

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. ) TUESDAY, THE 14<sup>TH</sup>  
JUSTICE MORAWETZ ) DAY OF MAY, 2013

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**

**ORDER**  
**(Re Stay Extension to July 15, 2013, Extension of the CRO Agreement  
and Approval of the CRO's Actions re the Memphis Agreement)**

**THIS MOTION**, made by Timminco Limited and Bécancour Silicon Inc. (together, the "**Timminco Entities**"), for an order extending the Stay Period (as defined below) until July 15, 2013, extending the term of the CRO Agreement (as defined below) pursuant to the terms of the Third CRO Extension Agreement (as defined below), and approving the actions of the CRO (as defined below) in respect of the Memphis Agreement (as defined below) was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the affidavit of Sean Dunphy sworn May 7, 2013 (the "**May 7 Affidavit**"), and the Twentieth Report of FTI Consulting Canada Inc. in its capacity as the court appointed monitor of the Timminco Entities (the "**Monitor**") dated May 9, 2013 (the "**Twentieth Report**"), and on hearing the submissions of counsel for the Timminco Entities and the Monitor, no one appearing for any other person on the

service list, although duly served as appears from the affidavit of service of Maria Konyukhova sworn May 8, 2013, filed:

**SERVICE**

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

**STAY EXTENSION**

2. **THIS COURT ORDERS** that the Stay Period (as defined in paragraph 18 of the Initial Order of the Honourable Mr. Justice Morawetz dated January 3, 2012) is hereby extended until and including July 15, 2013.

**EXTENSION OF CRO AGREEMENT**

3. **THIS COURT ORDERS** that the extension of the appointment of the Chief Restructuring Officer of the Timminco Entities (the "CRO") on the terms set forth in the CRO Extension Agreement dated April 25, 2013 (the "Third CRO Extension Agreement") is hereby approved.

**APPROVAL OF THE CRO'S ACTIONS RELATING TO THE MEMPHIS AGREEMENT**

4. **THIS COURT ORDERS AND DECLARES** that the CRO's actions with respect to the Memphis Property (as defined and described in the Dunphy Affidavit), including, without limitation, the execution of the following documents is hereby approved, *nunc pro tunc* :

- (a) the Certificate of Amendment to the Certificate of Incorporation of Timminco Holdings Corporation executed as of April 19, 2013;

- (b) the Certificate of Amendment to the Certificate of Incorporation of Timminco Holdings Corporation executed as of April 19, 2013;
- (c) the Resolution of the Sole Stockholder of Timminco Holdings Corporation executed as of April 19, 2013;
- (d) the Resolution of the Sole Stockholder of Timminco Holdings Corporation executed as of April 19, 2013; and
- (e) the purchase agreement dated April 22, 2013 between Voight & Schweitzer LLC, as purchaser, and Timminco Properties Inc., as vendor, (the "Memphis Agreement").

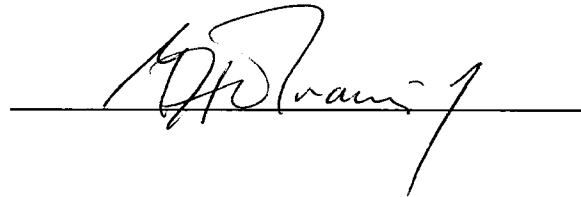
**GENERAL**

5. **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 to give effect to this Order and to assist the Monitor, the CRO, 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 Monitor and to the CRO, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:



MAY 14 2013



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

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

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

**ORDER  
(Re Stay Extension to July 15, 2013)**

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