Request an Order terminating the CCAA Proceedings and discharging the Monitor on the filing by the Monitor of a certificate certifying that all matters to be attended to in connection with the CCAA Proceedings have been completed (the "**Monitor's Completion Certificate**");
  - (c) Request the granting of an Order extending the Stay Period until the date of filing of the Monitor's Completion Certificate; and
  - (d) Request an Order approving the fees and disbursements of the Monitor and its legal counsel, Blake, Cassels & Graydon LLP ("**Monitor's Counsel**"), for the period from November 1, 2013 to November 30, 2015 and their estimated fees to the termination of the CCAA Proceedings.

#### **TERMS OF REFERENCE**

9. In preparing this report, the Monitor has relied upon unaudited financial information of the Timminco Entities, the Timminco Entities' books and records, certain financial information prepared by the Timminco Entities and discussions with various parties.
10. Except as described in this Report:

- (a) The Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants of Canada Handbook; and
  - (b) The Monitor has not examined or reviewed financial forecasts and projections referred to in this Report in a manner that would comply with the procedures described in the Chartered Professional Accountants of Canada Handbook.
11. Future oriented financial information reported or relied on in preparing this report is based on management's assumptions regarding future events; actual results may vary from forecast and such variations may be material.
  12. The Monitor has prepared this Report in connection with the motion described in its Notice of Motion dated December 16, 2015. The Report should not be relied on for other purposes.
  13. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian Dollars. Capitalized terms not otherwise defined herein have the meanings defined in the previous reports of the Monitor, the Initial Order or other Order of the Court issued in the CCAA Proceedings.

#### **RECENT ACTIVITIES AND MATTERS REMAINING TO BE COMPLETED**

14. Paragraph 13 of the Monitor's Twenty-Ninth Report stated:

"13. The Monitor reported in its Twenty Seventh Report that all requested information had been provided to the taxation authorities. Accordingly, the only known significant activities remaining to be completed prior to the

termination of the CCAA Proceedings and the discharge of the Monitor are as follows:

- (a) The collection of certain tax refunds and matters related thereto;
  - (b) Completing the final distributions of proceeds in accordance with prior Orders of the Court and matters related thereto;
  - (c) Statutory and administrative duties and filings; and
  - (d) Termination of CCAA Proceedings and discharge of Monitor and matters ancillary thereto.”
15. The Monitor is pleased to inform the Court that the tax refunds have now been collected.
  16. On September 14, 2015, the Monitor informed counsel to the Haley Pension Administrator and counsel to IQ that all anticipated collections had been received and the Monitor could therefore make the final distributions on account of the Haley Deemed Trust and the IQ secured claim and thereafter proceed to close the case. The Monitor provided a schedule, prepared in a manner consistent with those provided previously, showing the allocations of amounts between the Timminco and BSI estates and the estimated final distributions. The Monitor asked that each party confirm that they were satisfied with the allocation so that the Monitor could proceed with the final distributions.
  17. IQ confirmed on September 14, 2015, that it was satisfied with the schedule provided by the Monitor.
  18. On December 10, 2015, the Monitor received confirmation from counsel to the Haley Pension Administrator with respect to the final distributions.

19. In order to complete the CCAA Proceedings, the Monitor will need to:
- (a) Complete the necessary statutory filings; and
  - (b) Make the final distributions to IQ and the Haley Pension Administrator.

#### **TERMINATION OF THE CCAA PROCEEDINGS**

20. The Monitor seeks an Order for the termination of the CCAA Proceedings on the filing of the Monitor's Completion Certificate. The Order for the termination of the CCAA Proceedings and the proposed ancillary relief related thereto is being sought at this time in order to maximize efficiency and avoid the need for additional future Court appearances.
21. The proposed Order also provides for the termination of the Administration Charge, the DIP Charge and the KERP Charge granted in the CCAA Proceedings, the discharge of the Monitor and the granting of customary releases in favour of the Monitor and Monitor's Counsel.
22. All amounts owing under the DIP Facility were repaid on the closing, on June 13, 2012, of the transactions contemplated by the asset purchase agreement entered into between the Timminco Entities and QSI Partners Ltd. which was approved pursuant to an Order granted by the Court on June 1, 2012.
23. Similarly, the Monitor understands that all amounts owing under the KERP secured by the KERP Charge were paid in 2012.
24. Failure to seek the discharge of the DIP Charge and the KERP Charge in 2012 or subsequently appears to have been an administrative oversight by the Timminco Entities.



25. Any remaining amounts owing to the beneficiaries of the Administration Charge will be paid from funds on hand prior to the filing of the Monitor's Completion Certificate.
26. The proposed Order contemplates releases effective to the date of the Order if granted (the "Releases") and separate releases for the period between the date of the Order and the date of the termination of the CCAA Proceedings (the "Subsequent Releases"). The proposed Order provides that the Monitor shall, at least seven days prior to the filing of the Monitor's Completion Certificate, provide notice to the Service List in order to provide an opportunity for any party with an interest to object to the Subsequent Releases if they wish to do so.
27. If no objections are received before the proposed filing date, the Subsequent Releases shall become effective on the date that the Monitor's Completion Certificate is filed. If any objection is received within the period, the Subsequent Releases shall only become effective if the objection is resolved or upon further Order of the Court.

#### **EXTENSION OF THE STAY PERIOD**

28. The Stay Period currently expires on December 30, 2015. While the Monitor had anticipated that the CCAA Proceedings would have been complete by that date, the delay in receiving the confirmation from the Haley Plan Administrator in respect of the final distribution means that the Monitor will not be able to complete matters before December 30, 2015. Accordingly, the Timminco Entities now seek an extension of the Stay Period to the date of filing of the Monitor's Completion Certificate.

29. Based on the information currently available, the Monitor believes that creditors would not be materially prejudiced by an extension of the Stay Period to the date of filing of the Monitor's Completion Certificate.
30. The Monitor also believes that the Timminco Entities have acted, and are acting, in good faith and with due diligence and that circumstances exist that make an extension of the Stay Period appropriate.

#### **APPROVAL OF FEES AND DISBURSEMENTS**

31. By Order of the Honourable Mr. Justice Newbould granted December 16, 2013, the Court approved the fees and disbursements of the Monitor and Monitor's Counsel for the period to October 31, 2013. The Monitor respectfully seeks an Order approving the fees and disbursements of the Monitor and Monitor's Counsel for the period to November 30, 2015, and their estimated fees to the termination of the CCAA Proceedings.
32. The Monitor has been paid its fees and disbursements at its standard rates and charges by the Timminco Entities from time to time as part of the costs of the CCAA Proceedings.
33. Paragraph 36 of the Initial Order states:

“THIS COURT ORDERS that the Monitor and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Monitor and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.”
34. The Monitor and Monitor's Counsel have maintained records of their professional time and costs. The Monitor now seeks approval of its fees and disbursements and the fees and disbursements of Monitor's Counsel for the period to November 30, 2015 (the “Period”).

35. The total fees and disbursements of the Monitor during the Period amount to \$150,141.49 (the “**Monitor Fees and Disbursements**”), including \$141,413.50 for fees and \$8,727.99 for disbursements (all excluding applicable taxes). The time spent by the Monitor’s personnel in the Period is more particularly described in the affidavit of Nigel Meakin of the Monitor, sworn December 16, 2015 in support of the Monitor’s request for approval of the Monitor Fees and Disbursements. A copy of the affidavit of Mr. Meakin is attached hereto as **Appendix A**.
36. The total fees and disbursements of Monitor’s Counsel during the Period amount to \$244,541.90 (the “**Monitor’s Counsel Fees and Disbursements**”), including invoiced fees of \$238,819.00 and disbursements of \$5,722.90 (all excluding applicable taxes). The time spent by Monitor’s Counsel’s personnel in the Period is more particularly described in the affidavit of Linc Rogers of Monitor’s Counsel, sworn December 16, 2015 in support of the Monitor’s request for approval of Monitor’s Counsel Fees and Disbursements. A copy of the affidavit of Mr. Rogers is attached hereto as **Appendix B**.
37. Based on the information currently available and assuming no unforeseen events in the CCAA Proceedings, the Monitor estimates that the total fees and disbursements of the Monitor and the Monitor’s Counsel in the period from December 1, 2015 to the termination of the CCAA Proceedings (the “**Subsequent Fees and Disbursements**”) will not exceed \$15,000.
38. The Monitor respectfully submits that the Monitor’s Fees and Disbursements, the Monitor’s Counsel Fees and Disbursements and the Subsequent Fees and Disbursements are reasonable in the circumstances and have been validly incurred in accordance with the provisions of the Orders issued in the CCAA Proceedings. Accordingly, the Monitor respectfully seeks the approval of the Monitor Fees and Disbursements, the Monitor’s Counsel Fees and Disbursements and the Subsequent Fees and Disbursements.

The Monitor respectfully submits to the Court this, its Thirtieth Report.

Dated this 16<sup>th</sup> day of December, 2015.

FTI Consulting Canada Inc.  
In its capacity as Monitor of  
Timminco Limited and Bécancour Silicon Inc.



Nigel D. Meakin  
Senior Managing Director

# TAB 2A

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# Appendix A

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## Affidavit of Nigel Meakin

Court File No. 12-CL-9539-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT  
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.**

**AFFIDAVIT OF NIGEL D. MEAKIN  
(sworn December 16, 2015)**

I, Nigel D. Meakin, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY** that:

1. I am a Senior Managing Director of FTI Consulting Canada Inc. ("FTI") and, as such, I have knowledge of the matters hereinafter deposed to except where stated to be on information and belief, and where so stated, I verily believe it to be true.
2. On January 3, 2012, Timminco Limited ("Timminco") and its wholly owned subsidiary, Bécancour Silicon Inc. ("BSI", together with Timminco, the "Timminco Entities") made an application under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") and an initial order (the "Initial Order") was made by the Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) (the "Court"), granting, *inter alia*, a stay of proceedings against the Timminco Entities until February 2, 2012, (the "Stay Period") and appointing FTI Consulting Canada Inc. as monitor of the Timminco Entities (the "Monitor"). The proceedings commenced by the Timminco Entities under the CCAA will be referred to herein as the "CCAA Proceedings".
3. The Monitor and counsel to the Monitor have been paid their fees and disbursements at their standard rates and charges by the Applicants from time to time as part of the costs of the CCAA Proceedings.
4. Pursuant to paragraph 36 of the Initial Order the Monitor and its legal counsel are required to pass their accounts with the Court from time to time.

5. By Order of the Honourable Mr. Justice Newbould granted December 16, 2013, the Court approved the fees and disbursements of the Monitor and its legal counsel for the period to October 31, 2013.
6. The total fees and disbursements of the Monitor in the period from November 1, 2013, to November 30, 2015, (the "Period") amount to \$150,141.49 (the "Monitor Fees and Disbursements"), including fees of \$141,413.50 and disbursements of \$8,727.99 (all excluding applicable taxes). Attached hereto and marked as Exhibit "A" to this, my Affidavit, is a summary of the invoices rendered by the Monitor during the Period (the "Accounts"). True copies of the Accounts are attached as Exhibit "B" to this my Affidavit.
7. The activities undertaken and services provided by the Monitor in connection with the administration of the CCAA Proceedings are described the Monitor's Reports filed with the Court.
8. In the course of performing its duties, personnel of the Monitor have expended a total of 199.6 hours during the Period. Attached as Exhibit "C" to this my Affidavit is a schedule setting out a summary of the individual staff involved in the administration of the proceedings and the hours and applicable average rates per person claimed by the Monitor for the Period. The average hourly rate billed by the Monitor during the Period is \$708.48. A schedule of the descriptions of the services provided by the Monitor's staff is attached as Exhibit "D" to this my affidavit.
9. The Monitor requests that this Honourable Court approve its Accounts for the Period, in the total amount of \$150,141.49 (excluding applicable taxes).
10. Blake, Cassels & Graydon LLP, counsel to the Monitor ("Monitor's Counsel"), has rendered services throughout the CCAA Proceedings in a manner consistent with the instructions of the Monitor.
11. The total fees for services and disbursements provided by Monitor's Counsel during the Period amount to \$244,541.90 (the "Monitor's Counsel Fees and Disbursements"), including fees of \$238,819.00 and disbursements of \$5,722.90 (all excluding applicable taxes). The time spent by Monitor's Counsel's personnel is more particularly described in the Affidavit of Linc Rogers of the Monitor's Counsel, sworn December 16, 2015 in support of the Monitor's request for approval of the Monitor's Counsel Fees and Disbursements.



12. To the best of my knowledge, the rates charged by the Monitor and Monitor's Counsel are comparable to the rates charged for the provision of similar services by other large restructuring firms and law firms in the Toronto market.
13. I verily believe that the fees and disbursements incurred by the Monitor and Monitor's Counsel are fair and reasonable in the circumstances.
14. This Affidavit is sworn in connection with a motion for an Order of this Honourable Court approving the fees and disbursements of the Monitor and those of its legal counsel all as described herein and for no improper purpose.

SWORN BEFORE ME at the City of  
Toronto, in the Province of Ontario, on  
December 16, 2015

  
\_\_\_\_\_  
Commissioner for taking affidavits

  
\_\_\_\_\_  
Nigel D. Meakin

Jeremy Hayden Mandel, a  
Commissioner, etc., Province of  
Ontario, while a Student-at-Law.  
Expires April 29, 2017.

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# Exhibit A

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## Summary of Invoices

This is Exhibit "A" to the Affidavit of  
Nigel D. Meakin sworn December 16, 2015



Commissioner for Taking Affidavits

Jeremy Hayden Mandel, a  
Commissioner, etc., Province of  
Ontario, while a Student of Law,  
Expires April 29, 2017.

**Timminco Limited & Becancour Silicon Inc.**  
**Summary of FTI Invoices**  
**November 1, 2013 to November 30, 2015**

Invoice #	Invoice Date	Period End Date	Fee	Expenses	Fees + Expenses	HST	Total
29000786	November 30, 2013	November 30, 2013	\$ 8,861.50	\$ 531.69	\$ 9,393.19	\$ 1,221.12	\$ 10,614.31
29000802	December 13, 2013	December 8, 2013	\$ 7,559.00	\$ 453.54	\$ 8,012.54	\$ 1,041.63	\$ 9,054.17
29000807	December 18, 2013	December 15, 2013	\$ 4,120.00	\$ 247.20	\$ 4,367.20	\$ 567.74	\$ 4,934.94
29000818	December 31, 2013	December 31, 2013	\$ 3,086.00	\$ 185.18	\$ 3,271.16	\$ 425.25	\$ 3,696.41
29000850	January 31, 2014	January 31, 2014	\$ 2,285.50	\$ 137.13	\$ 2,422.63	\$ 314.95	\$ 2,737.58
29000870	February 28, 2014	February 28, 2014	\$ 13,385.00	\$ 803.10	\$ 14,188.10	\$ 1,844.45	\$ 16,032.55
29000906	March 31, 2014	March 31, 2014	\$ 4,942.50	\$ 296.55	\$ 5,239.05	\$ 681.08	\$ 5,920.13
29000945	April 30, 2014	April 30, 2014	\$ 11,989.50	\$ 718.17	\$ 12,687.67	\$ 1,649.40	\$ 14,337.07
29000998	May 31, 2014	May 31, 2014	\$ 12,007.00	\$ 720.42	\$ 12,727.42	\$ 1,654.56	\$ 14,381.98
29001038	June 30, 2014	June 30, 2014	\$ 9,954.00	\$ 597.24	\$ 10,551.24	\$ 1,371.66	\$ 11,922.90
29001081	July 31, 2014	July 31, 2014	\$ 8,893.50	\$ 533.61	\$ 9,427.11	\$ 1,225.53	\$ 10,652.64
29001123	August 31, 2014	August 31, 2014	\$ 4,277.50	\$ 258.65	\$ 4,534.15	\$ 589.44	\$ 5,123.59
29001146	September 30, 2014	September 30, 2014	\$ 5,213.50	\$ 312.81	\$ 5,526.31	\$ 718.43	\$ 6,244.74
29001181	October 31, 2014	October 31, 2014	\$ 10,415.00	\$ 624.90	\$ 11,039.90	\$ 1,435.19	\$ 12,475.09
29001218	November 30, 2014	November 30, 2014	\$ 9,134.00	\$ 548.04	\$ 9,682.04	\$ 1,258.67	\$ 10,940.71
29001253	December 31, 2014	December 31, 2014	\$ 2,892.50	\$ 173.55	\$ 3,066.05	\$ 398.59	\$ 3,464.64
29001286	January 31, 2015	January 31, 2015	\$ 2,012.50	\$ 120.75	\$ 2,133.25	\$ 277.33	\$ 2,410.58
29001365	March 31, 2015	March 31, 2015	\$ 8,015.50	\$ 480.93	\$ 8,496.43	\$ 1,104.54	\$ 9,600.97
29001411	April 30, 2015	April 30, 2015	\$ 2,093.00	\$ 125.58	\$ 2,218.58	\$ 288.42	\$ 2,507.00
29001458	May 31, 2015	May 31, 2015	\$ 1,449.00	\$ 86.94	\$ 1,535.94	\$ 199.67	\$ 1,735.61
29001509	June 30, 2015	June 30, 2015	\$ 5,671.50	\$ 583.47	\$ 6,254.97	\$ 813.15	\$ 7,068.12
29001553	July 31, 2015	July 31, 2015	\$ 1,207.50	\$ 72.45	\$ 1,279.95	\$ 166.40	\$ 1,446.35
29001612	August 31, 2015	August 31, 2015	\$ 923.50	\$ 55.41	\$ 978.91	\$ 127.26	\$ 1,106.17
29001652	September 30, 2015	September 30, 2015	\$ 966.00	\$ 57.96	\$ 1,023.96	\$ 133.11	\$ 1,157.07
Uninvoiced		November 30, 2015	\$ 79.00	\$ 4.74	\$ 83.74	\$ 10.89	\$ 94.63
<b>TOTAL</b>			<b>\$ 141,413.60</b>	<b>\$ 8,727.98</b>	<b>\$ 150,141.48</b>	<b>\$ 19,618.45</b>	<b>\$ 169,659.94</b>

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## Exhibit B

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### Copies of Accounts

This is Exhibit "B" to the Affidavit of  
Nigel D. Meakin sworn December 16, 2015



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Commissioner for Taking Affidavits

Jeremy Hayden Mandel, a  
Commissioner, etc., Province of  
Ontario, while a Student at Law,  
Expires April 28, 2017.



### Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

November 30, 2013  
 FTI Invoice No. 29000786  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2013

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	7.0	\$5,810.00
Toni Vanderlaan	Senior Managing Director	\$805.00	1.8	\$1,449.00
Erin Litwin	Senior Consultant	\$460.00	2.2	\$1,012.00
Golnaz Haghiri	Consultant	\$290.00	1.6	\$464.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
Linda Kelly	Administrative Receptionist	\$115.00	0.4	\$46.00
<b>Total Hours and Fees</b>			<b>13.7</b>	<b>\$8,861.50</b>
Admin				\$531.69
<b>Total Expenses</b>				<b>\$531.69</b>
HST Registration No. 835718024RT0001				\$1,221.12
<b>Invoice Total for Current Period</b>				<b>\$10,614.31</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

December 13, 2013  
 FTI Invoice No. 29000802  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 8, 2013

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	7.0	\$5,810.00
Toni Vanderlaan	Senior Managing Director	\$805.00	1.7	\$1,368.50
Michael Kennedy	Consultant	\$325.00	1.1	\$357.50
Linda Kelly	Administrative Receptionist	\$115.00	0.2	\$23.00
<b>Total Hours and Fees</b>			<b>10.0</b>	<b>\$7,559.00</b>
Admin				\$453.54
<b>Total Expenses</b>				<b>\$453.54</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,041.63</b>
<b>Invoice Total for Current Period</b>				<b>\$9,054.17</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

December 18, 2013  
 FTI Invoice No. 29000807  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 15, 2013

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	1.5	\$1,245.00
Toni Vanderlaan	Senior Managing Director	\$805.00	3.0	\$2,415.00
Erin Litwin	Senior Consultant	\$460.00	1.0	\$460.00
<b>Total Hours and Fees</b>			<b>5.5</b>	<b>\$4,120.00</b>
<b>Admin</b>				<b>\$247.20</b>
<b>Total Expenses</b>				<b>\$247.20</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$567.74</b>
<b>Invoice Total for Current Period</b>				<b>\$4,934.94</b>



### Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

December 31, 2013  
 FTI Invoice No. 29000818  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2013

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	2.0	\$1,660.00
Toni Vanderlaan	Senior Managing Director	\$805.00	1.0	\$805.00
Erin Litvin	Senior Consultant	\$460.00	1.3	\$598.00
Linda Kelly	Administrative Receptionist	\$115.00	0.2	\$23.00
<b>Total Hours and Fees</b>			<b>4.5</b>	<b>\$3,086.00</b>
Admin				\$185.16
<b>Total Expenses</b>				<b>\$185.16</b>
HST Registration No. 835718024RT0001				\$425.25
<b>Invoice Total for Current Period</b>				<b>\$3,696.41</b>





## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

January 31, 2014  
 FTI Invoice No. 29000850  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2014

Name	Title	Rate	Hours	Total
Toni Vanderlaan	Senior Managing Director	\$805.00	2.0	\$1,610.00
Erin Litwin	Senior Consultant	\$460.00	0.8	\$368.00
Michael Kennedy	Consultant	\$325.00	0.5	\$162.50
Golnaz Haghiri	Consultant	\$290.00	0.5	\$145.00
<b>Total Hours and Fees</b>			<b>3.8</b>	<b>\$2,285.50</b>
<b>Admin</b>				<b>\$137.13</b>
<b>Total Expenses</b>				<b>\$137.13</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$314.95</b>
<b>Invoice Total for Current Period</b>				<b>\$2,737.58</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

February 28, 2014  
 FTI Invoice No. 29000870  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2014

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	11.0	\$9,130.00
Toni Vanderlaan	Senior Managing Director	\$805.00	5.0	\$4,025.00
Erin Litwin	Senior Consultant	\$460.00	0.5	\$230.00
<b>Total Hours and Fees</b>			<b>16.5</b>	<b>\$13,385.00</b>
<b>Admin</b>				<b>\$803.10</b>
<b>Total Expenses</b>				<b>\$803.10</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,844.45</b>
<b>Invoice Total for Current Period</b>				<b>\$16,032.55</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

March 31, 2014  
 FTI Invoice No. 29000906  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2014

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	4.5	\$3,735.00
Toni Vanderlaan	Senior Managing Director	\$805.00	1.2	\$966.00
Erin Litwin	Senior Consultant	\$460.00	0.4	\$184.00
Linda Kelly	Administrative Professional	\$115.00	0.5	\$57.50
<b>Total Hours and Fees</b>			<b>6.6</b>	<b>\$4,942.50</b>
Admin				\$296.55
<b>Total Expenses</b>				<b>\$296.55</b>
HST Registration No. 835718024RT0001				\$681.08
<b>Invoice Total for Current Period</b>				<b>\$5,920.13</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

April 30, 2014  
 FTI Invoice No. 29000945  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2014

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	10.5	\$8,715.00
Toni VanderJaar	Senior Managing Director	\$805.00	1.3	\$1,046.50
Erin Litwin	Senior Consultant	\$460.00	4.8	\$2,208.00
<b>Total Hours and Fees</b>			<b>16.6</b>	<b>\$11,969.50</b>
Admin				\$718.17
<b>Total Expenses</b>				<b>\$718.17</b>
HST Registration No. 835718024RT0001				\$1,649.40
<b>Invoice Total for Current Period</b>				<b>\$14,337.07</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

May 31, 2014  
 FTI Invoice No. 29000998  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2014

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	9.7	\$8,051.00
Toni Vanderlaan	Senior Managing Director	\$805.00	1.6	\$1,288.00
Erin Litwin	Senior Consultant	\$460.00	5.8	\$2,668.00
<b>Total Hours and Fees</b>			<b>17.1</b>	<b>\$12,007.00</b>
<b>Admin</b>				<b>\$720.42</b>
<b>Total Expenses</b>				<b>\$720.42</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,654.56</b>
<b>Invoice Total for Current Period</b>				<b>\$14,381.98</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

June 30, 2014  
 FTI Invoice No. 29001038  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2014

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	9.0	\$7,470.00
Toni Vanderlaan	Senior Managing Director	\$805.00	2.8	\$2,254.00
Erin Litwin	Senior Consultant	\$460.00	0.5	\$230.00
<b>Total Hours and Fees</b>			<b>12.3</b>	<b>\$9,954.00</b>
<b>Admin</b>				<b>\$597.24</b>
<b>Total Expenses</b>				<b>\$597.24</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,371.66</b>
<b>Invoice Total for Current Period</b>				<b>\$11,922.90</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

July 31, 2014  
 FTI Invoice No. 29001081  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2014

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	4.5	\$3,735.00
Toni Vanderlaan	Senior Managing Director	\$805.00	1.8	\$1,449.00
Pamela Luthra	Senior Director	\$620.00	4.0	\$2,480.00
Golnaz Haghiri	Consultant	\$290.00	0.5	\$145.00
Jesse Beamish	Intern	\$175.00	6.0	\$1,050.00
Linda Kelly	Administrative Professional	\$115.00	0.3	\$34.50
<b>Total Hours and Fees</b>			<b>17.1</b>	<b>\$8,893.50</b>
Admin				\$533.61
<b>Total Expenses</b>				<b>\$533.61</b>
HST Registration No. 835718024RT0001				\$1,225.53
<b>Invoice Total for Current Period</b>				<b>\$10,652.64</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

August 31, 2014  
 FTI Invoice No. 29001123  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2014

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	1.0	\$830.00
Toni Vanderlaan	Senior Managing Director	\$805.00	0.5	\$402.50
Golnaz Haghiri	Consultant	\$290.00	10.5	\$3,045.00
<b>Total Hours and Fees</b>			<b>12.0</b>	<b>\$4,277.50</b>
Admin				\$256.65
<b>Total Expenses</b>				<b>\$256.65</b>
HST Registration No. 835718024RT0001				\$589.44
<b>Invoice Total for Current Period</b>				<b>\$5,123.59</b>





### Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

September 30, 2014  
 FTI Invoice No. 29001146  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2014

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	4.9	\$4,067.00
Toni Vanderlaan	Senior Managing Director	\$805.00	1.1	\$885.50
Golnaz Haghiri	Consultant	\$290.00	0.9	\$261.00
<b>Total Hours and Fees</b>			6.9	\$5,213.50

Admin				\$312.81
<b>Total Expenses</b>				\$312.81

HST Registration No. 835718024RT0001 \$718.43



### Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

October 31, 2014  
 FTI Invoice No. 29001181  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2014

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	4.6	\$3,818.00
Toni Vanderlaan	Senior Managing Director	\$805.00	7.9	\$6,359.50
Golnaz Haghiri	Consultant	\$290.00	0.7	\$203.00
Linda Kelly	Administrative Professional	\$115.00	0.3	\$34.50
<b>Total Hours and Fees</b>			<b>13.5</b>	<b>\$10,415.00</b>
Admin				\$624.90
<b>Total Expenses</b>				<b>\$624.90</b>
HST Registration No. 835718024RT0001				\$1,435.19



### Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

November 30, 2014  
 FTI Invoice No. 29001218  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2014

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	1.5	\$1,245.00
Toni Vanderlaan	Senior Managing Director	\$805.00	9.8	\$7,889.00
<b>Total Hours and Fees</b>			<b>11.3</b>	<b>\$9,134.00</b>
<b>Admin</b>				<b>\$548.04</b>
<b>Total Expenses</b>				<b>\$548.04</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,258.67</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

December 31, 2014  
 FTI Invoice No. 29001253  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2014

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$830.00	3.0	\$2,490.00
Toni Vanderlaan	Senior Managing Director	\$805.00	0.5	\$402.50
<b>Total Hours and Fees</b>			<b>3.5</b>	<b>\$2,892.50</b>
<b>Admin</b>				<b>\$173.55</b>
<b>Total Expenses</b>				<b>\$173.55</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$398.59</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

January 31, 2015  
 FTI Invoice No. 29001286  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2015

Name	Title	Rate	Hours	Total
Toni Vanderlaan	Senior Managing Director	\$805.00	2.5	\$2,012.50
<b>Total Hours and Fees</b>			<b>2.5</b>	<b>\$2,012.50</b>
Admin				\$120.75
<b>Total Expenses</b>				<b>\$120.75</b>
HST Registration No. 835718024RT0001				\$277.33



### Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

March 31, 2015  
 FTI Invoice No. 29001365  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2015

Name	Title	Rate	Hours	Total
Toni Vanderlaan	Senior Managing Director	\$805.00	9.9	\$7,969.50
Linda Kelly	Administrative Professional	\$115.00	0.4	\$46.00
<b>Total Hours and Fees</b>			<b>10.3</b>	<b>\$8,015.50</b>
<b>Admin</b>				<b>\$480.93</b>
<b>Total Expenses</b>				<b>\$480.93</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,104.54</b>
<b>Invoice Total for Current Period</b>				<b>\$9,600.97</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

April 30, 2015  
 FTI Invoice No. 29001411  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2015

Name	Title	Rate	Hours	Total
Toni Vanderlaan	Senior Managing Director	\$805.00	2.6	\$2,093.00
<b>Total Hours and Fees</b>			<b>2.6</b>	<b>\$2,093.00</b>
Admin				\$125.58
<b>Total Expenses</b>				<b>\$125.58</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$288.42</b>
<b>Invoice Total for Current Period</b>				<b>\$2,507.00</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

May 31, 2015  
 FTI Invoice No. 29001458  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2015

Name	Title	Rate	Hours	Total
Toni Vanderlaan	Senior Managing Director	\$805.00	1.8	\$1,449.00
<b>Total Hours and Fees</b>			<b>1.8</b>	<b>\$1,449.00</b>
Admin				\$86.94
<b>Total Expenses</b>				<b>\$86.94</b>
HST Registration No. 835718024RT0001				\$199.67
<b>Invoice Total for Current Period</b>				<b>\$1,735.61</b>





## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

June 30, 2015  
 FTI Invoice No. 29001509  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2015

Name	Title	Rate	Hours	Total
Toni Vanderlaan	Senior Managing Director	\$805.00	6.8	\$5,474.00
Michael Kennedy	Senior Consultant	\$395.00	0.5	\$197.50
<b>Total Hours and Fees</b>			<b>7.3</b>	<b>\$5,671.50</b>
Admin				\$340.29
Other/Miscellaneous				\$243.18
<b>Total Expenses</b>				<b>\$583.47</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$813.15</b>
<b>Invoice Total for Current Period</b>				<b>\$7,068.12</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

July 31, 2015  
 FTI Invoice No. 29001553  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2015

Name	Title	Rate	Hours	Total
Toni Vanderlaan	Senior Managing Director	\$805.00	1.5	\$1,207.50
<b>Total Hours and Fees</b>			<b>1.5</b>	<b>\$1,207.50</b>
Admin				\$72.45
<b>Total Expenses</b>				<b>\$72.45</b>
HST Registration No. 835718024RT0001				\$166.40
<b>Invoice Total for Current Period</b>				<b>\$1,446.35</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

August 31, 2015  
 FTI Invoice No. 29001612  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2015

Name	Title	Rate	Hours	Total
Toni Vanderlaan	Senior Managing Director	\$805.00	1.0	\$805.00
Michael Kennedy	Senior Consultant	\$395.00	0.3	\$118.50
<b>Total Hours and Fees</b>			<b>1.3</b>	<b>\$923.50</b>
Admin				\$55.41
<b>Total Expenses</b>				<b>\$55.41</b>
HST Registration No. 835718024RT0001				\$127.26
<b>Invoice Total for Current Period</b>				<b>\$1,106.17</b>



## Invoice Summary

Mr. Greg Donaldson  
 Timminco Limited and its affiliates  
 Sun Life Financial Tower  
 150 King Street West, Suite 2401  
 Toronto, ON M5H 1J9

September 30, 2015  
 FTI Invoice No. 29001662  
 FTI Job No. 422792.0003  
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2015

Name	Title	Rate	Hours	Total
Toni Vanderlaan	Senior Managing Director	\$805.00	1.2	\$966.00
<b>Total Hours and Fees</b>			<b>1.2</b>	<b>\$966.00</b>
Admin				\$57.96
<b>Total Expenses</b>				<b>\$57.96</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$133.11</b>
<b>Invoice Total for Current Period</b>				<b>\$1,157.07</b>

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## Exhibit C

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### Summary of Staff Hours

This is Exhibit "C" to the Affidavit of  
Nigel D. Meakin sworn December 16, 2015



Commissioner for Taking Affidavits

Jeremy Hayden Mandel, a  
Commissioner, etc., Province of  
Ontario, while a Student of Law.  
Expires April 29, 2017.

**Timminco Limited & Becantour Silicon Inc.**  
**Summary of Charges**  
**November 1, 2013 to November 30, 2015**

<b>Professional</b>	<b>Title</b>	<b>Hours</b>	<b>Hourly Rate</b>	<b>Total</b>
Nigel Meakin	Senior Managing Director	81.70	\$ 830.00	\$ 67,811.00
Toni Vanderlaan	Senior Managing Director	70.30	\$ 805.00	\$ 56,591.50
Pamela Lulhra	Senior Director	4.00	\$ 620.00	\$ 2,480.00
Erin Litwin	Senior Consultant	17.30	\$ 460.00	\$ 7,958.00
Michael Kennedy	Senior Consultant	1.00	\$ 395.00	\$ 395.00
Golnaz Haghir	Consultant	14.70	\$ 290.00	\$ 4,263.00
Michael Kennedy	Consultant	1.60	\$ 325.00	\$ 520.00
Jesse Beamish	Associate	6.00	\$ 175.00	\$ 1,050.00
Ana Arevalo	Administrative Professional	0.70	\$ 115.00	\$ 80.50
Linda Kelly	Administrative Professional	2.30	\$ 115.00	\$ 264.50
<b>TOTAL</b>		<b>199.60</b>		<b>\$ 141,413.50</b>

Average Rate \$ 708.48

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## Exhibit D

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### Schedule of Description of Services

This is Exhibit "D" to the Affidavit of  
Nigel D. Meakin sworn December 16, 2015

  
\_\_\_\_\_  
Commissioner for Taking Affidavits

Jeremy Hayden Mandel, a  
Commissioner, etc., Province of  
Ontario, while a Student at Law,  
Expires April 29, 2017.

**Timminco Limited & Becanour Silicon Inc.**  
**Schedule of Time Charges**  
**November 1, 2013 to November 30, 2015**

Date	Invoice #	Name	Hours	Rate	Amount	Narrative
11/01/13	29000786	Ana Arevalo	0.40	115.00	\$ 46.00	Prepare draft invoice for period ending October 31, 2013.
11/04/13	29000786	Ana Arevalo	0.30	115.00	\$ 34.50	Finalize invoice for period ending October 31, 2013.
11/04/13	29000786	Erin Litwin	0.30	460.00	\$ 138.00	Banking administration.
11/08/13	29000786	Erin Litwin	0.20	460.00	\$ 92.00	Banking administration and related correspondence.
11/12/13	29000786	Erin Litwin	0.80	460.00	\$ 368.00	Banking administration and correspondence re: direction for professional fee payment.
11/13/13	29000786	Erin Litwin	0.40	460.00	\$ 184.00	Banking administration and follow up re: same.
11/14/13	29000786	Erin Litwin	0.50	460.00	\$ 230.00	Prepare status update re: stay extension for Monitor's website.
11/14/13	29000786	Linda Kelly	0.40	115.00	\$ 46.00	Updates to the Monitor's website.
11/26/13	29000786	Nigel Meakin	5.00	830.00	\$ 4,150.00	Work on court report. Review court materials. Correspondence regarding the same.
11/27/13	29000786	Toni Vanderlaan	1.20	805.00	\$ 966.00	Update estimated recovery analysis. Call with Blake's in respect of unresolved claims. Update status of unresolved claims.
11/28/13	29000786	Golnaz Haghiri	1.10	290.00	\$ 319.00	Review court materials.
11/28/13	29000786	Nigel Meakin	2.00	830.00	\$ 1,660.00	Work on court report. Review court materials. Correspondence regarding the same.
11/29/13	29000788	Golnaz Haghiri	0.50	290.00	\$ 145.00	Review court materials.
11/29/13	29000786	Toni Vanderlaan	0.60	805.00	\$ 483.00	Review of Monitor's Report. Claims discussion with N. Meakin.
12/02/13	29000802	Nigel Meakin	1.00	830.00	\$ 830.00	Review court materials.
12/02/13	29000802	Toni Vanderlaan	0.50	805.00	\$ 402.50	Review draft order and provide comments.
12/03/13	29000802	Michael Kennedy	1.10	325.00	\$ 357.50	Review and update court materials.
12/04/13	29000802	Toni Vanderlaan	0.50	805.00	\$ 402.50	Review draft report.
12/05/13	29000802	Nigel Meakin	4.00	830.00	\$ 3,320.00	Review court materials. Attend calls regarding the same.
12/05/13	29000802	Toni Vanderlaan	0.70	805.00	\$ 563.50	Review of court materials.
12/06/13	29000802	Linda Kelly	0.20	115.00	\$ 23.00	Upload documents to the Monitor's website.
12/06/13	29000802	Nigel Meakin	2.00	830.00	\$ 1,660.00	Review court materials.
12/09/13	29000807	Toni Vanderlaan	0.50	805.00	\$ 402.50	Transition work with CRO.
12/11/13	29000807	Erin Litwin	0.50	460.00	\$ 230.00	Correspondence regarding document packages. Banking administration.
12/12/13	29000807	Toni Vanderlaan	1.00	805.00	\$ 805.00	Review court materials. Transition matters with CRO.
12/13/13	29000807	Erin Litwin	0.50	460.00	\$ 230.00	Banking administration.
12/13/13	29000807	Nigel Meakin	1.00	830.00	\$ 830.00	Review of draft report comments. Calls and discussions re: form of proposed order.
12/13/13	29000807	Toni Vanderlaan	1.50	805.00	\$ 1,207.50	Call with T. Hobday. Call with J. Hartum. Discussions and email correspondence regarding transition order. Review court materials.
12/15/13	29000807	Nigel Meakin	0.50	830.00	\$ 415.00	Call re: motion objections.
12/16/13	29000818	Nigel Meakin	2.00	830.00	\$ 1,660.00	Preparation for and attendance at court. Review updates to website.
12/17/13	29000818	Erin Litwin	0.50	460.00	\$ 230.00	Banking administration.
12/17/13	29000818	Linda Kelly	0.20	115.00	\$ 23.00	Upload documents to the Monitor's website.
12/17/13	29000818	Toni Vanderlaan	1.00	805.00	\$ 805.00	Transfer of information from CRO.
12/18/13	29000818	Erin Litwin	0.80	460.00	\$ 368.00	Correspondence with TCL Metals re: truck ownership transfer. Compose letter re: the same. Document storage pick-up.
01/08/14	29000850	Michael Kennedy	0.30	325.00	\$ 97.50	Created payments in Scotia Connect.
01/08/14	29000850	Erin Litwin	0.50	460.00	\$ 230.00	Correspondence and payment re: document storage and destruction.
01/09/14	29000850	Michael Kennedy	0.20	325.00	\$ 65.00	Set up payments plus created subsequent transaction record for payments.
01/15/14	29000850	Toni Vanderlaan	0.50	805.00	\$ 402.50	Update on Northumberland Insurance claim. Correspondence regarding same.
01/16/14	29000850	Erin Litwin	0.30	460.00	\$ 138.00	Banking administration and correspondence with Iron Mountain.
01/20/14	29000850	Golnaz Haghiri	0.50	290.00	\$ 145.00	Email correspondence re: funds received. Prepare transaction records.
01/28/14	29000850	Toni Vanderlaan	1.00	805.00	\$ 805.00	Discussions with T. Hobday. Review correspondence.
01/29/14	29000850	Toni Vanderlaan	0.50	805.00	\$ 402.50	Discussions with S. Welez and follow up.
02/05/14	29000870	Erin Litwin	0.20	460.00	\$ 92.00	Banking administration.
02/18/14	29000870	Nigel Meakin	1.00	830.00	\$ 830.00	Calls and discussions re: various issues including appeal of pension decision.
02/20/14	29000870	Erin Litwin	0.10	460.00	\$ 46.00	Banking administration.
02/20/14	29000870	Toni Vanderlaan	1.00	805.00	\$ 805.00	Responding to questions re: claims and review correspondence.
02/21/14	29000870	Nigel Meakin	1.00	830.00	\$ 830.00	Calls and discussions re: various issues including appeal of pension decision. Draft notes for advice and directions.
02/24/14	29000870	Nigel Meakin	1.00	830.00	\$ 830.00	Claims update. Discussion with counsel re: appeal process.
02/24/14	29000870	Toni Vanderlaan	0.50	805.00	\$ 402.50	Review priority issues.
02/25/14	29000870	Erin Litwin	0.20	460.00	\$ 92.00	Banking administration and related correspondence.
02/25/14	29000870	Nigel Meakin	4.00	830.00	\$ 3,320.00	Review court report. Calls and discussions re: various matters.
02/25/14	29000870	Toni Vanderlaan	0.50	805.00	\$ 402.50	Review court report.
02/26/14	29000870	Nigel Meakin	4.00	830.00	\$ 3,320.00	Discussions re: appeal issues. Review report. Calls with counsel.



Date	Invoice #	Name	Hours	Rate	Amount	Narrative
02/28/14	29000870	Toni Vanderlaan	3.00	805.00	\$ 2,415.00	Update estimated recovery analysis and claims review.
03/03/14	29000906	Erin Litwin	0.20	460.00	\$ 92.00	Banking administration.
03/03/14	29000906	Nigel Meakin	1.00	830.00	\$ 830.00	Review court report. Review notice of motion.
03/04/14	29000906	Linda Kelly	0.30	115.00	\$ 34.50	Upload documents to the Monitor's website.
03/05/14	29000906	Toni Vanderlaan	0.50	805.00	\$ 402.50	Follow up on intercompany claim. Discussion with M. Spensierle.
03/06/14	29000906	Nigel Meakin	1.00	830.00	\$ 830.00	Preparation for and attendance in court. Calls and discussions re: same.
03/11/14	29000906	Nigel Meakin	2.00	830.00	\$ 1,660.00	Calls and discussions re: claims, advice and directions. Review correspondence.
03/13/14	29000906	Linda Kelly	0.20	115.00	\$ 23.00	Update Monitor's website.
03/13/14	29000906	Toni Vanderlaan	0.70	805.00	\$ 563.50	Respond to emails and calls in respect of claim queries.
03/14/14	29000906	Erin Litwin	0.20	460.00	\$ 92.00	Banking administration and follow up re: same.
03/31/14	29000906	Nigel Meakin	0.50	830.00	\$ 415.00	Calls with counsel. Correspondence with creditors.
04/03/14	29000945	Nigel Meakin	0.50	830.00	\$ 415.00	Review of correspondence. Prepare and file tax returns. Correspondence re: retainer. Prepare letter for Vila de Beacourc re: taxes outstanding. Call with Waste Management re: outstanding invoice and account cancellation. Review documents provided by T. Vanderlaan for follow up.
04/04/14	29000945	Erin Litwin	1.70	460.00	\$ 782.00	Call with counsel.
04/04/14	29000945	Nigel Meakin	0.50	830.00	\$ 415.00	Call with Revenue Quebec re CNT.
04/07/14	29000945	Erin Litwin	0.20	460.00	\$ 92.00	Call with Revenue Quebec re CNT.
04/08/14	29000945	Erin Litwin	0.80	460.00	\$ 368.00	Email correspondence re: outstanding invoice forwarded by S. Dunphy. Calls with numerous creditors re: invoices and letters from T. Vanderlaan.
04/09/14	29000945	Erin Litwin	1.50	460.00	\$ 690.00	Calls with numerous creditors and follow up regarding the same.
04/09/14	29000945	Nigel Meakin	3.00	830.00	\$ 2,490.00	Review of IQ claim. Calls and discussions re: same.
04/10/14	29000945	Nigel Meakin	2.00	830.00	\$ 1,660.00	Update on claims. Calls and discussions re: same.
04/18/14	29000945	Erin Litwin	0.40	460.00	\$ 184.00	Correspondence with creditors re: outstanding invoices and open accounts.
04/17/14	29000945	Nigel Meakin	1.00	830.00	\$ 830.00	Call re: ABB/Hatch litigation. Work on claims issues.
04/21/14	29000945	Nigel Meakin	2.00	830.00	\$ 1,660.00	Review and provide update on claims issues.
04/22/14	29000945	Erin Litwin	0.20	460.00	\$ 92.00	Return call from creditor.
04/22/14	29000945	Toni Vanderlaan	0.50	805.00	\$ 402.50	Follow up on taxation matters and Novafisc request for payment.
04/24/14	29000945	Nigel Meakin	0.50	830.00	\$ 415.00	Discussions with counsel. Correspondence with IQ.
04/28/14	29000945	Nigel Meakin	0.50	830.00	\$ 415.00	Review IQ claim and related correspondence.
04/28/14	29000945	Toni Vanderlaan	0.80	805.00	\$ 644.00	Update estimated recovery analysis. Discussions with CRA.
04/29/14	29000945	Nigel Meakin	0.50	830.00	\$ 415.00	Work on claims issues.
05/01/14	29000998	Nigel Meakin	1.50	830.00	\$ 1,245.00	Review court report. Discussions re: open issues.
05/02/14	29000998	Erin Litwin	0.30	460.00	\$ 138.00	Banking administration and related correspondence.
05/02/14	29000998	Nigel Meakin	1.00	830.00	\$ 830.00	Calls with counsel. Update to allocation schedule. Review correspondence.
05/05/14	29000998	Erin Litwin	1.00	460.00	\$ 460.00	Call with CRA. Complete 2013 and amend 2014 GST/HST filings and send to CRA.
05/05/14	29000998	Nigel Meakin	2.00	830.00	\$ 1,660.00	Review court report. Attend calls regarding the same.
05/05/14	29000998	Toni Vanderlaan	0.80	805.00	\$ 644.00	Discussions in respect of unresolved claims and security. Call with Blake's. Follow up on outstanding funds.
05/06/14	29000998	Erin Litwin	0.70	480.00	\$ 322.00	Banking administration. Complete forms for CRA.
05/08/14	29000998	Nigel Meakin	1.00	830.00	\$ 830.00	Update on CRA correspondence. Calls and discussions with counsel.
05/07/14	29000998	Nigel Meakin	0.50	830.00	\$ 415.00	Calls and discussions with counsel. Review correspondence.
05/08/14	29000998	Erin Litwin	0.20	460.00	\$ 92.00	Banking administration.
05/09/14	29000998	Nigel Meakin	1.00	830.00	\$ 830.00	Review correspondence. Review claims issues.
05/09/14	29000998	Toni Vanderlaan	0.50	805.00	\$ 402.50	Update estimated recovery analysis.
05/12/14	29000998	Erin Litwin	0.20	460.00	\$ 92.00	Respond to creditor inquiries.
05/14/14	29000998	Nigel Meakin	1.00	830.00	\$ 830.00	Review claims issues.
05/16/14	29000998	Erin Litwin	0.50	460.00	\$ 230.00	Compose and send letter to creditor.
05/16/14	29000998	Toni Vanderlaan	0.10	805.00	\$ 80.50	Review email correspondence.
05/20/14	29000998	Erin Litwin	0.50	460.00	\$ 230.00	Complete and fax form to CRA. Banking administration.
05/20/14	29000998	Nigel Meakin	0.50	830.00	\$ 415.00	Calls with counsel. Correspondence regarding the same.
05/20/14	29000998	Toni Vanderlaan	0.20	805.00	\$ 161.00	Follow up on Enterspire claim.
05/22/14	29000998	Erin Litwin	0.20	460.00	\$ 92.00	Banking administration.
05/28/14	29000998	Nigel Meakin	0.20	830.00	\$ 166.00	Call re: tax losses.
05/27/14	29000998	Erin Litwin	1.90	460.00	\$ 874.00	Obtain server access and search for corporate tax returns. Banking administration.
05/27/14	29000998	Nigel Meakin	1.00	830.00	\$ 830.00	Updates on claims and related matters.
05/28/14	29000998	Erin Litwin	0.30	460.00	\$ 138.00	Correspondence re: Haley and follow up on email from Environment Canada.
06/02/14	29001038	Erin Litwin	0.20	460.00	\$ 92.00	Banking Administration.
06/05/14	29001038	Nigel Meakin	2.00	830.00	\$ 1,660.00	Attend calls and discussions regarding court report. Provide feedback on court report.
06/09/14	29001038	Nigel Meakin	1.00	830.00	\$ 830.00	Attend calls with counsel. Finalization of court report.
06/12/14	29001038	Erin Litwin	0.30	460.00	\$ 138.00	Banking administration.
06/16/14	29001038	Nigel Meakin	1.00	830.00	\$ 830.00	Calls and correspondence re: motion.
06/16/14	29001038	Toni Vanderlaan	0.50	805.00	\$ 402.50	Follow up on Novafisc request for payment. Follow up with Revenue Quebec and BSI.

Date	Invoice #	Name	Hours	Rate	Amount	Narrative
06/17/14	29001038	Toni Vanderlaan	0.70	805.00	\$ 563.50	Follow up on SR&D tax request. Call with KPMG.
06/20/14	29001038	Toni Vanderlaan	1.10	805.00	\$ 885.50	Update summary of Director's claims. Review of contracts. Review of report. Respond to creditor queries.
06/23/14	29001038	Nigel Meakin	1.00	830.00	\$ 830.00	Correspondence with counsel. Call with counsel for pension committees. Review of priority claim material.
06/24/14	29001038	Nigel Meakin	3.00	830.00	\$ 2,490.00	Preparation for and attendance in court. Follow up on various matters.
06/26/14	29001038	Toni Vanderlaan	0.50	805.00	\$ 402.50	Attend call with CRA.
06/27/14	29001038	Nigel Meakin	1.00	830.00	\$ 830.00	Review and discuss pension issues.
07/02/14	29001081	Toni Vanderlaan	0.20	805.00	\$ 161.00	Follow up on tax return information.
07/03/14	29001081	Nigel Meakin	1.00	830.00	\$ 830.00	Discussions re: corporate reorganization for purposes of monetizing tax loss value.
07/04/14	29001081	Nigel Meakin	0.50	830.00	\$ 415.00	Review and discuss pension and other issues.
07/08/14	29001081	Nigel Meakin	1.00	830.00	\$ 830.00	Review claims and distributions. Correspondence re: same.
07/11/14	29001081	Nigel Meakin	0.50	830.00	\$ 415.00	Calls re: tax related issues.
07/11/14	29001081	Toni Vanderlaan	0.30	805.00	\$ 241.50	Follow up with KPMG on tax information. Provide receipts and disbursements information.
07/14/14	29001081	Nigel Meakin	1.50	830.00	\$ 1,245.00	Calls regarding tax issues and distribution matters.
07/23/14	29001081	Linda Kelly	0.30	115.00	\$ 34.50	Prepare payment and letter to creditor.
07/24/14	29001081	Toni Vanderlaan	0.50	805.00	\$ 402.50	Call in respect of tax returns for BSI with KPMG.
07/25/14	29001081	Golnaz Haghiri	0.50	290.00	\$ 145.00	Review and prepare payment.
07/28/14	29001081	Pamela Luthra	1.30	620.00	\$ 806.00	Preparation of summary of receipts and disbursements.
07/29/14	29001081	Jesse Beamish	2.00	175.00	\$ 350.00	Prepare and file GST/HST returns.
07/31/14	29001081	Jesse Beamish	4.00	175.00	\$ 700.00	Review GST/HST returns. Follow up correspondence regarding the same.
07/31/14	29001081	Pamela Luthra	2.70	620.00	\$ 1,674.00	Preparation of summary of receipts and disbursements. Follow up regarding the same.
07/31/14	29001081	Toni Vanderlaan	0.80	805.00	\$ 644.00	Work on CRA information request.
08/05/14	29001123	Golnaz Haghiri	10.20	290.00	\$ 2,958.00	Review banking information and reconcile historical payments. Several discussions in respect of same. Prepare payments and transaction records. Discussion surrounding GST/HST filing. Discussion regarding receipts and disbursements.
08/14/14	29001123	Toni Vanderlaan	0.50	805.00	\$ 402.50	Review taxation issues. Place calls to CRA.
08/15/14	29001123	Golnaz Haghiri	0.30	290.00	\$ 87.00	Review invoice and prepare payment.
08/26/14	29001123	Nigel Meakin	1.00	830.00	\$ 830.00	Call re: outstanding issues and follow up re: same.
09/05/14	29001146	Toni Vanderlaan	0.40	805.00	\$ 322.00	Correspondence re: tax matters.
09/23/14	29001146	Nigel Meakin	2.50	830.00	\$ 2,075.00	Review court report. Attend discussions with counsel.
09/26/14	29001146	Golnaz Haghiri	0.90	290.00	\$ 261.00	Review and file GST/HST.
09/26/14	29001146	Toni Vanderlaan	0.50	805.00	\$ 402.50	Review Monitor's report. Review taxation issues.
09/29/14	29001146	Nigel Meakin	2.00	830.00	\$ 1,660.00	Preparation for and attendance in court.
09/30/14	29001146	Nigel Meakin	0.40	830.00	\$ 332.00	Attend calls with bank. Correspondence regarding the same.
09/30/14	29001146	Toni Vanderlaan	0.20	805.00	\$ 161.00	Review tax returns.
10/03/14	29001181	Nigel Meakin	1.00	830.00	\$ 830.00	Review of settlement materials. Discussions with counsel regarding the same.
10/06/14	29001181	Nigel Meakin	0.50	830.00	\$ 415.00	Review correspondence. Place call to counsel.
10/07/14	29001181	Linda Kelly	0.30	115.00	\$ 34.50	Review transaction records. Update to the Monitor's website.
10/07/14	29001181	Nigel Meakin	0.10	830.00	\$ 83.00	Call with counsel re: pension settlement.
10/07/14	29001181	Nigel Meakin	1.00	830.00	\$ 830.00	Work on pension settlement and outstanding issues.
10/15/14	29001181	Nigel Meakin	1.00	830.00	\$ 830.00	Review and correspondence re: tax matters.
10/16/14	29001181	Toni Vanderlaan	0.40	805.00	\$ 322.00	Follow up re: tax issues.
10/20/14	29001181	Golnaz Haghiri	0.70	290.00	\$ 203.00	Review and file GST/HST.
10/20/14	29001181	Nigel Meakin	0.50	830.00	\$ 415.00	Updates on various open matters.
10/27/14	29001181	Nigel Meakin	0.50	830.00	\$ 415.00	Correspondence and follow up re: tax issues.
10/28/14	29001181	Toni Vanderlaan	3.00	805.00	\$ 2,415.00	Attend discussions re: tax filings. Correspondence and follow up regarding the same.
10/31/14	29001181	Toni Vanderlaan	4.50	805.00	\$ 3,622.50	Review tax filings and information regarding the same. Attend calls and follow up regarding tax information.
11/03/14	29001218	Nigel Meakin	0.20	830.00	\$ 166.00	Update re: tax matters.
11/06/14	29001218	Toni Vanderlaan	1.00	805.00	\$ 805.00	Provide taxation information to KPMG.
11/07/14	29001218	Toni Vanderlaan	0.40	805.00	\$ 322.00	Follow up on tax filing issues.
11/12/14	29001218	Toni Vanderlaan	1.20	805.00	\$ 966.00	Provide financial information to KPMG for tax preparation matters.
11/13/14	29001218	Toni Vanderlaan	0.60	805.00	\$ 483.00	Call with KPMG to discuss tax returns and information provided.
11/14/14	29001218	Nigel Meakin	0.30	830.00	\$ 249.00	Review of tax engagement letter. Correspondence re: same.
11/14/14	29001218	Toni Vanderlaan	1.40	805.00	\$ 1,127.00	Follow up information for KPMG.
11/26/14	29001218	Toni Vanderlaan	3.00	805.00	\$ 2,415.00	Finalization of tax returns. Calls and emails with KPMG. Review of financial statements and returns.
11/27/14	29001218	Nigel Meakin	1.00	830.00	\$ 830.00	Update re: tax issues and follow up regarding the same.
11/27/14	29001218	Toni Vanderlaan	1.00	805.00	\$ 805.00	Discuss final changes to tax returns.
11/28/14	29001218	Toni Vanderlaan	1.00	805.00	\$ 805.00	Finalize and sign completed tax returns.
12/01/14	29001253	Toni Vanderlaan	0.50	805.00	\$ 402.50	Update filings for tax returns.
12/11/14	29001253	Nigel Meakin	1.00	830.00	\$ 830.00	Review and comment on court report.
12/18/14	29001253	Nigel Meakin	2.00	830.00	\$ 1,660.00	Review court materials. Correspondence re: same.
01/08/15	29001286	Toni Vanderlaan	1.50	805.00	\$ 1,207.50	Follow up with CRA and other taxation authorities.
01/08/15	29001286	Toni Vanderlaan	0.20	805.00	\$ 161.00	Review of court materials and update call with N. Meakin.
01/14/15	29001286	Toni Vanderlaan	0.50	805.00	\$ 402.50	Discussions with taxation authorities.

Date	Invoice #	Name	Hours	Rate	Amount	Narrative
01/30/15	29001288	Toni Vanderlaan	0.30	805.00	\$ 241.50	Follow up with Revenue Quebec and the Companies Registrar.
02/05/15	29001365	Linda Kelly	0.40	115.00	\$ 46.00	Upload documents to the Monitor's website.
02/11/15	29001365	Toni Vanderlaan	1.00	805.00	\$ 805.00	Follow up with CRA and Revenue Quebec.
03/04/15	29001365	Toni Vanderlaan	1.40	805.00	\$ 1,127.00	Correspondence with CRA. Follow up regarding the same.
03/05/15	29001365	Toni Vanderlaan	1.20	805.00	\$ 966.00	Follow up with Revenue Quebec. Prepare information re: same.
03/11/15	29001365	Toni Vanderlaan	1.00	805.00	\$ 805.00	Follow up with respect to SRED credit and authorization requirements for CRA and Revenue Quebec.
03/20/15	29001365	Toni Vanderlaan	0.80	805.00	\$ 644.00	Update on taxation issues.
03/23/15	29001365	Toni Vanderlaan	2.00	805.00	\$ 1,610.00	Correspondence with tax authorities. Respond to requests for information and queries.
03/24/15	29001365	Toni Vanderlaan	1.00	805.00	\$ 805.00	Work on taxation matters.
03/25/15	29001365	Toni Vanderlaan	1.50	805.00	\$ 1,207.50	Review taxation matters and court report.
04/21/15	29001411	Toni Vanderlaan	1.80	805.00	\$ 1,449.00	Follow up with federal and provincial tax authorities. Correspondence re: same.
04/23/15	29001411	Toni Vanderlaan	0.80	805.00	\$ 644.00	Preparation of documents for Corporations Canada.
05/08/15	29001458	Toni Vanderlaan	1.20	805.00	\$ 966.00	Calls with Revenue Quebec and CRA. Completion of additional tax filings. Submission of Articles or Reinstatement.
05/11/15	29001458	Toni Vanderlaan	0.40	805.00	\$ 322.00	Correspondence with CRA.
05/19/15	29001458	Toni Vanderlaan	0.20	805.00	\$ 161.00	Correspondence with CRA and Revenue Quebec.
06/02/15	29001509	Toni Vanderlaan	1.50	805.00	\$ 1,207.50	Follow up calls and discussions with tax authorities. Follow up meeting with BMO.
06/05/15	29001509	Toni Vanderlaan	0.50	805.00	\$ 402.50	Attend calls with CRA and Revenue Quebec to follow up on refunds.
06/08/15	29001509	Toni Vanderlaan	0.80	805.00	\$ 644.00	Follow up with CRA and Revenue Quebec.
06/11/15	29001509	Toni Vanderlaan	1.80	805.00	\$ 1,449.00	Review court materials. Review CRA correspondence.
06/12/15	29001509	Toni Vanderlaan	0.30	805.00	\$ 241.50	Follow up with Revenue Quebec. Calls and emails to former BSI re: cheque recovery.
06/18/15	29001509	Toni Vanderlaan	0.20	805.00	\$ 161.00	Final review of court materials.
06/18/15	29001509	Toni Vanderlaan	0.20	805.00	\$ 161.00	Follow up with Revenue Quebec on SRED credit. Follow up with Quebec Slicium.
06/19/15	29001509	Toni Vanderlaan	0.20	805.00	\$ 161.00	Follow up with Revenue Quebec and Quebec Slicium.
06/22/15	29001509	Toni Vanderlaan	0.30	805.00	\$ 241.50	Attend calls with CRA and Quebec Slicium.
06/23/15	29001509	Toni Vanderlaan	0.50	805.00	\$ 402.50	Attendance at court for extension hearing.
06/24/15	29001509	Toni Vanderlaan	0.50	805.00	\$ 402.50	Follow up with CSST on potential recovery. Review of correspondence from tax authorities.
06/25/15	29001509	Michael Kennedy	0.50	395.00	\$ 197.50	Set up various payments and prepare transaction records.
07/14/15	29001553	Toni Vanderlaan	1.50	805.00	\$ 1,207.50	Updated estimated recovery analysis. Provide banking update.
08/08/15	29001812	Michael Kennedy	0.30	395.00	\$ 118.50	Prepare and issue payments.
08/06/15	29001812	Toni Vanderlaan	0.50	805.00	\$ 402.50	Updated estimated recovery analysis.
08/10/15	29001812	Toni Vanderlaan	0.50	805.00	\$ 402.50	Work on estimated recovery analysis.
09/10/15	29001662	Toni Vanderlaan	1.20	805.00	\$ 966.00	Update and reconcile recovery analysis. Respond to creditor queries.
10/13/15	Uninvoiced	Michael Kennedy	0.20	395.00	\$ 79.00	Set up payment and create transaction record regarding the same.
<b>TOTAL</b>			<b>135.60</b>		<b>\$ 141,413.50</b>	

Court File No.: 12-CL-9539-00CL

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**

Proceeding Commenced at Toronto

**AFFIDAVIT OF NIGEL MEAKIN**  
**Sworn December 16, 2015**

**BLAKE, CASSELS & GRAYDON LLP**  
Barristers and Solicitors  
199 Bay Street  
Suite 4000, Commerce Court West  
Toronto, Ontario M5L 1A9

**Chris Burr, LSUC #55172H**  
Tel: 416-863-3261  
Fax: 416-863-2653  
Email: [chris.burr@blakes.com](mailto:chris.burr@blakes.com)

Lawyers for FTL Consulting Canada Inc.  
in its capacity as Monitor

**TAB 2B**

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# Appendix B

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## Affidavit of Linc Rogers

Court File No: 12-CL-9539-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.**

Applicants

**AFFIDAVIT OF LINC ROGERS**

I, LINC ROGERS, of the City of Toronto, in the Province of Ontario, MAKE  
OATH AND SAY:

1. I am a Partner at the law firm of Blake, Cassels & Graydon LLP ("Blakes"), and as such have knowledge of the matters to which I hereinafter depose.
2. By Initial Order of the Honourable Mr. Justice Morawetz dated January 3, 2012 (the "Initial Order"), FTI Consulting Canada Inc. was appointed pursuant to the *Companies' Creditors Arrangement Act* as the Monitor (the "Monitor") of Timminco Limited and Bécancour Silicon Inc.
3. Pursuant to the Initial Order, the Monitor retained Blakes to advise it with regards to the matters related to its appointment and the performance of its duties and powers.
4. Blakes' fees and disbursements for the period to August 31, 2012 were approved by the Order of the Honourable Mr. Justice Morawetz dated September 27, 2012. Blakes' fees and disbursements for the period from September 1, 2012 to October 31, 2013 were approved by Order of the Honourable Mr. Justice Newbould dated December 16, 2013.

5. Blakes' fees and disbursements for the period from November 1, 2013 to November 30, 2015 are summarized in the invoices rendered to the Monitor (the "Invoices"). The Invoices are a fair and accurate description of the services provided, the disbursements incurred and the amounts charged by Blakes, and are based on its standard rates and charges. The Invoices contain information and advice over which lawyer and client privilege is asserted. As a result, redacted copies of the Invoices are attached hereto and marked as Exhibit "A". Copies of the complete Invoices have been provided to the Monitor and I am advised by the Monitor that the Monitor has reviewed the Invoices and that it considers the fees and disbursements fair and reasonable.

6. Attached hereto and marked as Exhibit "B" is a summary of the timekeepers whose services are reflected on the Invoices, including year of call and hourly rate, and the total fees and hours billed. This summary indicates an average hourly rate of \$566.46.

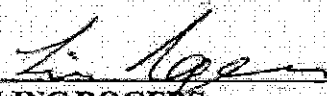
7. The total amount being claimed for the work performed by Blakes for the period from November 1, 2013 to November 30, 2015, for which approval is sought, is \$244,541.90, including \$238,819.00 for fees and \$5,722.90, exclusive of HST.

8. This affidavit is sworn in support of the Monitor's motion for, among other things, approval of its fees and disbursements and those of its legal representatives and for no other or improper purpose.

SWORN BEFORE ME at the  
 City of Toronto, this 16th  
 day of December, 2015

  
 \_\_\_\_\_  
 A Commissioner for Taking Affidavits, etc.

)  
)  
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)  
)

  
 \_\_\_\_\_  
 LINC ROGERS

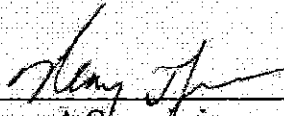
Nancy Ann Thompson, a  
 Commissioner, etc., Province of Ontario,  
 for Blake, Cassels & Graydon LLP,  
 Barristers and Solicitors,  
 Expires June 26, 2018.



This is Exhibit "A" referred to in the

Affidavit of Linc Rogers

sworn before me  
this 16<sup>th</sup> day of December, 2015



A Commissioner, etc.

Nancy Ann Thompson, a  
Commissioner, etc., Province of Ontario,  
for Blake, Cassels & Graydon LLP,  
Barristers and Solicitors.  
Expires June 26, 2018.

**BLAKES INVOICES FROM NOVEMBER 1, 2013 TO NOVEMBER 30, 2015**

Period Ending	Fees	Disb. Subject to HST	Disb. Not Subject to HST	Subtotal	HST	Total	Hours
November 30, 2013	\$20,362.00	\$27.50	\$0.00	\$20,389.50	\$2,650.64	\$23,040.14	32.8
December 31, 2013	\$19,663.00	\$1,054.88	\$0.00	\$20,717.88	\$2,693.32	\$23,411.20	29.0
March 31, 2014	\$96,119.00	\$2,063.90	\$127.00	\$98,309.90	\$12,763.78	\$111,073.68	194.3
April 30, 2014	\$21,008.00	\$315.25	\$0.00	\$21,323.25	\$2,772.02	\$24,095.27	33.0
May 31, 2014	\$20,684.50	\$82.72	\$0.00	\$20,767.22	\$2,699.74	\$23,466.96	34.6
June 30, 2014	\$23,668.50	\$619.20	\$0.00	\$24,287.70	\$3,157.41	\$27,445.11	36.7
July 31, 2014	\$4,032.00	\$33.65	\$127.00	\$4,192.65	\$528.53	\$4,721.18	5.0
September 30, 2014	\$14,615.00	\$652.07	\$127.00	\$15,394.07	\$1,984.72	\$17,378.79	23.6
October 31, 2014	\$3,795.00	\$0.00	\$0.00	\$3,795.00	\$493.35	\$4,288.35	6.4
November 30, 2014	\$521.00	\$0.00	\$0.00	\$521.00	\$67.73	\$588.73	0.7
December 31, 2014	\$1,530.00	\$19.10	\$127.00	\$1,676.10	\$201.38	\$1,877.48	2.6
February 28, 2015	\$392.50	\$0.00	\$0.00	\$392.50	\$51.03	\$443.53	0.5
April 30, 2015	\$5,346.50	\$50.13	\$169.50	\$5,566.13	\$701.57	\$6,267.70	11.4
June 30, 2015	\$6,910.00	\$0.00	\$127.00	\$7,037.00	\$898.30	\$7,935.30	10.8
November 30, 2015	\$172.00	\$0.00	\$0.00	\$172.00	\$22.36	\$194.36	0.2
<b>Totals:</b>	<b>\$238,819.00</b>	<b>\$4,918.40</b>	<b>\$804.50</b>	<b>\$244,541.90</b>	<b>\$31,685.88</b>	<b>\$276,227.78</b>	<b>421.6</b>

Average Hourly Rate: **\$566.46**



Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 199 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto, ON M5L 1A9 Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

**INVOICE**

Please write invoice number(s) on cheque

December 20, 2013

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

Invoice: 1741006  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R118936778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: Timminco Limited and Bécancour Silicon Inc.

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended November 30, 2013, as follows:

	<b>Total Fees</b>	<b>\$ 20,362.00</b>
<u>Taxable Disbursement(s)</u>		
Duplicating	\$ 27.50	
		<u>\$ 27.50</u>
	Harmonized Sales Tax (13.0%)	2,650.64
	<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b>\$ 23,040.14 CAD</b>



Invoice:	1741006
Date:	December 20, 2013
Page:	2

Re: Timminco Limited and Bécancour Silicon Inc. (800002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
11/12/13	Weisz, Steven	Email with CRO.	0.2	780.00	156.00
11/20/13	Weisz, Steven	Reviewing and considering ; email regarding meeting, next court dates and termination of CRO; considering next steps in CCAA process; reviewing reports of CRO and considering	2.6	780.00	2,028.00
11/21/13	Weisz, Steven	Prepare for and attending meeting with CRO. Monitor and counsel for Timminco for trustee; review summary of meeting.	1.8	780.00	1,404.00
11/25/13	Weisz, Steven	Following up on remaining matter discussed at meeting with CRO and Stikeman Elliott on November 22, 2013; email regarding date of court hearing.	0.9	780.00	702.00
11/26/13	Desimini, Kristina	Reviewing voicemail message from K. Stigler, D&O counsel.	1.2	445.00	534.00
11/26/13	Guy, Sébastien	Conversation with S. Weisz on	0.2	525.00	105.00
11/26/13	Weisz, Steven	Email regarding court hearing and considering matters to be included in the report Review and considering report on	1.6	780.00	1,248.00
11/27/13	Desimini, Kristina	Preparing for and participating in call with K. Stigler, L. Rogers and B. Moran; telephone conversation with T. Vanderlaan regarding ; reviewing email from T. Vanderlaan regarding ; drafting and sending to L. Rogers; meeting with L. Rogers	2.4	445.00	1,068.00
11/27/13	Rogers, Linc	Discussion with K. Desimini and FMC regarding discussion with K. Desimini and T. Hobday regarding same; reviewing correspondence regarding same.	1.0	700.00	700.00
11/27/13	Thompson, Nancy	Receiving instructions from S. Weisz; reviewing previous affidavit for approval of our accounts; obtaining copies of accounts for current period; drafting affidavit; preparing spreadsheet summarizing invoice amounts for	2.4	310.00	744.00

*Blakes*

Invoice: 1741006  
 Date: December 20, 2013  
 Page: 3

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
		the current period; email message to S. Weisz forwarding draft affidavit for review.			
11/27/13	Weisz, Steven	Working on report and fee affidavit email regarding motion date.	3.2	780.00	2,496.00
11/28/13	Desimini, Kristina	Conversation with S. Weisz regarding	0.1	445.00	44.50
11/28/13	Thompson, Nancy	Reviewing invoices for privileged or sensitive information; discussion with S. Weisz; providing assembled, draft affidavit to S. Weisz for review.	3.3	310.00	1,023.00
11/28/13	Weisz, Steven	Working on court report email with Stikeman Elliott regarding court hearing and relief to be requested; working on fee affidavits email regarding extension of CRO mandate to date of court hearing (December 16); follow up on status of , working on	3.2	780.00	2,496.00
11/29/13	Desimini, Kristina	Working on	3.4	445.00	1,513.00
11/29/13	Weisz, Steven	Working on report and affidavit regarding approval of fees; working on	5.2	780.00	4,056.00
11/30/13	Desimini, Kristina	Reviewing final draft order with revisions of S. Weisz.	0.1	445.00	44.50
<b>Total Fees for this Matter</b>					<b>\$ 20,362.00</b>

**Matter Timekeeper Summary**

	ID	Hours	Rate (\$)	Amount (\$)
Desimini, Kristina	KDI	7.2	445.00	3,204.00
Guy, Sébastien	SGU	0.2	525.00	105.00
Rogers, Linc	LCR	1.0	700.00	700.00
Thompson, Nancy	NAB	5.7	310.00	1,767.00
Weisz, Steven	SJW	18.7	780.00	14,586.00
<b>Total</b>		<b>32.8</b>		<b>\$ 20,362.00</b>

**Taxable Disbursement(s)**

Duplicating

\$ 27.50

\$ 27.50

**Harmonized Sales Tax (13.0%)**

2,650.64

*Blakes*

Invoice: 1741006  
Date: December 20, 2013  
Page: 4

**Total Due for this Matter in Canadian Currency**

**\$ 23,040.14 CAD**

Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 199 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto, ON M5L 1A9 Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

## INVOICE

Please write invoice  
 number(s) on cheque

December 31, 2013

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

Invoice: 1748245  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: Timminco Limited and Bécancour Silicon Inc.

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended December 31, 2013, as follows:

	Total Fees	\$ 19,663.00
<u>Taxable Disbursement(s)</u>		
Courier	\$ 153.83	
Duplicating	901.05	
		\$ 1,054.88
	Harmonized Sales Tax (13.0%)	2,693.32
	<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b>\$ 23,411.20 CAD</b>

NQ

# Blakes

Invoice: 1748245  
 Date: December 31, 2013  
 Page: 2

Re: Timminco Limited and Bécancour Silicon Inc. (009002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
12/01/13	Desimini, Kristina	Reviewing e-mail from T. Vanderlaan and determining responses to questions posed in e-mail; e-mailing T. Vanderlaan regarding ; e-mailing L. Rogers regarding status of	1.0	445.00	445.00
12/02/13	Desimini, Kristina	Reviewing e-mail from T. Vanderlaan; reviewing background of outstanding claims.	0.4	445.00	178.00
12/02/13	Rogers, Linc	Reviewing affidavit regarding fee approval.	0.3	700.00	210.00
12/02/13	Weisz, Steven	Working on ; email with Stikeman Elliott.	1.4	780.00	1,092.00
12/03/13	Desimini, Kristina	Reviewing affidavit of N. Meakin for fee amounts; commissioning affidavit for N. Meakin.	1.3	445.00	578.50
12/03/13	Rogers, Linc	Finalizing affidavit regarding fee approval; e-mail correspondence with N. Meakin regarding same; e-mail correspondence regarding	0.8	700.00	560.00
12/03/13	Weisz, Steven	Working on fee affidavits and court materials.	1.2	780.00	936.00
12/04/13	Desimini, Kristina	Reviewing and responding to e-mail from T. Vanderlaan regarding meeting with L. Rogers to discuss response to e-mail from T. Vanderlaan regarding outstanding claims.	1.0	445.00	445.00
12/04/13	Rogers, Linc	Claims review and status discussion with K. Desimini.	0.7	700.00	490.00
12/04/13	Weisz, Steven	Working on court materials; provide comments to Stikeman Elliott; reviewing report of CRO.	1.8	780.00	1,404.00
12/05/13	Desimini, Kristina	Speaking to L. Rogers; sending pdf copy of L. Rogers' fee affidavit to N. Meakin.	0.2	445.00	89.00
12/05/13	Rogers, Linc	E-mail correspondence regarding service of Monitor's report.	0.3	700.00	210.00
12/05/13	Weisz, Steven	Working on court materials; reviewing and providing comments on ; email with Monitor.	2.8	780.00	2,184.00
12/06/13	Desimini, Kristina	Responding to e-mail from T. Vanderlaan regarding ; e-mailing T.	0.9	445.00	400.50



# Blakes

Invoice: 1746245  
Date: December 31, 2013  
Page: 3

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
		Hobday regarding ; reviewing and responding to e-mail from L. Rogers.			
12/06/13	Weisz, Steven	Finalize court report; arrange for service and filing; review motion record of Timminco Entities; email regarding	1.2	780.00	936.00
12/09/13	Litigation Services	Filed a Monitor's Report			25.00
12/09/13	Weisz, Steven	Email with CRO; follow up on outstanding matters.	0.2	780.00	156.00
12/11/13	Weisz, Steven	Email with CRO regarding	0.3	780.00	234.00
12/12/13	Weisz, Steven	Email with counsel for Mercer; reviewing and considering comments and draft order regarding	0.8	780.00	624.00
12/13/13	Desimini, Kristina	Reviewing material documents; receiving instructions from L. Rogers; reviewing claims procedure order to ; e-mail exchange with T. Hobday regarding	1.6	445.00	712.00
12/13/13	Weisz, Steven	Working on ; email with Monitor and Stikeman Elliott; attend conference call with counsel for Mercer; email with T. Hobday regarding review and consider further revisions from counsel for Mercer to Order (re: Increased Powers of Monitor).	2.6	780.00	2,028.00
12/15/13	Weisz, Steven	Email with Monitor and counsel for Timminco Entities/Mercer regarding comments on Order; prepare for and attend conference call; further revisions to court order and discussion with Monitor; email counsel for Timminco Entities regarding form of Order and court hearing December 16, 2013; prepare for court hearing.	2.8	780.00	2,184.00
12/16/13	Weisz, Steven	Travel to/from and attend court hearing before Newbould J.; discussion with Counsel for Mercers; review orders and endorsement.	2.6	780.00	2,028.00
12/17/13	Weisz, Steven	Email regarding	0.3	780.00	234.00
12/19/13	Desimini, Kristina	Receiving instructions via telephone from L.	0.4	445.00	178.00

*Blakes*

Invoice: 1748245  
 Date: December 31, 2013  
 Page: 4

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
		Rogers: reviewing			
12/20/13	Desimini, Kristina	Drafting and sending e-mail to S. Weisz regarding	0.5	445.00	222.50
12/20/13	Weisz, Steven	Attend to	0.2	780.00	156.00
12/23/13	Desimini, Kristina	Sending follow-up e-mail to S. Weisz regarding and reviewing e-mail from S. Weisz and drafting and sending e-mail to T. Vanderlaan and N. Meakin regarding next steps.	1.1	445.00	489.50
12/23/13	Weisz, Steven	Follow up on	0.3	780.00	234.00
<b>Total Fees for this Matter</b>					<b>\$ 19,663.00</b>

Matter Timekeeper Summary	ID	Hours	Rate (\$)	Amount (\$)
Desimini, Kristina	KDI	8.4	445.00	3,738.00
Litigation Services	LITG	0.0	0.00	25.00
Rogers, Linc	LCR	2.1	700.00	1,470.00
Weisz, Steven	SJW	18.5	780.00	14,430.00
	<b>Total</b>	<b>29.0</b>		<b>\$ 19,663.00</b>

**Taxable Disbursement(s)**

Courier	\$ 153.83	
Duplicating	901.05	
		<u>\$ 1,054.88</u>

Harmonized Sales Tax (13.0%)

2,693.32

**Total Due for this Matter in Canadian Currency**

**\$ 23,411.20 CAD**

Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 199 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto ON M5L 1A9 Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

## INVOICE

Please write invoice  
 number(s) on cheque

April 30, 2014

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

Invoice: 1786268  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: Timminco Limited and Bécancour Silicon Inc.

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended March 31, 2014, as follows:

	Total Fees	\$ 96,119.00
<b><u>Taxable Disbursement(s)</u></b>		
Balliff Services	\$ 115.28	
Courier	31.46	
Duplicating	1,905.65	
Search Fees	6.01	
Telephone/Facsimile	5.50	
		<u>\$ 2,063.90</u>
<b><u>Non-taxable Disbursement(s)</u></b>		
Filing Fee	\$ 127.00	
		<u>\$ 127.00</u>
		12,763.78
	Harmonized Sales Tax (13.0%)	
		<u>\$ 111,073.68 CAD</u>



Invoice:	1750258
Date:	April 30, 2014
Page:	2

Re: Timminco Limited and Bécancour Silicon Inc. (000002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
12/02/13	Thompson, Nancy	Discussing with S. Weisz, redacting invoices for privileged or sensitive information; note to L. Rogers for swearing of affidavit.	2.0	310.00	620.00
01/06/14	Weisz, Steven	Reviewing notice from state of Tennessee regarding Annual Report.	0.2	820.00	164.00
01/07/14	Weisz, Steven	E-mailing with Stikeman; reviewing notice from State of Tennessee regarding filings of Annual Report final with Monitor.	0.3	820.00	246.00
01/14/14	Weisz, Steven	Attending to claims and US matters.	0.3	820.00	246.00
01/23/14	Weisz, Steven	Following up on status of decision of Mongeon J. regarding pension priorities.	0.4	820.00	328.00
01/24/14	Weisz, Steven	Reviewing decision of Mongeon J. and considering implications; e-mailing with A. Spiro and C. Dion, Montreal Office regarding translation.	2.4	820.00	1,968.00
01/25/14	Dion, Caroline	Reading the decision on the priority of the pension plan committee's claims; drafting a short summary of the case; exchanging email with S. Weisz in this regard.	1.0	270.00	270.00
01/27/14	Weisz, Steven	Reviewing decision of Mongeon J. on pension priority motion and considering impact of decision.	2.8	820.00	2,296.00
01/28/14	Dion, Caroline	Coordinating the translation of the Quebec judgment with A. Lanouette-Marier.	0.2	270.00	54.00
01/28/14	Lanouette-Marier, Anthony	Receiving instructions from C. Dion; translating the judgment of the Superior Court of Quebec rendered on January 24, 2014.	6.3	180.00	1,134.00
01/28/14	Weisz, Steven	Reviewing case summary by T. Hobnay Counsel for pension committees; discussing with T. Hobnay regarding decision and  e-mailing with Monitor regarding	2.2	820.00	1,804.00
01/29/14	Lanouette-Marier, Anthony	Translating the judgment of the Superior Court of Quebec rendered on January 24, 2014.	7.4	180.00	1,332.00
01/29/14	Weisz, Steven	Following up on matters arising from decision of Mongeon J. on Quebec pension priority issue and  E-	1.8	820.00	1,476.00

# Blakes

Invoice: 1765268  
 Date: April 30, 2014  
 Page: 3

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
		mailing/discussing with T. Hobday regarding			
01/30/14	Dion, Caroline	Reviewing the first draft of the translation prepared by A. Lanouette-Marier.	0.6	270.00	162.00
01/30/14	Lanouette-Marier, Anthony	Translating the judgment of the Superior Court of Quebec rendered on January 24, 2014.	7.7	180.00	1,386.00
01/30/14	Weisz, Steven	E-mailing with Tennessee counsel regarding filing of annual report.	0.3	820.00	246.00
01/31/14	Dion, Caroline	Coordinating the official translation of the judgment; exchanging email with S. Weisz in this regard.	0.2	270.00	54.00
01/31/14	Lanouette-Marier, Anthony	Translating the judgment of the Superior Court of Quebec rendered on January 24, 2014.	7.4	180.00	1,332.00
01/31/14	Weisz, Steven	Following up on status of translation of Mongeon J. decision.	0.3	820.00	246.00
02/01/14	Lanouette-Marier, Anthony	Revising the translation of the judgment of the Superior Court of Quebec rendered on January 24, 2014.	4.4	180.00	792.00
02/02/14	Lanouette-Marier, Anthony	Revising the translation of the judgment of the Superior Court of Quebec rendered on January 24, 2014.	3.3	180.00	594.00
02/03/14	Lanouette-Marier, Anthony	Revising the translation of the judgment of the Superior Court of Quebec rendered on January 24, 2014.	2.4	180.00	432.00
02/03/14	Rogers, Linc	E-mailing correspondence regarding	0.2	735.00	147.00
02/03/14	Spiro, Adam T.	Reviewing and editing translation of judgment rendered by Justice Mongeon on January 24, 2011.	1.4	290.00	406.00
02/03/14	Weisz, Steven	Drafting review/  and considering	2.8	820.00	2,296.00
02/04/14	Spiro, Adam T.	Reviewing and revising translation of decision issued by Justice Mongeon on January 24, 2014.	4.2	290.00	1,218.00
02/04/14	Weisz, Steven	Considering and ; follow up on	0.3	820.00	246.00



Invoice:	1786268
Date:	April 30, 2014
Page:	4

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
		translation of decision of Mongeon J.			
02/05/14	Beaumier, Jacques	Revising English judgment from Superior Court.	4.3	320.00	1,376.00
02/05/14	Weisz, Steven	Reviewing and considering	3.2	820.00	2,624.00
02/05/14	Weisz, Steven	Emailing regarding	0.3	820.00	246.00
02/06/14	Beaumier, Jacques	Revising English judgment from Superior Court.	4.0	320.00	1,280.00
02/06/14	Spiro, Adam T.	Exchanging emails with S. Weisz regarding translation of January 24, 2014 decision.	0.1	290.00	29.00
02/06/14	Weisz, Steven	Following up on	2.4	820.00	1,968.00
02/07/14	Beaumier, Jacques	Revising English judgment from Superior Court.	4.5	320.00	1,440.00
02/07/14	Desimini, Kristina	Speaking to L. Rogers about next steps.	0.1	485.00	48.50
02/07/14	Rogers, Linc	Preparing for and attending conference call regarding	0.5	735.00	367.50
02/07/14	Weisz, Steven	Conference call regarding following up on matters relating to	2.1	820.00	1,722.00
02/10/14	Beaumier, Jacques	Revising English translation of Superior Court decision.	5.0	320.00	1,600.00
02/10/14	Dion, Caroline	Discussing internally with J. Beaumier the	0.2	270.00	54.00
02/10/14	Spiro, Adam T.	Exchanging emails with S. Guy regarding misidentification of attorneys on the judgment issued by Justice Mongeon on January 24, 2014; drafting and sending email to S. Weisz regarding same.	0.1	290.00	29.00
02/11/14	Beaumier, Jacques	Revising English translation of Superior Court decision.	5.0	320.00	1,600.00
02/11/14	Desimini, Kristina	Reviewing Claims Procedure Order, sending e-mail to L. Rogers regarding status of	0.2	485.00	97.00
02/12/14	Beaumier, Jacques	Revising English translation of Superior Court decision.	5.5	320.00	1,760.00

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Invoice: 1766268  
 Date: April 30, 2014  
 Page: 5

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
02/12/14	Rogers, Linc	Preparing draft letter to Morawetz, RSJ regarding the lift stay motion and submissions on Court of Appeal decision.	0.5	735.00	367.50
02/13/14	Locas, Julie	Proofreading judgment.	2.0	110.00	220.00
02/13/14	Richard, Laurent	Proofreading judgment.	2.4	185.00	444.00
02/13/14	Rogers, Linc	Finalizing letter to Morawetz, RSJ regarding lift stay motion.	0.3	735.00	220.50
02/13/14	Spiro, Adam T.	Various email exchanges and telephone conversations with S. Weisz regarding  drafting Motion for Leave to Appeal; emailing same to S. Weisz for review and comment.	2.9	290.00	841.00
02/13/14	Weisz, Steven	Discussing with N. Meakin regarding and considering  leave of appeal materials. ; working on	4.2	820.00	3,444.00
02/14/14	Beaumier, Jacques	Preparing affidavit; coordinating proofreading of English translation of Superior Court decision.	0.5	320.00	160.00
02/14/14	Desimini, Kristina	Conversation with L. Rogers regarding next steps.	0.1	485.00	48.50
02/14/14	Locas, Julie	Proofreading judgment.	0.9	110.00	99.00
02/14/14	Richard, Laurent	Proofreading judgment.	2.1	185.00	388.50
02/14/14	Rogers, Linc	Reviewing and commenting on draft notice of appeal; discussion with S. Weisz regarding same; e-mail correspondence regarding	1.5	735.00	1,102.50
02/14/14	Spiro, Adam T.	Revising and finalizing Motion for Leave to Appeal; preparing and finalizing all schedules thereto; various telephone conversations and email exchanges with S. Weisz in this regard; serving and filing Motion.	3.0	290.00	870.00
02/14/14	Weisz, Steven	Working on finalizing motion for leave to appeal; discussion with counsel for pension Committees and IQ; discussion with monitors.	4.6	820.00	3,772.00
02/17/14	Weisz, Steven	Email with counsel for IQ regarding	3.0	820.00	2,460.00
02/18/14	Weisz, Steven	Follow up regarding motion for leave to appeal.	1.2	820.00	984.00

Invoice:	1756268
Date:	April 30, 2014
Page:	6

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
02/19/14	Spiro, Adam T.	Reviewing notices of appearance received from other parties' counsel; forwarding same to S. Weisz.	0.1	290.00	29.00
02/19/14	Weisz, Steven	Discussion with Monitor regarding motion for leave to appeal and scheduling matters; email with former CRO and review correspondence from MDDEFP; email regarding filings by respondents to motion for leave; email with counsel for mercers.	1.4	820.00	1,148.00
02/20/14	Rogers, Linc	Coordinating conference call with Commercial List.	0.2	735.00	147.00
02/20/14	Spiro, Adam T.	Translating emails from White Birch Pension Committees' counsel to Justice Mongeon regarding the Monitor's motion for leave to appeal the January 24, 2014 judgment sending translation to S. Weisz.	0.2	290.00	58.00
02/20/14	Weisz, Steven	Email regarding and scheduling of motion for directions.	3.0	820.00	2,460.00
02/24/14	Weisz, Steven	Attend to matters relating to and ; email with counsel for Haley Pension Administration.	2.4	820.00	1,968.00
02/25/14	Brown, Georgia	Filing document at Commercial List.	1.0	245.00	245.00
02/25/14	Rogers, Linc	Preparing for and attending conference call hearing regarding lift stay motion; e-mailing out written endorsement.	0.6	735.00	441.00
02/25/14	Spiro, Adam T.	Exchanging emails with S. Weisz regarding	0.2	290.00	58.00
02/25/14	Weisz, Steven	Attend to matters relating to lift stay motion by Pennyfeather and leave to appeal Pension Priority Decision; attend conference call with counsel for BSI Pension Committees; discussion with monitor regarding 24th report and scheduling matters; arranging Chambers appointment and completion of commercial list request form; discussion with commercial list officer; email regarding dates for motion for leave to appeal to be heard in Montreal.	2.8	820.00	2,296.00
02/26/14	Shahiri, Aryo	Receiving instructions from S. Weisz regarding the notice of motion for directions to be drafted; drafting the notice of motion for directions.	1.9	390.00	741.00



Invoice: 1766268  
 Date: April 30, 2014  
 Page: 7

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
02/26/14	Spiro, Adam T.	Reviewing LKD's revised translation of Justice Mongeon's January 24, 2014 judgment.	1.0	290.00	290.00
02/26/14	Weisz, Steven	Working on court report and notice of motion; email regarding - discussion with counsel for BSI Pension Committee regarding motion for advice and directions and translation of Pension Priority Decision; review comments or translation from Counsel for BSI Pension Committee; email with Commercial List Office; discussion with counsel for Haley Pension Administration.	4.8	820.00	3,936.00
02/27/14	Shalviri, Aryo	Drafting the notice of motion for directions.	0.4	390.00	156.00
02/27/14	Spiro, Adam T.	Exchanging emails with T. Hobday and S. Weisz; finalizing translation of Justice Mongeon's decision.	0.7	290.00	203.00
02/27/14	Weisz, Steven	Email regarding finalization of comments; translation of Pension Priority Decision with counsel for BSI Pension Committee and A. Spiro; reviewing comments and affidavit.	0.8	820.00	656.00
02/28/14	Dion, Caroline	Coordinating and reviewing the translation prepared by A. Lanouette-Marier.	0.6	270.00	162.00
02/28/14	Lanouette-Marier, Anthony	Translating a notice of non-compliance; correcting said notice in light of C. Dion's comments; sending the notice to S. Weisz.	1.8	180.00	324.00
02/28/14	Shalviri, Aryo	Analyzing and considering the notice of motion for directions; corresponding with S. Weisz regarding the final version of the monitor's 24h report.	0.2	390.00	78.00
02/28/14	Spiro, Adam T.	Reviewing email from S. Weisz regarding letter to be translated; emailing C. Dion regarding same.	0.1	290.00	29.00
03/01/14	Rogers, Linc	Reviewing draft Monitor's Report; reviewing and revising draft notice of motion.	1.0	735.00	735.00
03/03/14	Shalviri, Aryo	Drafting the Notice of Motion to schedule a date for the motion for directions.	1.6	390.00	624.00
03/03/14	Weisz, Steven	Finalize motion materials for advice and directions.	2.3	820.00	1,886.00
03/04/14	Bussière, Natalie	Reviewing an email and documents sent by S. Weisz; reviewing emails sent by A. Spiro and S. Weisz; drafting an email to S. Weisz regarding	0.4	550.00	220.00



Invoice: 1766268  
Date: April 30, 2014  
Page: 8

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
03/04/14	Spiro, Adam T.	Reviewing [redacted] forwarded from S. Weisz; exchanging emails with S. Weisz regarding same.	0.3	290.00	87.00
03/04/14	Weisz, Steven	Attend to matters relating to motion for advice and directions and review and consider [redacted]; email with [redacted] monitor.	2.6	820.00	2,132.00
03/05/14	Weisz, Steven	Prepare for and negotiate timetable for hearing. Further consideration of claims and status of various stakeholders in estates.	2.6	820.00	2,132.00
03/06/14	Shalvin, Aryo	Attending the scheduling hearing to set a date for the motion for directions.	0.5	390.00	195.00
03/06/14	Weisz, Steven	Prepare for, travel to/from and attend chambers appointment before Justice Newbould; discussion with counsel for Pension Committees and Monitor regarding timetable and scheduling matters and issues for advice and directions motion; follow up on issues relating [redacted] review submissions of counsel for class action plaintiffs in respect of lift stay motion and recent court of appeal decision reversing Timminco decision.	4.1	820.00	3,362.00
03/10/14	Weisz, Steven	Discussion with N. Meakin regarding e-mail for pension administrator regarding actual reports and quantity of pension claims; working on [redacted] and research relating to [redacted]	2.6	820.00	2,132.00
03/11/14	Weisz, Steven	Working on claims related matters and pension priority task; follow up on accounts for IQ claim.	2.4	820.00	1,968.00
03/12/14	Weisz, Steven	Following up on pension related claims matters and review of [redacted] email to council for Quebec Pension Committees; discussion with J. Sommers regarding [redacted]; discussion with [redacted] monitor; follow up on responding counsel for Quebec Pension Committees.	1.8	820.00	1,476.00
03/13/14	Sommers, Jeffrey	Reviewing email from S. Weisz regarding [redacted] discussion with [redacted]	0.3	730.00	219.00

Invoice: 1768268  
 Date: April 30, 2014  
 Page: 9

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
		S. Weisz regarding same.			
03/19/14	Spiro, Adam T.	Exchanging emails with S. Weisz regarding Quebec appeal.	0.1	290.00	29.00
03/21/14	Weisz, Steven	Reviewing correspondence and responding material of counsel of Mercer; reviewing responding material of counsel for Quebec Pension Committees; email with monitor regarding position of Mercer.	1.4	820.00	1,148.00
03/24/14	Weisz, Steven	Preparing draft response to counsel for Mercer and forward to monitor; reviewing responding submissions of J. Walsh; considering response materials of Quebec Pension Committees and next steps; email regarding	1.8	820.00	1,476.00
03/25/14	MacMillan, Alexander	Researching ; preparing corresponding report.	3.1	245.00	759.50
03/25/14	Shalviri, Aryo	Receiving instructions from S. Weisz on research to be conducted regarding  ; providing instructions to A. MacMillan to conduct research on  beginning to review the research conducted by A. MacMillan on same.	0.4	390.00	156.00
03/25/14	Weisz, Steven	Email with counsel for Mercer; review report on  ; discussion with monitor regarding the same; finalize correspondence to counsel for Mercer regarding motion for advice and direction.	0.7	820.00	574.00
03/26/14	MacMillan, Alexander	Researching  ; preparing corresponding report.	0.4	245.00	98.00
03/26/14	Shalviri, Aryo	Reviewing the research of A. MacMillan on  ; conducting further research on   ; reviewing the letter and correspondence received from Investissement Quebec; drafting an email	1.8	390.00	702.00

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Invoice: 1766268  
 Date: April 30, 2014  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
		summarizing the research to S. Weisz.			
03/26/14	Weisz, Steven	Review and research regarding  (and)  review correspondence from counsel for IQ	1.4	820.00	1,148.00
03/28/14	Weisz, Steven	Conference call with counsel for Quebec Pension Committees; reviewing and considering  consider	1.3	820.00	1,066.00
03/31/14	Shalviri, Aryo	Conducting research on   ; beginning to draft an outline of the factum for the motion for advice and directions.	3.4	390.00	1,326.00
03/31/14	Weisz, Steven	Discussion with Monitor regarding  working on responding materials and factum.	2.3	820.00	1,886.00
<b>Total Fees for this Matter</b>					<b>\$ 96,119.00</b>

Matter Timekeeper Summary	ID	Hours	Rate (\$)	Amount (\$)
Beaumier, Jacques	JSB	28.8	320.00	9,216.00
Brown, Georgia	GBW	1.0	245.00	245.00
Bussière, Natalie	NBU	0.4	550.00	220.00
Desimini, Kristina	KDI	0.4	485.00	194.00
Dion, Caroline	CDI	2.8	270.00	756.00
Lanouette-Marier, Anthony	ANLM	40.7	180.00	7,326.00
Locas, Julie	JULO	2.9	110.00	319.00
MacMillan, Alexander	XCM	3.5	245.00	857.50
Richard, Laurent	LRI	4.5	185.00	832.50
Rogers, Linc	LCR	4.8	735.00	3,528.00
Shalviri, Aryo	ARY	10.2	390.00	3,978.00
Sommers, Jeffrey	ADQ	0.3	730.00	219.00
Spiro, Adam T.	ATSP	14.4	290.00	4,176.00

Invoice: 1756268  
 Date: April 30, 2014  
 Page: 11

Matter Timekeeper Summary	ID	Hours	Rate (\$)	Amount (\$)
Thompson, Nancy	NAB	2.0	310.00	620.00
Weisz, Steven	SJW	77.6	820.00	63,632.00
<b>Total</b>		<b>194.3</b>		<b>\$ 96,119.00</b>

**Taxable Disbursement(s)**

Bailiff Services	\$ 115.28	
Courier	31.46	
Duplicating	1,905.65	
Search Fees	6.01	
Telephone/Facsimile	5.50	
		<b>\$ 2,063.90</b>

**Non-taxable Disbursement(s)**

Filing Fee	\$ 127.00	
		<b>\$ 127.00</b>

**Harmonized Sales Tax (13.0%)**

12,763.78

**Total Due for this Matter in Canadian Currency**

**\$ 111,073.68 CAD**



Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 199 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto, ON M5L 1A9, Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

## INVOICE

Please write invoice  
 number(s) on cheque

May 15, 2014

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

Invoice: 1769255  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: Timminco Limited and Bécancour Silicon Inc.

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended April 30, 2014, as follows:

	Total Fees	\$ 21,008.00
<b><u>Taxable Disbursement(s)</u></b>		
Courier	\$ 7.50	
Duplicating	305.75	
Telephone/Facsimile	2.00	
		<u>\$ 315.25</u>
	Harmonized Sales Tax (13.0%)	2,772.02
	<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<u><b>\$ 24,095.27 CAD</b></u>



Invoice:	1769255
Date:	May 15, 2014
Page:	2

Re: Timminco Limited and Bécancour Silicon Inc. (000002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
04/01/14	Shalviri, Aryo	Receiving instructions from S. Weisz on the factum to be drafted in support of the Monitor's motion for advice and directions.	0.2	390.00	78.00
04/01/14	Weisz, Steven	Following up on matters relating to scheduling of motion for leave to appeal review and emailing counsel for Quebec Pension Committees regarding	0.8	820.00	656.00
04/02/14	Shalviri, Aryo	Conducting research on	0.3	390.00	117.00
04/02/14	Spiro, Adam T.	Reviewing email from S. Weisz; reviewing and sending email report to S. Weisz; drafting	0.3	290.00	87.00
04/02/14	Weisz, Steven	Considering discussion with Monitor; emailing A. Spiro and N. Bussiere regarding same; reviewing decisions of Mongeon J.	1.2	820.00	984.00
04/03/14	Shalviri, Aryo	Finishing research on the drafting the factum for the motion.	8.4	390.00	3,276.00
04/03/14	Weisz, Steven	Reviewing Order of Discharge of trustee of Timminco Silicon Holding Limited; following up on	0.6	820.00	492.00
04/03/14	Weisz, Steven	Working on factum for motion for advice and directions; reviewing correspondence from counsel for Mercer regulatory position or motion for advice to direction; forward to Monitor and discuss position of Mercer.	1.6	820.00	1,312.00
04/04/14	Shalviri, Aryo	Reviewing the comments of S. Weisz on the draft factum; revising the factum further to reflect the comments of S. Weisz.	1.4	390.00	546.00
04/04/14	Spiro, Adam T.	Telephone conversation with S. Weisz regarding status of Quebec appeal proceedings.	0.2	290.00	58.00
04/04/14	Weisz, Steven	Working on factum; discussion with monitor; emailing counsel for IQ; emailing counsel for	4.4	820.00	3,608.00



Invoice: 1769255  
 Date: May 15, 2014  
 Page: 3

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
		Quebec Pension Committees; considering correspondence from counsel for Mercer.			
04/07/14	Shalvin, Aryo	Finalizing the factum and Preparing a book of authorities; arranging for the factum and book of authorities to be served.	1.5	390.00	585.00
04/07/14	Spiro, Adam T.	Drafting and sending email to Quebec counsel for all parties regarding the timing of a prospective hearing of the motion for leave to appeal Justice Mongeon's January 24th decision.	0.4	290.00	116.00
04/07/14	Spiro, Adam T.	Subsequent email exchanges with Quebec counsel regarding scheduling of Motion for leave to appeal.	0.2	290.00	58.00
04/07/14	Spiro, Adam T.	Preparing and filing amended notice of presentation of motion for leave to appeal.	0.2	290.00	58.00
04/07/14	Weisz, Steven	Working on factum; reviewing discussion with counsel for Quebec Pension Committees; prepare cover email regarding service of factum; email regarding motion for leave to appeal to chedding matters.	2.4	820.00	1,968.00
04/08/14	Weisz, Steven	Considering and	1.2	820.00	984.00
04/09/14	Spiro, Adam T.	Receiving confirmation of filing of New Notice of presentation.	0.1	290.00	29.00
04/09/14	Weisz, Steven	Emailing with counsel for Quebec Pension Plan Committee regarding motion for directions and emailing counsel of IQ regarding ongoing review of claim and request for additional information; emailing and discussion with monitor regarding same; reviewing and considering email messages; discussion with monitor; email regarding adjournment of motion for directions.	1.4	820.00	1,148.00
04/10/14	Shalvin, Aryo	Engaging in email correspondence regarding the motion for advice and directions.	0.1	390.00	39.00
04/10/14	Weisz, Steven	Emailing regarding and discussing with monitor; emailing regarding request for adjournment of motion for directions; preparing email to court and review with	1.2	820.00	984.00



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Invoice: 1769255  
 Date: May 15, 2014  
 Page: 4

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
		counsel.			
04/14/14	Weisz, Steven	Attending to scheduling matters and following up on review of claims regarding IQ matters.	0.6	820.00	492.00
04/15/14	Rogers, Linc	Discussion with Justice Morawetz regarding written submissions in lift stay motion; e-mail correspondence to applicable counsel regarding same.	0.4	735.00	294.00
04/15/14	Weisz, Steven	E-mailing regarding submissions to Morawetz J.	0.2	820.00	164.00
04/16/14	Weisz, Steven	Emailing regarding Lift Stay Motion.	0.2	820.00	164.00
04/17/14	Weisz, Steven	Attending to adjournment of April 23, 2014 hearing date; emailing regarding	0.5	820.00	410.00
04/21/14	Weisz, Steven	E-mailing with counsel for IQ and court regarding adjournment of Motion of Direction to June 12, 2014; discussing with N. Meakin regarding and	0.4	820.00	328.00
04/22/14	Weisz, Steven	Following up on reviewing	0.3	820.00	246.00
04/24/14	Weisz, Steven	Meeting with Monitor to discuss ; review Monitor's	0.9	820.00	738.00
04/28/14	Spiro, Adam T.	Reviewing email from T. Hobday regarding timing of motion for leave to appeal.	0.1	290.00	29.00
04/28/14	Weisz, Steven	E-mailing regarding adjournment of Motion for Directions and reviewing ; discussing with Timminco and e-mailing with counsel for ABB regarding request for waived of deemed Undertaking Rule.	0.8	820.00	656.00
04/30/14	Spiro, Adam T.	Exchanging emails with S. Weisz and counsel for the pension plans and for Investissement Québec regarding the timing of the motion for leave to appeal Justice Mongeon's January 24 judgment.	0.2	290.00	58.00
04/30/14	Weisz, Steven	E-mailing regarding adjournment of Quebec Court of Appeal hearing for Leave to Appeal and	0.3	820.00	246.00
<b>Total Fees for this Matter</b>					<b>\$ 21,008.00</b>

Invoice:	1769255
Date:	May 15, 2014
Page:	5

Matter Timekeeper Summary	ID	Hours	Rate (\$)	Amount (\$)
Rogers, Linc	LCR	0.4	735.00	294.00
Shalvin, Aryo	ARY	11.9	390.00	4,641.00
Spiro, Adam T.	ATSP	1.7	290.00	493.00
Weisz, Steven	SJW	19.0	820.00	15,580.00
<b>Total</b>		<b>33.0</b>		<b>\$ 21,008.00</b>

**Taxable Disbursement(s)**

Courier	\$ 7.50
Duplicating	305.75
Telephone/Facsimile	2.00

\$ 315.25

Harmonized Sales Tax (13.0%)

2,772.02

**Total Due for this Matter in Canadian Currency**

**\$ 24,095.27 CAD**





Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 199 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto ON M5L 1A9 Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

## INVOICE

Please write invoice  
 number(s) on cheque

June 30, 2014

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

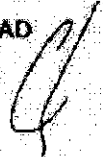
Invoice: 1778330  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: Timminco Limited and Bécancour Silicon Inc.

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended May 31, 2014, as follows:

	<b>Total Fees</b>	<b>\$ 20,684.50</b>
<b><u>Taxable Disbursement(s)</u></b>		
Land Title Searches	\$ 1.74	
Search Fees	78.28	
Searches-Other	2.70	
		<u>\$ 82.72</u>
	<b>Harmonized Sales Tax (13.0%)</b>	<b>2,699.74</b>
	<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b>\$ 23,466.96 CAD</b>





Invoice: 1778330  
 Date: June 30, 2014  
 Page: 2

Re: Timminco Limited and Bécancour Silicon Inc. (000002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
05/01/14	Spiro, Adam T.	Reviewing email from C. Mercier and T. Hobday regarding scheduling of motion for leave to appeal; making arrangements to postpone motion accordingly.	0.2	290.00	58.00
05/01/14	Weisz, Steven	E-mailing regarding Leave to Appeal Motion and ; discussing with the Monitor regarding	0.6	820.00	492.00
05/02/14	Weisz, Steven	E-mailing regarding ; attending conference call with counsel for Mercer and reviewing	0.9	820.00	738.00
05/05/14	Desimini, Kristina	Reviewing and responding to e-mails from T. Vanderlaan and N. Meakin regarding reviewing  telephone conversation with L. Rogers; telephone conversation with N. Meakin; drafting and sending e-mail requesting ; reviewing e-mails from L. Rogers regarding same; reviewing e-mail from A. Spiro regarding	4.6	485.00	2,231.00
05/05/14	Rogers, Linc	E-mail correspondence regarding	0.5	735.00	367.50
05/05/14	Spiro, Adam T.	Reviewing email from K. Desimini regarding ; legal research; reviewing memoranda on file; drafting and sending email memorandum to K. Desimini and L. Rogers.	1.0	290.00	290.00
05/06/14	Desimini, Kristina	Meeting with L. Rogers to discuss telephone call with L. Rogers and N. Meakin to discuss same; e-mailing A. Spiro regarding	1.4	485.00	679.00
05/06/14	Rogers, Linc	Reviewing ; discussion with K. Desimini regarding ; conference call with K. Desimini and N. Meakin regarding same.	1.5	735.00	1,102.50

# Blakes

Invoice: 1778330  
 Date: June 30, 2014  
 Page: 3

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
05/07/14	Desimini, Kristina	Reviewing e-mail from A. Spiro regarding meeting with L. Rogers to discuss ; phone call with N. Meakin to discuss ; leaving voicemail messages for D&O Counsel and counsel to the BSI Pension Committees.	2.0	485.00	970.00
05/07/14	Marino, Julie	Conducting ; sending to A. Spiro.	0.6	200.00	120.00
05/07/14	Rogers, Linc	Reviewing e-mail correspondence from A. Spiro regarding discussion with K. Desimini regarding discussion with N. Meakin regarding same; short status discussion with S. Weisz regarding same.	1.0	735.00	735.00
05/07/14	Spiro, Adam T.	Reviewing in analysis of the	0.4	290.00	116.00
05/07/14	Spiro, Adam T.	Drafting email memorandum to K. Desimini and L. Rogers regarding	0.5	290.00	145.00
05/07/14	Spiro, Adam T.	Telephone conversation with L. Rogers and K. Desimini regarding	0.1	290.00	29.00
05/07/14	Weisz, Steven	E-mailing and discussing with the Monitor regarding	0.4	820.00	328.00
05/08/14	Desimini, Kristina	Reviewing e-mail from A. Spiro.	0.1	485.00	48.50
05/08/14	Guy, Sébastien	Meeting with A. Spiro.	0.2	540.00	108.00
05/08/14	Guy, Sébastien	Reviewing draft.	0.2	540.00	108.00
05/08/14	Rogers, Linc	Interoffice meeting with S. Weisz to consider telephone call with A. Spiro and S. Weisz regarding same.	1.0	735.00	735.00

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Invoice: 1778330  
 Date: June 30, 2014  
 Page: 4

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
05/08/14	Spiro, Adam T.	Telephone conversation with S. Weisz and L. Rogers regarding	0.3	290.00	87.00
05/08/14	Spiro, Adam T.	Meeting with S. Guy regarding	0.4	290.00	116.00
05/08/14	Spiro, Adam T.	Drafting email memorandum regarding	1.0	290.00	290.00
05/08/14	Weisz, Steven	E-mailing regarding	0.4	820.00	328.00
05/09/14	Desimini, Kristina	Reviewing e-mail from A. Spiro regarding sending e-mail to L. Rogers regarding same.	0.4	485.00	194.00
05/09/14	Rogers, Linc	E-mail correspondence with A. Spiro and K. Desimini regarding e-mail correspondence with N. Meakin regarding same.	0.5	735.00	367.50
05/12/14	Desimini, Kristina	Meeting with L. Rogers.	0.8	485.00	388.00
05/12/14	Rogers, Linc	Interoffice meeting with K. Desimini and S. Weisz regarding	0.4	735.00	294.00
05/12/14	Spiro, Adam T.	Reviewing email from L. Rogers regarding	0.1	290.00	29.00
05/12/14	Spiro, Adam T.	Drafting and sending email response to L. Rogers regarding	0.1	290.00	29.00
05/12/14	Weisz, Steven	Reviewing e-mail and considering	1.2	820.00	984.00
05/13/14	Desimini, Kristina	Drafting and sending draft e-mail to D&O counsel and counsel to CEP to L. Rogers; drafting e-mail to A. MacMillan requesting research.	0.9	485.00	436.50
05/14/14	Desimini, Kristina	Reviewing and responding to voicemail message from L. Rogers; sending e-mail to A. MacMillan with research instructions; telephone conversations with L. Rogers and A. MacMillan regarding same; reviewing e-mail from A. Spiro regarding	2.1	485.00	1,018.50
05/14/14	Rogers, Linc	Reviewing e-mail correspondence regarding voicemail to N. Meakin regarding same; discussing same with S. Weisz.	0.7	735.00	514.50

Invoice: 1778330  
 Date: June 30, 2014  
 Page: 5

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
05/14/14	Spiro, Adam T.	Finalizing and sending email memorandum to S. Weisz.	0.2	290.00	58.00
05/14/14	Weisz, Steven	Discussing and e-mailing with the Monitor regarding e-mailing with counsel for Mercer and Quebec Pension Committees regarding	1.2	820.00	984.00
05/20/14	Desimini, Kristina	E-mailing telephone conversation with L. Rogers and S. Weisz regarding e-mailing documentation to S. Weisz and L. Rogers; reviewing and responding to e-mail from S. Weisz regarding	0.4	485.00	194.00
05/20/14	Rogers, Linc	E-mail correspondence regarding reviewing discussion with S. Weisz and N. Meakin regarding same; e-mail correspondence regarding same.	1.1	735.00	808.50
05/20/14	Weisz, Steven	Analyzing and discussing with the Monitor. considering e-mailing with counsel for IQ; reviewing e-mailing with counsel for Mercer.	2.2	820.00	1,804.00
05/21/14	Desimini, Kristina	Reviewing and responding to e-mail from S. Weisz regarding	0.3	485.00	145.50
05/21/14	Weisz, Steven	Reviewing e-mailing with counsel for IQ; considering following up with e-mailing with counsel for ABB.	0.4	820.00	328.00
05/22/14	Weisz, Steven	Discussing with counsel for Quebec Pension Committees; e-mailing counsel for Mercer; following up on e-mailing and discussing with counsel for ABB case.	1.2	820.00	984.00
05/23/14	Weisz, Steven	E-mailing with counsel for IQ regarding e-mailing with counsel for Mercers regarding	0.4	820.00	328.00



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Invoice: 1778338  
 Date: June 30, 2014  
 Page: 6

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
05/29/14	Weisz, Steven	Following up with counsel for IQ regarding discussing with Monitor; following up with counsel for Quebec Pension Committees.	0.4	820.00	328.00
05/30/14	Weisz, Steven	Following up with counsel for IQ and Quebec Pension Committees regarding	0.3	820.00	246.00
<b>Total Fees for this Matter</b>					<b>\$ 20,684.50</b>

Matter Timekeeper Summary	ID	Hours	Rate (\$)	Amount (\$)
Desimini, Kristina	KDI	13.0	485.00	6,305.00
Guy, Sébastien	SGU	0.4	540.00	216.00
Manno, Julie	JUMA	0.6	200.00	120.00
Rogers, Linc	LGR	6.7	735.00	4,924.50
Spiro, Adam T.	ATSP	4.3	290.00	1,247.00
Weisz, Steven	SJW	9.6	820.00	7,872.00
<b>Total</b>		<b>34.6</b>		<b>\$ 20,684.50</b>

**Taxable Disbursement(s)**

Land Title Searches \$ 1.74  
 Search Fees 76.28  
 Searches-Other 2.70

\$ 82.72

Harmonized Sales Tax (13.0%)

2,699.74

**Total Due for this Matter in Canadian Currency**

**\$ 23,466.96 CAD**



Blake, Cassels & Graydon LLP  
Barristers & Solicitors  
Patent & Trade-mark Agents  
199 Bay Street  
Suite 4000, Commerce Court West  
Toronto ON M5L 1A9 Canada  
Tel: 416-863-2400 Fax: 416-863-2653

**INVOICE**

Please write invoice number(s) on cheque.

July 17, 2014

FTI Consulting, Inc.  
TD Waterhouse Tower  
79 Wellington Street  
Suite 2010  
Toronto, ON M5K 1G8  
Canada

Invoice: 1780898  
Billing Lawyer: Weisz, Steven  
HST/GST No.: R119396778  
Client: 00079294  
Matter: 000002

Attention: Nigel D. Meakin  
Senior Managing Director

Re: Timminco Limited and Bécancour Silicon Inc.

FOR PROFESSIONAL SERVICES RENDERED  
during the period ended June 30, 2014, as follows:

	<b>Total Fees</b>	<b>\$ 23,668.50</b>
<b><u>Taxable Disbursement(s)</u></b>		
Bailiff Services	\$ 12.00	
Duplicating	607.20	
		<u>\$ 619.20</u>
	<b>Harmonized Sales Tax (13.0%)</b>	<b>3,157.41</b>
	<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b><u>\$ 27,445.11 CAD</u></b>



Invoice: 1780808  
 Date: July 17, 2014  
 Page: 2

Re: Timminco Limited and Bécancour Silicon Inc. (000002)

Date (only)	Timekeeper	Description	Hours	Rate	Amount (\$)
06/02/14	Desimini, Kristina	Telephone conversation with N. Meakin regarding locating and forwarding correspondence regarding same to N. Meakin; reviewing voicemail from N. Meakin regarding ; locating and forwarding correspondence regarding same to N. Meakin.	0.8	485.00	388.00
06/02/14	Weisz, Steven	Discussing with the Monitor regarding following up with counsel for IQ and the Quebec Pension Committee regarding e-mailing regarding	0.7	820.00	574.00
06/03/14	Desimini, Kristina	Reviewing and responding to voicemail message from L. Rogers regarding	0.1	485.00	48.50
06/03/14	Weisz, Steven	Emailing with counsel for IQ regarding ; emailing counsel for D&O regarding ; responding to email from ; reviewing and discussing with Monitor; working on court report; discussing with counsel for Quebec Pension Committees.	1.4	820.00	1,148.00
06/04/14	Desimini, Kristina	Reviewing and responding to voicemail message from L. Rogers regarding	0.1	485.00	48.50
06/06/14	Desimini, Kristina	Receiving instructions from S. Weisz regarding drafting notice of motion and draft order regarding reviewing draft Twenty-Fifth Report of the Monitor.	0.5	485.00	242.50
06/06/14	Spiro, Adam T.	Exchanging emails with S. Weisz; exchanging messages with T. Hobday regarding.	0.1	290.00	29.00
06/06/14	Weisz, Steven	Attending Commercial List office to book chambers appointment; discussing with counsel for Quebec Pension Committees; working on Monitor's Report; e-mailing with	1.8	820.00	1,476.00

Invoice: 1760858  
 Date: July 17, 2014  
 Page: 3

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
		Monitor, emailing regarding			
06/08/14	Desimini, Kristina	Reviewing draft Twenty-Fifth Monitor's Report; drafting notice of motion and Order.	1.3	485.00	630.50
06/09/14	Desimini, Kristina	E-mailing L. Rogers regarding	0.2	485.00	97.00
06/09/14	Rogers, Linc	Email exchanges regarding	0.4	735.00	294.00
06/09/14	Ross, Rebecca	Filing documents at commercial list	0.9	220.00	198.00
06/09/14	Weisz, Steven	Discussing with Court Registrar regarding chambers appointment; finalizing Monitor's Report; arranging for service and filing of Monitor's Report; working on notice of motion and draft order; emailing and discussing with counsel for Mercers and Quebec Pension Committees and Monitor regarding court attendance June 10, 2014; emailing with counsel for IQ regarding court hearing June 10, 2014; emailing regarding ; emailing the service list regarding Chambers Appointment; discussing with and emailing with counsel for former directors and officers.	2.4	820.00	1,968.00
06/10/14	Weisz, Steven	Preparing for, travelling to and from attending court hearing before Justice Morawetz; discussing with counsel for BSI Pension Committees and Mercer regarding court dates and quantification and distribution matters; discussing with Monitor regarding same.	2.3	820.00	1,886.00
06/11/14	Spiro, Adam T.	Reviewing emails from S. Weisz regarding	0.1	290.00	29.00
06/11/14	Weisz, Steven	Emailing with counsel for Mercer and former D&O; preparing unofficial transcript of endorsement and draft order; emailing the service list; following up on	0.8	820.00	656.00
06/12/14	Spiro, Adam T.	Exchanging emails with counsel to Investissement Québec and the Regroupement regarding the	0.2	290.00	58.00
06/12/14	Spiro, Adam T.	Telephone conversations with counsel to Investissements Quebec to	0.1	290.00	29.00

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Invoice: 1780808  
 Date: July 17, 2014  
 Page: 4

Date Invoiced	Timekeeper	Description	Hours	Rate	Amount (\$)
06/12/14	Spiro, Adam T.	Sending Discontinuance of Quebec appeal to opposing counsel for signature.	0.1	290.00	29.00
06/12/14	Weisz, Steven	Attending conference call with counsel for directors; follow up on matters relating to motion on June 24, 2014 and withdrawal of motion for advice and directions and discontinuance of leave to appeal; emailing with Department of Justice.	1.7	820.00	1,394.00
06/13/14	Guy, Sébastien	Exchange of emails with S. Weisz and A. Spiro.	0.3	540.00	162.00
06/13/14	Spiro, Adam T.	Exchanging emails with opposing counsel regarding discontinuance of appeal proceedings.	0.1	290.00	29.00
06/13/14	Spiro, Adam T.	Reviewing duly signed discontinuance received from opposing counsel and preparing same for filing.	0.1	290.00	29.00
06/13/14	Weisz, Steven	Emailing with counsel for Quebec Pension Committee regarding transcripts of endorsement and discontinuance of motion for leave to appeal; emailing with A. Spiro; revising correspondence from counsel for Quebec Pension Committees to Justice Mogeon; obtaining translation; finalizing order.	0.6	820.00	492.00
06/15/14	Spiro, Adam T.	Reviewing and editing translation of letter from Regroupement's counsel to Justice Mogeon.	0.3	290.00	87.00
06/16/14	Shalviri, Aryo	Beginning to draft motion materials.	0.3	390.00	117.00
06/16/14	Weisz, Steven	E-mailing with the Monitor; following up on	0.4	820.00	328.00
06/17/14	Shalviri, Aryo	Revising the draft order extending the stay of proceedings; having the draft order issued and entered by the court.	2.0	390.00	780.00
06/17/14	Weisz, Steven	Emailing with counsel for US; following up on status of stay extension Order; working on Motion materials; reviewing memorandum from Mercer regarding	0.6	820.00	492.00
06/18/14	Shalviri, Aryo	Drafting the motion materials for the motion	0.7	390.00	273.00



Invoice: 1780898  
 Date: July 17, 2014  
 Page: 5

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		returnable June 24, 2014.			
06/18/14	Weisz, Steven	Emailing with counsel for BSI Pension Committees; working on court materials.	0.5	820.00	410.00
06/19/14	Desimini, Kristina	Reviewing and responding to e-mail from S. Weisz regarding	0.1	485.00	48.50
06/19/14	Shalviri, Aryo	Drafting the motion materials for the motion returnable June 24, 2014.	2.2	390.00	858.00
06/19/14	Weisz, Steven	Working on Motion materials; following up on reviewing ; emailing with counsel for D&O; emailing and inquiring into status of	1.4	820.00	1,148.00
06/20/14	Litigation Services	Filed Motion Record.			25.00
06/20/14	Shalviri, Aryo	Finalizing the motion materials for the motion returnable June 24, 2014; having motion materials served on the service list; filing the motion materials.	2.1	390.00	819.00
06/20/14	Weisz, Steven	Finalizing court materials; following up on ; reviewing emailing with Monitor and D&O counsel.	1.8	820.00	1,476.00
06/23/14	Shalviri, Aryo	Preparing for the motion returnable June 24, 2014; revising the draft order to reflect discussions with A. Hatnay and T. McRae.	1.0	390.00	390.00
06/23/14	Weisz, Steven	Attending conference call with counsel for Quebec Pension Committees regarding draft order; negotiating and finalizing form of order; emailing regarding position of IQ; discussing with counsel for former D&O regarding claims matters and form of order; reviewing information provided to IQ regarding	1.8	820.00	1,476.00
06/24/14	Shalviri, Aryo	Attending court to deliver the clean copies and blacklines of the revised draft order; having the orders from the Motions returnable June 10, 2014 and June 24, 2014 issued and entered.	1.4	390.00	546.00
06/24/14	Weisz, Steven	Attending court hearing; discussing with counsel for Mercers and Quebec Pension Committee regarding discussing with counsel for former D&O regarding position on motion; arranging for	2.6	820.00	2,132.00

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Invoice: 1760898  
 Date: July 17, 2014  
 Page: 6

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
		Order to be issued, entered and served on service list.			
06/24/14	Weisz, Steven	Emailing with counsel for former D&O.	0.2	820.00	164.00
06/30/14	Weisz, Steven	Emailing with Monitor and counsel for IQ	0.2	820.00	164.00
<b>Total Fees for this Matter</b>					<b>\$ 23,668.50</b>

Matter/Timekeeper Summary	ID	Hours	Rate (\$)	Amount (\$)
Desimiri, Kristina	KDI	3.1	485.00	1,503.50
Guy, Sébastien	SGU	0.3	540.00	162.00
Litigation Services	LITG	0.0	0.00	25.00
Rogers, Linc	LCR	0.4	735.00	294.00
Ross, Rebecca	RZR	0.9	220.00	198.00
Shalviri, Aryo	ARY	9.7	390.00	3,783.00
Spiro, Adam T.	ATSP	1.1	280.00	319.00
Weisz, Steven	SJW	21.2	820.00	17,384.00
<b>Total</b>		<b>36.7</b>		<b>\$ 23,668.50</b>

**Taxable Disbursement(s)**

Bailiff Services  
 Duplicating

\$ 12.00  
 607.20

\$ 619.20

**Harmonized Sales Tax (13.0%)**

3,157.41

**Total Due for this Matter in Canadian Currency**

**\$ 27,445.11 CAD**

Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 199 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto ON M5L 1A9 Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

## INVOICE

Please write invoice  
 number(s) on cheque

August 22, 2014

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

Invoice: 1788355  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: Timminco Limited and Bécancour Silicon Inc.

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended July 31, 2014, as follows:

	Total Fees	
		\$ 4,032.00
<b>Taxable Disbursement(s)</b>		
Bailiff Services	\$ 33.65	
		\$ 33.65
<b>Non-taxable Disbursement(s)</b>		
Court Fees	\$ 127.00	
		\$ 127.00
	Harmonized Sales Tax (13.0%)	528.53
	<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b>\$ 4,721.18 CAD</b>





Invoice:	1788355
Date:	August 22, 2014
Page:	2

Re: Timminco Limited and Bécancour Silicon Inc. (000002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
07/07/14	Rogers, Linc	Reviewing and circulating endorsement regarding Pennyfeather lift stay motion.	0.3	735.00	220.50
07/08/14	Rogers, Linc	Reviewing and circulating amended endorsement in connection with lift stay matter.	0.2	735.00	147.00
07/08/14	Weisz, Steven	Reviewing endorsement of Morawetz RSJ on Pennyfeather Lift Stay Motion; emailing with the Monitor; emailing regarding	0.6	820.00	492.00
07/10/14	Weisz, Steven	Discussing with Monitor regarding ; emailing regarding	0.3	820.00	246.00
07/11/14	Weisz, Steven	Emailing with counsel for BSI Pension Committee.	0.2	820.00	164.00
07/15/14	Weisz, Steven	Preparing unofficial transcript of endorsements of Morawetz RJS.	0.5	820.00	410.00
07/16/14	Weisz, Steven	Finalizing and arranging service of Unofficial Transcript of Endorsement of Morawetz RJS.	0.3	820.00	246.00
07/21/14	Weisz, Steven	Preparing response to the inquiry from K. Neil of CSX Transportation regarding Private Road Grade Crossing Agreement for Beauharnois property; reviewing agreement and related court material.	0.6	820.00	492.00
07/24/14	Weisz, Steven	Emailing with counsel for	0.2	820.00	164.00
07/25/14	Weisz, Steven	Discussing with Monitor regarding outstanding matters; emailing regarding inquiry of Ministry of Mines and Northern Development (Haley Mine).	0.6	820.00	492.00
07/28/14	Rogers, Linc	E-mail correspondence regarding	0.3	735.00	220.50
07/28/14	Weisz, Steven	Reviewing emailing counsel for D & O and the insurer.	0.5	820.00	410.00
07/29/14	Weisz, Steven	Emailing regarding	0.2	820.00	164.00
07/31/14	Weisz, Steven	Emailing with counsel for Quebec Pension Plan Committee; emailing counsel for D & O.	0.2	820.00	164.00
<b>Total Fees for this Matter</b>					<b>\$ 4,032.00</b>

Invoice: 1788355  
 Date: August 22, 2014  
 Page: 3

Matter Timekeeper Summary	ID	Hours	Rate (\$)	Amount (\$)
Rogers, Linc	LCR	0.8	735.00	588.00
Weisz, Steven	SJW	4.2	820.00	3,444.00
	<b>Total</b>	<b>5.0</b>		<b>\$4,032.00</b>

**Taxable Disbursement(s)**

Bailiff Services \$ 33.65

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\$ 33.65

**Non-taxable Disbursement(s)**

Court Fees \$ 127.00

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\$ 127.00

Harmonized Sales Tax (13.0%) 528.53

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**Total Due for this Matter in Canadian Currency \$ 4,721.18 CAD**



Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 199 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto ON M5L 1A9 Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

## INVOICE

Please write invoice  
 number(s) on cheque

October 31, 2014

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

Invoice: 1802061  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: Timminco Limited and Bécancour Silicon Inc.

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended September 30, 2014, as follows:

	<b>Total Fees</b>	<b>\$ 14,615.00</b>
<b><u>Taxable Disbursement(s)</u></b>		
Courier	\$ 320.82	
Duplicating	331.25	
		<b>\$ 652.07</b>
<b><u>Non-taxable Disbursement(s)</u></b>		
Filing Fee	\$ 127.00	
		<b>\$ 127.00</b>
	<b>Harmonized Sales Tax (13.0%)</b>	<b>1,984.72</b>
	<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b>\$ 17,378.79 CAD</b>



Invoice: 1802061  
 Date: October 31, 2014  
 Page: 2

Re: Timminco Limited and Bécancour Silicon Inc. (000002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
08/06/14	Rogers, Linc	Emailing correspondence regarding	0.1	735.00	73.50
08/06/14	Weisz, Steven	Emailing regarding reviewing notice of motion and proposal order; emailing comment on draft order; reviewing motion record; emailing regarding	0.8	820.00	656.00
08/07/14	Weisz, Steven	Emailing and discussing with the Monitor regarding ; contacting representative of Ministry of Northern Affairs with Monitor's response.	0.3	820.00	246.00
08/15/14	Weisz, Steven	Reviewing	0.2	820.00	164.00
08/20/14	Weisz, Steven	Reviewing and considering email regarding ; reviewing notice of appeal regarding lift Stay Motion; emailing with counsel for former directors.	0.4	820.00	328.00
08/22/14	Weisz, Steven	Reviewing	0.6	820.00	492.00
09/10/14	Rogers, Linc	Reviewing	0.2	735.00	147.00
09/15/14	Weisz, Steven	Discussing with counsel for BSI Pension Committees regarding reviewing and considering	1.2	820.00	984.00
09/17/14	Weisz, Steven	Emailing with counsel for IQ BSI Pension Committees and monitor regarding ; reviewing	1.2	820.00	984.00
09/17/14	Weisz, Steven	Emailing with counsel for IQ and BSI.	0.4	820.00	328.00
09/23/14	Shalviri, Aryo	Receiving instructions from S. Weisz; drafting a Notice of Motion for an extension of the stay of proceedings; reviewing the Twenty- Sixth Report of the Monitor.	1.6	390.00	624.00

MONTREAL OTTAWA TORONTO CALGARY VANCOUVER NEW YORK LONDON BAHRAIN ALKHOBAYK BEI/RAJ SHANGHAI

\*Associated Office

Baker, Cassels & Fryden LLP | blakes.com



Invoice: 1802061  
 Date: October 31, 2014  
 Page: 3

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
09/23/14	Weisz, Steven	Working on court materials for stay extension motion.	1.2	820.00	984.00
09/24/14	Locke, Victoria	Preparing a Motion Record Index, contacting the Commercial List Court to obtain a trial date for a motion to extend the stay; preparing and sending a request for a trial date to the Commercial List Court; sending a copy of the Motion Record to the Commercial List Court.	1.3	245.00	318.50
09/24/14	Shalviri, Aryo	Engaging in email correspondence with S. Weisz; revising the motion materials; engaging in telephone correspondence with N. Meakin.	2.1	390.00	819.00
09/24/14	Weisz, Steven	Finalizing court materials for extension of stay; attending to service matters.	1.5	820.00	1,230.00
09/25/14	Bill, Roger	Translating from French to English.	2.1	180.00	378.00
09/25/14	Guy, Sébastien	Receiving and reviewing meeting with P. Lapierre; exchange of emails with S. Weisz; reviewing draft translation.	1.5	540.00	810.00
09/25/14	Lapierre, Patrick	Reviewing the translation of the meeting with S. Guy and R. Bill.	0.6	235.00	141.00
09/25/14	Shalviri, Aryo	Engaging in email correspondence with N. Meakin and S. Weisz; instructing V. Locke to file the motion materials.	0.4	390.00	156.00
09/25/14	Weisz, Steven	Reviewing and obtaining translation of reviewing English version of: reviewing emailing with counsel for BSI Pension Committee regarding motion for extension of stay.	1.8	820.00	1,476.00
09/26/14	Weisz, Steven	Preparing for and attending conference call to reviewing emailing regarding discussing with N. Meakin regarding	1.5	820.00	1,230.00
09/29/14	Weisz, Steven	Attending court hearing to extend stay of proceedings; emailing with counsel for Monitor of Northern Mines and Development	2.0	820.00	1,640.00

*Blakes*

Invoice: 1802061  
 Date: October 31, 2014  
 Page: 4

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
		regarding motion and claim.			
09/30/14	Shalvin, Aryo	Attending to fee issues relating to fee approval and outstanding approval matters; engaging in email correspondence with S. Weisz and N. Meakin regarding same.	0.2	390.00	78.00
09/30/14	Weisz, Steven	Following up on deemed trust matter, emailing with counsel for BSI Pension Committee; following up on fee approval matters and	0.4	820.00	328.00
<b>Total Fees for this Matter</b>					<b>\$ 14,615.00</b>

Matter Timekeeper Summary	ID	Hours	Rate (\$)	Amount (\$)
Bill, Roger	ROBI	2.1	180.00	378.00
Guy, Sébastien	SGU	1.5	540.00	810.00
Lapierre, Patrick	PLA	0.6	235.00	141.00
Locke, Victoria	VLO	1.3	245.00	318.50
Rogers, Linc	LCR	0.3	735.00	220.50
Shalvin, Aryo	ARY	4.3	390.00	1,677.00
Weisz, Steven	SJW	13.5	820.00	11,070.00
<b>Total</b>		<b>23.6</b>		<b>\$ 14,615.00</b>

**Taxable Disbursement(s)**

Courier	\$ 320.82	
Duplicating	331.25	
		\$ 652.07

**Non-taxable Disbursement(s)**

Filing Fee	\$ 127.00	
		\$ 127.00

Harmonized Sales Tax (13.0%) 1,984.72

**Total Due for this Matter in Canadian Currency \$ 17,378.79 CAD**



Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 199 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto, ON M5L 1A9 Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

## INVOICE

Please write invoice  
 number(s) on cheque

November 28, 2014

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

Invoice: 1806836  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: Timminco Limited and Bécancour Sillicon Inc.

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended October 31, 2014, as follows:

Total Fees	\$ 3,795.00
Harmonized Sales Tax (13.0%)	493.35
<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b>\$ 4,288.35 CAD</b>



Invoice:	1806836
Date:	November 28, 2014
Page:	2

Re: Timminco Limited and Bécancour Silicon Inc. (000002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
10/01/14	Spiro, Adam T.	Reviewing acknowledgement from the Tribunal Administrative du Québec of discontinuance of proceedings file by Unifor local 184 (0.1); drafting English summary of documents received and sending same to S. Weisz (0.1).	0.2	290.00	58.00
10/01/14	Weisz, Steven	Emailing regarding discontinuance of proceedings by Unifor before Administrative Tribunal of Quebec.	0.2	820.00	164.00
10/02/14	Rogers, Linc.	Reviewing and considering voicemail to M. Meakin; discussing same with S. Weisz.	0.3	735.00	220.50
10/02/14	Spiro, Adam T.	Reviewing and translating.	1.3	290.00	377.00
10/03/14	Weisz, Steven	Reviewing and providing comments on ; forwarding comments to counsel for IQ/BSI Pension Committee.	0.6	820.00	492.00
10/06/14	Lapierre, Patrick	Reviewing the french translation of the ; discussing the matter with S. Weisz over the phone.	0.9	235.00	211.50
10/06/14	Spiro, Adam T.	Preliminary review of S. Weisz's comments on translation of ; emailing same to P. Lapierre.	0.2	290.00	58.00
10/06/14	Weisz, Steven	Working on	1.2	820.00	984.00
10/07/14	Weisz, Steven	Finalizing	0.6	820.00	656.00
10/14/14	Weisz, Steven	Emailing with counsel regarding communications with Mongeon J. regarding	0.3	820.00	246.00
10/16/14	Weisz, Steven	Emailing regarding communications with Justice Mongeon regarding	0.2	820.00	164.00
10/17/14	Weisz, Steven	Emailing regarding	0.2	820.00	164.00
<b>Total Fees for this Matter</b>					<b>\$ 3,795.00</b>





Invoice:	1806836
Date:	November 28, 2014
Page:	5

Matter Timekeeper Summary	ID	Hours	Rate (\$)	Amount (\$)
Lapierre, Patrick	PLA	0.9	235.00	211.50
Rogers, Linc	LCR	0.3	735.00	220.50
Spiro, Adam T.	ATSP	1.7	290.00	493.00
Weisz, Steven	SJW	3.5	820.00	2,870.00
	<b>Total</b>	<b>6.4</b>		<b>\$ 3,795.00</b>

Harmonized Sales Tax (13.0%)

493.35

**Total Due for this Matter in Canadian Currency**

**\$ 4,288.35 CAD**



Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 199 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto ON M5L 1A9 Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

## INVOICE

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December 30, 2014

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

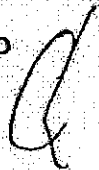
Invoice: 1813402  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: **Timminco Limited and Bécancour Silicon Inc.**

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended November 30, 2014, as follows:

Total Fees	\$ 521.00
Harmonized Sales Tax (13.0%)	67.73
<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b>\$ 588.73 CAD</b>





Invoice: 1813402  
 Date: December 30, 2014  
 Page: 2

Re: Timminco Limited and Bécancour Silicon Inc. (000002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
11/03/14	Weisz, Steven	Emailing regarding	0.3	820.00	246.00
11/05/14	Spiro, Adam T.	Reviewing received from T. Hobday; emailing to T. Hobday.	0.1	290.00	29.00
11/05/14	Weisz, Steven	Emailing regarding	0.3	820.00	246.00
<b>Total Fees for this Matter</b>					<b>\$ 521.00</b>

Matter Timekeeper Summary	ID	Hours	Rate (\$)	Amount (\$)
Spiro, Adam T.	ATSP	0.1	290.00	29.00
Weisz, Steven	SJW	0.6	820.00	492.00
<b>Total</b>		<b>0.7</b>		<b>\$ 521.00</b>

Harmonized Sales Tax (13.0%)

67.73

**Total Due for this Matter in Canadian Currency**

**\$ 588.73 CAD**



Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 199 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto ON M5L 1A9 Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

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December 31, 2014

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

Invoice: 1816392  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: Timminco Limited and Bécancour Silicon Inc.

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended December 31, 2014, as follows:

	Total Fees	
		\$ 1,530.00
<b><u>Taxable Disbursement(s)</u></b>		
Duplicating	\$ 10.25	
Transportation	8.85	
		<u>\$ 19.10</u>
<b><u>Non-taxable Disbursement(s)</u></b>		
Filing Fee	\$ 127.00	
		<u>\$ 127.00</u>
	Harmonized Sales Tax (13.0%)	201.38
	<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<u><b>\$ 1,877.48 CAD</b></u>



Invoice: 1816392  
 Date: December 31, 2014  
 Page: 2

Re: Timminco Limited and Bécancour Silicon Inc. (000002)

Date (month)	Timekeeper	Description	Hours	Rate	Amount (\$)
12/15/14	Shalviri, Aryo	Receiving instructions from S. Weisz, confirming the hearing date with A. Heath, drafting motion materials.	1.0	390.00	390.00
12/16/14	Shalviri, Aryo	Finalizing the motion materials for the stay extension motion returnable December 22, 2014; arranging for materials to be served and filed.	0.2	390.00	78.00
12/18/14	Weisz, Steven	Finalizing motion; emailing with counsel for Quebec pension committees and monitor.	0.2	820.00	164.00
12/22/14	Weisz, Steven	Preparing for travelling to and from and attending court hearing before Morawetz R.S.J. for motion seeking order extending stay until March 31, 2015; reporting to Monitor on outcome of court hearing.	1.0	820.00	820.00
12/24/14	Shalviri, Aryo	Drafting a clean copy of the order for extension of the stay; having clean copy of order for extension of stay dated December 22, 2014 issued and entered; serving same to the service list.	0.2	390.00	78.00
<b>Total Fees for this Matter</b>					<b>\$ 1,530.00</b>

Matter Timekeeper Summary	ID	Hours	Rate (\$)	Amount (\$)
Shalviri, Aryo	ARY	1.4	390.00	546.00
Weisz, Steven	SJW	1.2	820.00	984.00
<b>Total</b>		<b>2.6</b>		<b>\$ 1,530.00</b>

**Taxable Disbursement(s)**

Duplicating \$ 10.25  
 Transportation 8.85  
\$ 19.10

**Non-taxable Disbursement(s)**

Filing Fee \$ 127.00  
\$ 127.00

Harmonized Sales Tax (13.0%) 201.38

**Total Due for this Matter In Canadian Currency \$ 1,877.48 CAD**



Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 189 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto ON M5L 1A9 Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

## INVOICE

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March 12, 2015

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

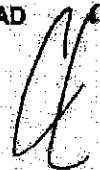
Invoice: 1828221  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: Timminco Limited and Bécancour Silicon Inc.

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended February 28, 2015, as follows:

Total Fees	\$ 392.50
Harmonized Sales Tax (13.0%)	51.03
<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b>\$ 443.53 CAD</b>



*Blakes*

Invoice: 1828221  
 Date: March 12, 2015  
 Page: 2

Re: Timminco Limited and Bécancour Silicon Inc. (000002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
02/05/15	Shalviri, Aryo	Engaging in email correspondence with N. Meakin.	0.1	485.00	48.50
02/23/15	Weisz, Steven	Emailing regarding claims matters regarding with T. Hobday and the Monitor.	0.4	860.00	344.00
<b>Total Fees for this Matter</b>					<b>\$392.50</b>

Matter	Timekeeper	Summary	ID	Hours	Rate (\$)	Amount (\$)
	Shalviri, Aryo		ARY	0.1	485.00	48.50
	Weisz, Steven		SJW	0.4	860.00	344.00
<b>Total</b>				<b>0.5</b>		<b>\$392.50</b>

Harmonized Sales Tax (13.0%) 51.03  
**Total Due for this Matter in Canadian Currency** \$443.53 CAD

Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 189 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto ON M5L 1A9 Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

## INVOICE

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May 29, 2015

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

Invoice: 1843710  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: Timminco Limited and Bécancour Silicon Inc.

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended April 30, 2015, as follows:

	Total Fees	
		\$ 5,346.50
<b><u>Taxable Disbursement(s)</u></b>		
Duplicating	\$ 6.50	
Parking	33.63	
Telephone/Facsimile	10.00	
		\$ 50.13
<b><u>Non-taxable Disbursement(s)</u></b>		
Annual Returns	\$ 42.50	
Court Fees	127.00	
		\$ 169.50
	Harmonized Sales Tax (13.0%)	701.57
<b>TOTAL DUE IN CANADIAN CURRENCY</b>		<b>\$ 6,267.70 CAD</b>



Invoice:	1843710
Date:	May 29, 2015
Page:	2

Re: Timminco Limited and Bécancour Silicon Inc. (000002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (€)
03/10/15	Greven, Catherine	Telephone conversation with Revenu Québec regarding Bécancour Silicon Inc.	0.6	140.00	84.00
03/10/15	Greven, Catherine	Preparing and filing a Québec Updating Declaration for Bécancour Silicon Inc.			150.00
03/10/15	Greven, Catherine	Reviewing documentation provided by T. Vanderlaan regarding Bécancour Silicon Inc.	0.7	140.00	98.00
03/10/15	Greven, Catherine	Telephone conversation with T. Vanderlaan relaying information from Revenu Québec regarding Bécancour Silicon Inc.	0.3	140.00	42.00
03/11/15	Greven, Catherine	Drafting letter to Revenu Québec regarding authorization of FTI Consulting Canada Inc. and T. Vanderlaan to handle the affairs of Bécancour Silicon Inc.	0.6	140.00	84.00
03/11/15	Lapierre, Patrick	Reviewing C. Greven's letter addressed to Revenu Québec; meeting with A. Spiro; meeting with C. Greven.	0.7	250.00	175.00
03/11/15	Spiro, Adam T.	Reviewing draft letter from C. Greven to Revenu Québec.	0.1	320.00	32.00
03/12/15	Greven, Catherine	Faxing letter to Revenu Québec regarding Bécancour Silicon Inc.	0.2	140.00	28.00
03/20/15	Greven, Catherine	Telephone conversation with Revenu Québec regarding Bécancour Silicon Inc.	0.7	140.00	98.00
03/23/15	Shalviri, Aryo	Engaging in discussion with N. Meakin; engaging in correspondence with the Commercial List scheduling office.	0.5	485.00	242.50
03/24/15	Greven, Catherine	Email exchange with T. Vanderlaan regarding Bécancour Silicon Inc.; obtaining form FPZ-500 and forwarding same to T. Vanderlaan.	0.6	140.00	84.00
03/24/15	Shalviri, Aryo	Drafting court materials for the Stay Extension Motion returnable March 30, 2015; engaging in email correspondence with N. Meakin; reviewing and providing comments on the 28th Report of the Monitor.	1.6	485.00	776.00
03/24/15	Weisz, Steven	Attending to issues in respect of the Stay Extension Motion; reviewing and revising report; reviewing and revising Notice of Motion.	0.8	860.00	688.00
03/25/15	Shalviri, Aryo	Finalizing the court materials for the Stay Extension motion and arranging for service and filing; following up with respect to the	0.4	485.00	194.00

# Blakes

Invoice: 1843710  
 Date: May 29, 2015  
 Page: 3

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
		service list.			
03/25/15	Weisz, Steven	Finalizing motion materials.	0.5	860.00	430.00
03/29/15	Shalviri, Aryo	Preparing for stay extension motion on March 30, 2015.	0.3	485.00	145.50
03/30/15	Shalviri, Aryo	Attending the Motion for stay extension; instructing R. McNamara to have the Order issued and entered.	1.1	485.00	533.50
03/30/15	Weisz, Steven	Attending motion for Extension of Stay; discussing with counsel for class action claimants; revising draft order accordingly; reporting to the Monitor.	1.5	860.00	1,290.00
04/01/15	Weisz, Steven	Reviewing order of the honourable Mr. Regional Senior Justice Morawetz and endorsement.	0.2	860.00	172.00
<b>Total Fees for this Matter</b>					<b>\$ 5,346.50</b>

Matter	Timekeeper	Summary	ID	Hours	Rate (\$)	Amount (\$)
	Greven, Catherine		CAGR	3.7	140.00	518.00
	Greven, Catherine		CAGR	0.0	0.00	150.00
	Lapierre, Patrick		PLA	0.7	250.00	175.00
	Shalviri, Aryo		ARY	3.9	485.00	1,891.50
	Spiro, Adam T.		ATSP	0.1	320.00	32.00
	Weisz, Steven		SJW	3.0	860.00	2,580.00
<b>Total</b>				<b>11.4</b>		<b>\$ 5,346.50</b>

### Taxable Disbursement(s)

Duplicating	\$ 6.50	
Parking	33.63	
Telephone/Facsimile	10.00	
		\$ 60.13

### Non-taxable Disbursement(s)

Annual Returns	\$ 42.50	
Court Fees	127.00	
		\$ 169.50

Harmonized Sales Tax (13.0%)

701.57

**Total Due for this Matter in Canadian Currency**

**\$ 6,267.70 CAD**

Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 199 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto ON M5L 1A9 Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

## INVOICE

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July 27, 2015

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

Invoice: 1854343  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: Timminco Limited and Bécancour Silicon Inc.

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended June 30, 2015, as follows:

	<b>Total Fees</b>	<b>\$ 6,910.00</b>
<b><u>Non-taxable Disbursement(s)</u></b>		
Court Fees	\$ 127.00	<u>127.00</u>
		898.30
	<b>Harmonized Sales Tax (13.0%)</b>	<u>898.30</u>
	<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b>\$ 7,935.30 CAD</b>

Invoice: 1854343  
Date: July 27, 2015  
Page: 2

Re: Timminco Limited and Bécancour Silicon Inc. (000002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
06/07/15	Weisz, Steven	Emailing N. Thompson regarding Timminco extension of stay motion for the week of June 22, 2015.	0.2	860.00	172.00
06/08/15	Thompson, Nancy	E-mail messages from and to S. Weisz regarding motion to be scheduled; e-mail message to the Commercial List Office requesting available dates; reviewing response; drafting the request form; e-mail message to C. Burr and S. Weisz advising of availability and forwarding the request form for review.	0.5	340.00	170.00
06/09/15	Burr, Chris	Attending discussions with N. Thompson regarding scheduling stay extension motion.	0.1	615.00	61.50
06/09/15	Thompson, Nancy	Finalizing the request form and forwarding to the Commercial List Office; reviewing the response from the Commercial List Office confirming the date and forwarding same to C. Burr and S. Weisz; reviewing motion for previous motion to extend the stay of proceedings; drafting the notice of motion and order to further extend the stay of proceedings; e-mail message to C. Burr and S. Weisz forwarding same.	2.2	340.00	748.00
06/09/15	Weisz, Steven	Reviewing and revising draft notice of motion, motion record and order to extend stay of motion to December 30, 2015.	1.5	860.00	1,290.00
06/10/15	Burr, Chris	Reviewing and revising stay extension materials prepared by N. Thompson.	1.5	615.00	922.50
06/10/15	Weisz, Steven	Emailing with monitor; drafting motion materials regarding stay extension.	0.6	860.00	516.00
06/11/15	Burr, Chris	Attending discussions with N. Thompson regarding motion materials.	0.1	615.00	61.50
06/12/15	Burr, Chris	Reviewing revisions to motion materials; exchanging email messages with T. Vanderlaan regarding same.	0.2	615.00	123.00
06/15/15	Burr, Chris	Reviewing monitor's report and revising same; exchanging email messages with T. Vanderlaan regarding same; finalizing motion materials.	0.8	615.00	492.00
06/15/15	Weisz, Steven	Finalizing motion materials.	0.5	860.00	430.00
06/16/15	Burr, Chris	Finalizing motion materials including	0.7	615.00	430.50

# Blakes

Invoice: 1854343  
 Date: July 27, 2015  
 Page: 3

Date (mm/dd)	Timekeeper	Description	Hours	Rate	Amount (\$)
		Monitor's Report; preparing same for service and filing.			
06/16/15	Litigation Services	Filed Motion Record.			25.00
06/16/15	Shalviri, Aryo	Engaging in email correspondence with C. Burr regarding the stay extension motion.	0.1	485.00	48.50
06/16/15	Weisz, Steven	Finalizing court materials.	0.3	860.00	258.00
06/22/15	Burr, Chris	Exchanging email messages with S. Weisz regarding stay extension motion materials.	0.1	615.00	61.50
06/22/15	Thompson, Nancy	Reviewing court list; email message to C. Burr confirming court room for the motion on June 23, 2015.	0.2	340.00	68.00
06/23/15	Weisz, Steven	Preparing for and attending court hearing to obtain extension of stay.	1.0	860.00	860.00
06/24/15	Weisz, Steven	Circulating order and endorsement of the Honourable Justice Newbould regarding the stay extension, extended to December 30, 2015.	0.2	860.00	172.00
<b>Total Fees for this Matter</b>					<b>\$ 6,910.00</b>

Matter/Timekeeper Summary	ID	Hours	Rate (\$)	Amount (\$)
Burr, Chris	BUR	3.5	615.00	2,152.50
Litigation Services	LITG	0.0	0.00	25.00
Shalviri, Aryo	ARY	0.1	485.00	48.50
Thompson, Nancy	NAB	2.9	340.00	986.00
Weisz, Steven	SJW	4.3	860.00	3,698.00
<b>Total</b>		<b>10.8</b>		<b>\$ 6,910.00</b>

### Non-taxable Disbursement(s)

Court Fees

\$ 127.00

\$ 127.00

Harmonized Sales Tax (13.0%)

898.30

**Total Due for this Matter in Canadian Currency**

**\$7,935.30 CAD**



Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 199 Bay Street  
 Suite 4000, Commerce Court West  
 Toronto, ON M5L 1A9 Canada  
 Tel: 416-863-2400 Fax: 416-863-2653

## INVOICE

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December 16, 2015

FTI Consulting, Inc.  
 TD Waterhouse Tower  
 79 Wellington Street  
 Suite 2010  
 Toronto, ON M5K 1G8  
 Canada

Invoice: 1881628  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

Re: **Timminco Limited and Bécancour Silicon Inc.**

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended November 30, 2015, as follows:

Total Fees	\$ 172.00
Harmonized Sales Tax (13.0%)	22.36
<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b>\$ 194.36 CAD</b>



Invoice:	1881628
Date:	December 16, 2015
Page:	2

Re: Timminco Limited and Bécancour Silicon Inc. (000002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount (\$)
09/22/15	Weisz, Steven	Email with counsel for retirees in respect of status update and outstanding matters to complete estate.	0.2	860.00	172.00
<b>Total Fees for this Matter</b>					<b>\$ 172.00</b>

Matter Timekeeper Summary	ID	Hours	Rate (\$)	Amount (\$)
Weisz, Steven	SJW	0.2	860.00	172.00
<b>Total</b>		<b>0.2</b>		<b>\$ 172.00</b>

Harmonized Sales Tax (13.0%)

22.36

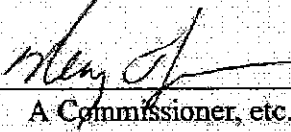
**Total Due for this Matter in Canadian Currency**

**\$ 194.36 CAD**

This is Exhibit "B" referred to in the

Affidavit of Linc Rogers

sworn before me  
this 16<sup>th</sup> day of December, 2015



A Commissioner, etc.

Nancy Ann Thompson, a  
Commissioner, etc., Province of Ontario,  
for Blake, Cassels & Graydon LLP,  
Barristers and Solicitors.  
Expires June 26, 2018.



## EXHIBIT "B"

Name of Lawyer	Year of Call	Hourly Rate
Beaumier, Jacques	1994	\$320.00
Bill, Roger	<i>Articling Student</i>	\$180.00
Brown, Georgia	2014	\$245.00
Burr, Chris	2008	\$615.00
Bussière, Natalie	1994	\$550.00
Desimini, Kristina	2010	\$445.00 / \$485.00
Dion, Caroline	2011	\$270.00
Greven, Catherine	<i>Law Clerk</i>	\$140.00
Guy, Sébastien	1998	\$525.00 / \$540.00
Lanouette-Marier, Anthony	<i>Articling Student</i>	\$180.00
Lapierre, Patrick	2014	\$235.00 / \$250.00
Locas, Julie	<i>Linguistic Services</i>	\$110.00
Locke, Victoria	<i>Articling Student</i>	\$245.00
MacMillan, Alexander	<i>Articling Student</i>	\$245.00
Marino, Julie	<i>Law Clerk</i>	\$200.00
Richard, Laurent	<i>Linguistic Services</i>	\$185.00
Rogers, Linc	2000	\$700.00 / \$735.00
Ross, Rebecca	<i>Articling Student</i>	\$220.00
Shalviri, Aryo	2013	\$390.00 / \$485.00
Sommers, Jeffrey	1997	\$730.00
Spiro, Adam T.	2009	\$290.00 / \$320.00
Thompson, Nancy	<i>Law Clerk</i>	\$310.00 / \$340.00
Weisz, Steven	1991	\$780.00 / \$820.00 / \$860.00

Total Fees Billed:	\$238,819.00
Total Hours:	421.6
Average Hourly Rate:	\$566.46

Court File No.: 12-CL-9539-00CL

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF TIMMINGO LIMITED AND BÉCANCOUR SILICON INC.

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**

Proceeding Commenced at Toronto

**AFFIDAVIT OF LINC ROGERS**  
Sworn December 16, 2015

**BLAKE, CASSELS & GRAYDON LLP**  
Barristers and Solicitors  
199 Bay Street  
Suite 4000, Commerce Court West  
Toronto, Ontario M5L 1A9

**Chris Burr, LSUC #55172H**  
Tel: 416-863-3261  
Fax: 416-863-2653  
Email: [chris.burr@blakes.com](mailto:chris.burr@blakes.com)

Lawyers for FTI Consulting Canada Inc.

# TAB 3

Court File No. CV-12-9539-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE	)	WEDNESDAY, THE 23 <sup>RD</sup>
	)	
JUSTICE	)	DAY OF DECEMBER, 2015

**IN THE MATTER OF THE *COMPANIES' CREDITORS  
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.**

Applicants

**CCAA TERMINATION ORDER**

**THIS MOTION** made by FTI Consulting Canada Inc. in its capacity as Court-appointed monitor (the "**Monitor**") of Timminco Limited and its wholly owned subsidiary, Bécancour Silicon Inc. ("**BSI**", and together with Timminco Limited, the "**Timminco Entities**") was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Thirtieth Report of the Monitor dated December 16, 2015, filed (the "**Thirtieth Report**"), the affidavit of Nigel Meakin, dated December 16, 2016, filed (the "**Meakin Affidavit**") and the affidavit of Linc Rogers, dated December 16, 2016, filed (the "**Rogers Affidavit**"), and on hearing the submissions of counsel for the Monitor, no one appearing for any other person on the Service List, although properly served as appears from the affidavit of service of Nancy Thompson sworn December 16, 2015, filed,

**SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record in respect of this Motion be and is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

**DEFINED TERMS**

2. **THIS COURT ORDERS** that, unless otherwise defined herein, capitalized terms used in this Order shall have the meaning given to them in the order of Mr. Justice Morawetz dated January 3, 2012, made in these proceedings (the “**Initial Order**”).

**STAY EXTENSION**

3. **THIS COURT ORDERS** that the Stay Period be and is hereby extended to the CCAA Termination Time (as defined below), subject to the July 7, 2014 Order of the Honourable Mr. Justice Morawetz granted in these proceedings, partially lifting the stay of proceedings in respect of St. Clair Pennyfeather.

**TERMINATION OF CCAA PROCEEDINGS**

4. **THIS COURT ORDERS** that upon the filing of a certificate of the Monitor substantially in the form attached hereto as Schedule “A” (the “**Monitor’s Completion Certificate**”) certifying that, to the best of the knowledge and believe of the Monitor, all matters to be attended to in connection with the CCAA proceedings have been completed, the within CCAA proceedings shall be terminated without any other act or formality (the “**CCAA Termination Time**”).

5. **THIS COURT ORDERS** that the Administration Charge, the KERP Charge (as defined in the order of Mr. Justice Morawetz dated January 16, 2012) and the DIP Lender’s Charge (as defined in the order of Mr. Justice Morawetz dated February 8, 2012) shall be and are hereby terminated, released and discharged at the CCAA Termination Time.

**DISCHARGE OF MONITOR**

6. **THIS COURT ORDERS** that the Monitor shall, at least seven (7) days prior to the proposed CCAA Termination Time, provide notice to the Service List of the Monitor's intention to file the Monitor's Completion Certificate and that upon the filing of the Monitor's Completion Certificate, the release and discharge of the Subsequent Released Claims shall be deemed effective unless any objection is received by the Monitor in accordance with paragraph 10 hereof.

7. **THIS COURT ORDERS AND DECLARES** that effective at the CCAA Termination Time, FTI shall be and is hereby discharged as Monitor and shall have no further duties, obligations or responsibilities as Monitor from and after the CCAA Termination Time.

8. **THIS COURT ORDERS** that effective as of the date of this Order, in addition to the protections in favour of the Monitor in any Order of this Court in these CCAA proceedings or the CCAA, the Monitor, Blake, Cassels & Graydon LLP, in its capacity as counsel to the Monitor, and each of their respective affiliates and officers, directors, partners, employees and agents (collectively, the "**Released Parties**") are hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of this Order in any way relating to, arising out of or in respect of the within CCAA proceedings or with respect to their respective conduct in the within CCAA proceedings (collectively, the "**Released Claims**"), and any such Released Claims are hereby released, stayed, extinguished and forever barred and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claim or liability arising out of any gross negligence or willful misconduct on the part of the Released Parties.

9. **THIS COURT ORDERS** that effective as of the CCAA Termination Time, in addition to the protections in favour of the Monitor in any Order of this Court in these CCAA proceedings

or the CCAA, the Released Parties are hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place following the date of this Order in any way relating to, arising out of or in respect of the within CCAA proceedings or with respect to their respective conduct in the within CCAA proceedings (collectively, the “**Subsequent Released Claims**”), and any such Subsequent Released Claims are hereby released, stayed, extinguished and forever barred and the Released Parties shall have no liability in respect thereof, provided that the Subsequent Released Claims shall not include any claim or liability arising out of any gross negligence or willful misconduct on the part of the Released Parties.

10. **THIS COURT ORDERS** that in the event that any person objects to the release and discharge of the Subsequent Released Claims pursuant to paragraph 9 hereof, that person must send a written notice of objection and the grounds therefor to the Monitor at the address set out on the Service List such that the objection is received by the Monitor prior to the proposed CCAA Termination Time. If no objection is received by the Monitor prior to the proposed CCAA Termination Time, the release and discharge of Subsequent Released Claims pursuant to paragraph 8 hereof shall be automatically deemed effective upon the CCAA Termination Time up to and including the CCAA Termination Time, without further Order of the Court.

11. **THIS COURT ORDERS** that if an objection to the release of the Subsequent Released Claims pursuant to paragraph 9 hereof is received by the Monitor in accordance with paragraph 10 hereof, the release and discharge of the Subsequent Released Claims pursuant to paragraph 9 hereof shall only become effective if the objection is resolved or upon further Order of the Court. For greater certainty, no objection received in accordance with paragraph 10 hereof shall affect the release and discharge of the Released Claims pursuant to paragraph 8 hereof, which shall be effective as of the date of this Order.

12. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against any of the Released Parties in any way arising from or related to the within CCAA proceedings, except with prior leave of this Court on at least seven days’ prior written notice to the applicable

Released Party, and provided that any such Order granting leave includes a term granting the applicable Released Party security for its costs and the costs of its counsel in connection with any proposed action or proceeding, such security to be on terms this Court deems just and appropriate.

13. **THIS COURT ORDERS** that, notwithstanding any provision of this Order and the termination of the within CCAA proceedings, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor shall continue to have the benefit of, any of the protections in favour of the Monitor at law or pursuant to the CCAA or any Order of this Court in the within CCAA proceedings or otherwise.

#### **APPROVAL OF ACTIVITIES, FEES AND DISBURSEMENTS**

14. **THIS COURT ORDERS** that the Twenty-Fourth Report of the Monitor dated March 3, 2014, the Twenty-Fifth Report of the Monitor dated June 9, 2014, the Twenty-Sixth Report of the Monitor dated September 24, 2014, the Twenty-Seventh Report of the Monitor dated December 18, 2014, the Twenty-Eighth Report of the Monitor dated March 25, 2015, the Twenty-Ninth Report of the Monitor dated June 16, 2015, and the Thirtieth Report, and the actions, conduct and activities of the Monitor described therein are hereby approved.

15. **THIS COURT ORDERS** that the fees and disbursements of the Monitor, and the fees and disbursements of the Monitor's counsel, Blake, Cassels & Graydon LLP, for the period from November 1, 2013 to November 30, 2015, inclusive, and the Monitor's fees and disbursements, and the fees and disbursements of the Monitor's counsel, estimated not to exceed CDN\$15,000, to complete the Monitor's remaining duties and administration of these proceedings pursuant to the CCAA, all as set out or described in the Meakin Affidavit and the Thirtieth Report, are hereby approved.

#### **GENERAL**

16. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or in any other foreign jurisdiction, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals,



regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

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**Schedule A – Form of Monitor’s Completion Certificate**

Court File No. CV-12-9539-00CL

**ONTARIO**

**SUPERIOR COURT OF JUSTICE**

**COMMERCIAL LIST**

**IN THE MATTER OF THE *COMPANIES’ CREDITORS*  
*ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.**

Applicants

**MONITOR’S COMPLETION CERTIFICATE**

**RECITALS**

- A. Pursuant to an Order of the Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice (the “**Court**”), on January 3, 2012, FTI Consulting Canada Inc. was appointed as the monitor (the “**Monitor**”) of the Applicants. The proceedings commenced by the Applicants under the CCAA will be referred to herein as the “**CCAA Proceedings**”.
- B. The CCAA Proceedings have been completed in accordance with the Orders of this Court and under the supervision of the Monitor.
- C. Pursuant to the Order of this Court dated December 23, 2015 (the “**CCAA Termination Order**”) the Monitor shall be discharged and the CCAA Proceedings shall be terminated upon the filing of this Monitor’s Completion Certificate with the Court.
- D. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the CCAA Termination Order.

THE MONITOR CERTIFIES the following:

1. To the best of the Monitor's knowledge and believe, all matters to be attended to in connection with the CCAA Proceedings have been completed.

ACCORDINGLY, the CCAA Termination Time as defined in the CCAA Termination Order has occurred.

DATED at Toronto, Ontario this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

**FTI Consulting Canada Inc., in its capacity as  
Monitor of the Applicants, and not in its  
personal capacity**

Per: \_\_\_\_\_  
Name:  
Title:

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.

**ONTARIO  
SUPERIOR COURT OF JUSTICE-  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**CCAA TERMINATION ORDER**

**BLAKE, CASSELS & GRAYDON LLP**

Barristers and Solicitors  
199 Bay Street  
Suite 4000, Commerce Court West  
Toronto, Ontario M5L 1A9

**Steven J. Weisz, LSUC #32102C**

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Email: [chris.burr@blakes.com](mailto:chris.burr@blakes.com)

Lawyers for the Monitor,  
FTI Consulting Canada Inc.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**

Proceeding Commenced at Toronto

**MOTION RECORD**  
**(Terminating CCAA Proceedings)**  
**Returnable December 23, 2015**

**BLAKE, CASSELS & GRAYDON LLP**  
Barristers and Solicitors  
199 Bay Street  
Suite 4000, Commerce Court West  
Toronto, Ontario M5L 1A9

**Steven J. Weisz, LSUC #32102C**  
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Lawyers for the Monitor,  
FTI Consulting Canada Inc.