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# Appendix B

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The Affidavit of Linc Rogers

**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 COMPROMISSE 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 up to July 31, 2012 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.

5. 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 \$593.23.

6. The total amount being claimed for the work performed by Blakes for the period up to August 31, 2012 is \$663,933.95, including \$574,072.00 for fees, \$13,491.87 for disbursements and \$76,370.08 for HST.

7. 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 18<sup>th</sup>  
day of September, 2012


  
A Commissioner for Taking Affidavits, etc.

Marc Flynn

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**LINC ROGERS**

This is **Exhibit "A"** referred to in the  
Affidavit of Linc Rogers sworn the 18<sup>th</sup> day  
of September, 2012



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A Commissioner, etc.

Marc Flynn



**BLAKES INVOICES TO PERIOD ENDING July 31, 2012**

Period Ending	Fees	Disb. Subject to HST	Disb. Not Subject to HST	Subtotal	HST	Total	Check Only	Hours
December 31, 2011	\$12,690.00	\$0.00	\$0.00	\$12,690.00	\$1,649.70	\$14,339.70	\$14,339.70	18.9
January 31, 2012	\$75,748.50	\$3,205.31	\$0.00	\$78,953.81	\$10,264.00	\$89,217.81	\$89,217.81	120.0
February 27, 2012	\$43,010.00	\$1,153.30	\$102.00	\$44,265.30	\$5,741.23	\$50,006.53	\$50,006.53	64.8
March 2, 2012	\$5,057.50	\$288.22	\$0.00	\$5,345.72	\$694.95	\$6,040.67	\$6,040.67	8.3
March 23, 2012	\$21,971.50	\$1,779.42	\$0.00	\$23,750.92	\$3,087.62	\$26,838.54	\$26,838.54	33.4
March 31, 2012	\$12,272.50	\$70.98	\$0.00	\$12,343.48	\$1,604.66	\$13,948.14	\$13,948.14	17.3
April 30, 2012	\$93,006.00	\$997.82	\$0.00	\$94,003.82	\$12,220.50	\$106,224.32	\$106,224.32	140.5
May 31, 2012	\$131,926.00	\$3,164.74	\$0.00	\$135,090.74	\$17,561.80	\$152,652.54	\$152,652.54	245.1
July 31, 2012	\$125,530.50	\$1,494.07	\$0.00	\$127,024.57	\$16,513.20	\$143,537.77	\$143,537.77	232.8
August 31, 2012	\$52,859.50	\$1,236.01	\$0.00	\$54,095.51	\$7,032.42	\$61,127.93	\$61,127.93	86.6
<b>Totals:</b>	<b>\$574,072.00</b>	<b>\$13,389.87</b>	<b>\$102.00</b>	<b>\$587,563.87</b>	<b>\$76,370.08</b>	<b>\$663,933.95</b>	<b>\$663,933.95</b>	<b>967.7</b>

**Average Hourly Rate:**

**\$593.23**



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, 2011

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

Invoice: 1603383  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

**Re: Special Matter - Project Stratus**

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended December 31, 2011, as follows:

<b>Total Fees</b>	\$ 12,690.00
<b>Harmonized Sales Tax (13%)</b>	1,649.70
<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<u>\$ 14,339.70 CAD</u>



Invoice: 1603383  
Date: December 31, 2011  
Page: 2

Re: Special Matter - Project Stratus (000002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
12/02/11	Rogers, Linc	Preliminary discussion with N. Meakin regarding general overview of file.	0.3	650.00	\$ 195.00
12/02/11	Weisz, Steven	Reviewing information and discussion with N. Meakin regarding possible CCAA filing.	0.3	725.00	217.50
12/07/11	Rogers, Linc	Discussion with N. Meakin regarding status of filing.	0.2	650.00	130.00
12/19/11	Rogers, Linc	Status discussion with N. Meakin regarding potential CCAA filing, DIP financing options and certain timing and procedural matters; discussion with S. Weisz regarding same.	0.8	650.00	520.00
12/19/11	Weisz, Steven	Discussion with L. Rogers regarding proposed CCAA filing and attend to issues regarding procedural matters and financing.	0.5	725.00	362.50
12/20/11	Rogers, Linc	Status discussion with N. Meakin regarding proposed CCAA filing.	0.3	650.00	195.00
12/20/11	Weisz, Steven	Attend to matters relating to proposed CCAA application.	0.5	725.00	362.50
12/21/11	Rogers, Linc	Discussion with N. Meakin regarding filing matters; preliminary review of affidavit in support of initial order.	0.3	650.00	195.00
12/21/11	Weisz, Steven	Discussion with N. Meakin regarding CCAA filing; reviewing draft documents and related email correspondence.	1.0	725.00	725.00
12/22/11	Rogers, Linc	Discussion with N. Meakin regarding current status of filing; reviewing draft affidavit.	0.3	650.00	195.00
12/23/11	Grundy, Susan	Discussion with L. Rogers.	0.2	825.00	165.00
12/23/11	Rogers, Linc	Discussion with N. Meakin regarding structuring matters in connection with potential CCAA filing.	0.5	650.00	325.00
12/24/11	Rogers, Linc	Email correspondence with N. Meakin regarding structure of proposed factoring agreement.	0.3	650.00	195.00
12/28/11	Rogers, Linc	Preliminary review of draft affidavit; discussion with working group regarding court order charges and related priority; email correspondence with working group; reviewing and commenting on draft factoring agreement from perspective of Monitor and considering CCAA process matters.	3.5	650.00	2,275.00









Invoice: 1610755  
Date: February 15, 2012  
Page: 2

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

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
01/01/12	Rogers, Linc	Reviewing and providing comments from perspective of the Monitor on the proposed factoring agreement.	1.1	675.00	\$ 742.50
01/02/12	Rogers, Linc	E-mail exchanges with working group regarding revisions to court material and comments received from counsel to Investment Quebec.	1.2	675.00	810.00
01/02/12	Weisz, Steven	Review court materials and prepare for court hearing January 3, 2012.	2.0	750.00	1,500.00
01/03/12	Rogers, Linc	Reviewing e-mails in connection with proposed factoring agreement and various e-mail exchanges in connection with CCAA process matters.	1.3	675.00	877.50
01/03/12	Weisz, Steven	Prepare for, travel to/from and attend initial court hearing for CCAA Application; discussion with Monitor/counsel for Applicants regarding next steps.	3.0	750.00	2,250.00
01/04/12	Rogers, Linc	Reviewing and commenting on various court documents in connection with comeback motion; e-mail exchanges with monitor regarding same; various calls regarding comeback motion and related CCAA process matters with Monitor and debtor's counsel.	1.9	675.00	1,282.50
01/04/12	Weisz, Steven	Email regarding DIP, property issues and Bank of America facility, return of fees; correspondence with counsel for IQ.	0.8	750.00	600.00
01/05/12	Rogers, Linc	Reviewing and commenting on draft court materials in connection with comeback motion; reviewing and commenting on draft monitor first report; considering and discussing issues relating to Bank of America set-off claim.	2.9	675.00	1,957.50
01/05/12	Weisz, Steven	Reviewing email and draft court materials relating to comeback hearing, DIP facility and Bank of America matters; telephone call to N. Meakin; comments on draft order; considering content of First Report.	1.0	750.00	750.00
01/06/12	Godfroy, Aude	Telephone call with L. Rogers on scope of legal opinion requested.	0.3	385.00	115.50
01/06/12	Grundy, Susan	Discussion with L. Rogers.	0.1	850.00	85.00

MONTRÉAL OTTAWA TORONTO CALGARY VANCOUVER

NEW YORK CHICAGO

LONDON

BAHRAIN

AL-KHOBAR\*

BEIJING

SHANGHAI\*

blakes.com

\* Associated Office

Blake, Cassels & Graydon LLP



Invoice: 1610755  
 Date: February 15, 2012  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
01/06/12	Moher, Jackie	Reviewing Monitor's First Report; serving First Report; serving confidential supplement to First Report; attending to matters relating to filing of First Report and confidential supplement to First Report.	1.1	520.00	572.00
01/06/12	Rogers, Linc	Reviewing and commenting on revised draft monitor's report; considering certain comments by counsel to lenders; discussion with N. Meakin regarding certain DIP matters and other CCAA process matters; preliminary review of draft factum by lender counsel from perspective of Monitor.	1.8	675.00	1,215.00
01/06/12	Weisz, Steven	Email follow up regarding comeback hearing; working on monitor's report; review of draft factum; discussion with N. Meakin regarding comeback hearing and DIP matters.	1.0	750.00	750.00
01/07/12	Rogers, Linc	Providing comments on draft factum, from Monitor's perspective.	0.8	675.00	540.00
01/08/12	Rogers, Linc	E-mail correspondence from S. Weisz regarding position of counsel to CEP.	0.1	675.00	67.50
01/09/12	Godfroy, Aude	Reviewing security documents; instructions given to notary and paralegal for carrying out searches at the movable registry (Quebec), the land registry and the mining registry; drafting preliminary draft of legal opinion.	3.8	385.00	1,463.00
01/09/12	Marino, Julie	Receiving instructions from A. Godfroy; conducting corporate, bankruptcy and Bank Act searches; searching at the Register of Personal and Movable Real Rights.	0.9	180.00	162.00
01/09/12	Moher, Jackie	Attending to filing of confidential report; reviewing updated service list.	0.2	520.00	104.00
01/09/12	Wolfe, Manon	Obtaining from the land register a copy of the index of immovables of certain lots and of certain documents in connection with hypothecs granted in favour of Investissement Québec; obtaining from the land register a copy of the land file of the immovable property affected by a mining lease and a copy of the said mining lease.	0.8	300.00	240.00
01/10/12	Bourassa, Kelly	Receiving and reviewing Sudamin agreement; conferencing with L. Rogers and N. Meakin; e-mail to N. Meakin with factual inquiry regarding EFC consideration.	1.1	530.00	583.00





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 Date: February 15, 2012  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
01/10/12	Godfroy, Aude	Advising L. Rogers on certain items of the legal opinion.	0.3	385.00	115.50
01/10/12	Litigation Services	Filed first report and confidential supplement to the first report.			25.00
01/10/12	Marino, Julie	Preparing search report, reviewing same and sending to A. Godfroy.	4.2	180.00	756.00
01/10/12	Rogers, Linc	Discussion with N. Meakin regarding pending CCAA matter; e-mail exchange with working group regarding same; discussion with S. Weisz regarding same.	1.5	675.00	1,012.50
01/10/12	Weisz, Steven	Reviewing court materials; correspondence with counsel for union; attending to issues relating to objections by Union; preparing for court hearing January 12, 2012; discussion with potential DIP lender; review book of authorities.	3.4	750.00	2,550.00
01/11/12	Godfroy, Aude	Further drafting of legal opinion; considering comments from Y. Beaudoin; corrections made to draft and circulating draft to L. Rogers.	1.5	385.00	577.50
01/11/12	Moher, Jackie	Attending to serving and filing of second monitor's report.	0.3	520.00	156.00
01/11/12	Rogers, Linc	Reviewing court material in connection with tomorrow's motion including response factum from CEP; discussion with debtor's counsel regarding Ministry of the Environment issues and related charges; discussion with N. Meakin regarding draft DIP term sheet; e-mail exchange with A. Godfrey regarding security opinion for IQ; status discussion with S. Weisz regarding CEP position on motion regarding Administrative Charge, KERP and D&O Charge.	2.3	675.00	1,552.50
01/11/12	Weisz, Steven	Email with Debtor's counsel regarding court hearing, position of MOE and representation of Unions; working on Monitor's report; reading court materials from Unions; prepare for court hearing January 12, 2012.	3.2	750.00	2,400.00
01/12/12	Moher, Jackie	Attending to matters relating to hearing and first, second and confidential monitor's report.	0.2	520.00	104.00
01/12/12	Rogers, Linc	Reviewing and commenting on draft DIP term sheet; e-mail exchange with N. Meakin regarding same.	1.6	675.00	1,080.00



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 Date: February 15, 2012  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
01/12/12	Weisz, Steven	Prepare for and attend court hearing; meeting with Monitor and counsel for Debtor; correspondence with counsel for FSCO; follow up on pension related matters.	5.0	750.00	3,750.00
01/13/12	Rogers, Linc	Reviewing and commenting on draft DIP Agreement from perspective of the Monitor; reviewing and commenting on draft addendum to DIP Agreement.	2.0	675.00	1,350.00
01/14/12	Rogers, Linc	Reviewing and commenting on revised DIP Agreement.	1.0	675.00	675.00
01/15/12	Rogers, Linc	E-mail exchanges to and from working group regarding Monitor's comments on DIP Agreement and DIP Order; discussion with N. Meakin regarding same; providing comments on DIP Order and DIP Agreement; conference call with working group regarding same.	3.0	675.00	2,025.00
01/15/12	Weisz, Steven	Discussion with L. Rogers regarding proposed DIP.	0.5	750.00	375.00
01/16/12	Beaudoin, Yannick	Consultation on opinion issues.	1.2	515.00	618.00
01/16/12	Godfroy, Aude	Telephone call with L. Rogers; advising on nominee relationship.	0.2	385.00	77.00
01/16/12	Rogers, Linc	E-mail exchanges with N. Meakin regarding DIP Agreement; all hand's on call to discuss DIP Agreement; reviewing DIP Order with S. Weisz; various telephone discussions with working group regarding DIP Agreement and e-mail exchanges; reviewing draft opinion on IQ security; discussion with A. Godfrey regarding same.	3.7	675.00	2,497.50
01/16/12	Weisz, Steven	Working on DIP arrangements and order.	2.2	750.00	1,650.00
01/17/12	Prestage, J.A.	Call with L. Rogers regarding	0.2	665.00	133.00
01/17/12	Rogers, Linc	Reviewing revised DIP Agreement; reviewing and revising draft DIP Order; discussion with M. Bailey from FSCO regarding Timminco Salaried Plan; reviewing and considering confidentiality agreement; discussion with JA Prestage regarding  discussion with A. Boctor (Stikeman) regarding Timminco Salaried Plan; various e-	3.5	675.00	2,362.50



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 Date: February 15, 2012  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		mail exchanges, telephone calls and discussions with working group throughout the day.			
01/17/12	Weisz, Steven	Reviewing documents relating to salaried pension plan; attending to matters relating to possible DIP financing and court hearing to approve DIP funding.	1.0	750.00	750.00
01/18/12	Godfroy, Aude	Considering with M. Wolfe and Y. Beaudoin request for subsearches; reviewing nominee agreement; correction made to legal opinion and circulating revised draft to L. Rogers	1.7	385.00	654.50
01/18/12	Rogers, Linc	Reviewing and commenting on various issues in connection with the DIP Agreement and proposed DIP Order; e-mail correspondence regarding same; various telephone conversations regarding same.	2.5	675.00	1,687.50
01/18/12	Weisz, Steven	Reviewing correspondence from FSCO; reviewing revised form of Order (re KERPS suspension of Special Payments and priority of Admin Charges); email with N. Meakin.	1.0	750.00	750.00
01/18/12	Wolfe, Manon	In connection with the opinion to be prepared by A. Godfroy regarding the hypothec of Investissement Québec, detailed examination of the indexes of immovable of the Immovable A and of the deeds appearing thereon in order to determine the charges affecting said lots and the title deeds; obtaining a copy of various cadastal plans concerning Immovable A; discussions with A. Godfroy and Y. Beaudoin concerning the work to be done for the preparation of subsearch reports.	3.0	300.00	900.00
01/19/12	Rogers, Linc	Reviewing and commenting on draft affidavit in support of DIP motion; e-mail correspondence to and from working group regarding same; discussions with working group regarding pending motion and related matters.	1.5	675.00	1,012.50
01/19/12	Weisz, Steven	Email regarding DIP approval court hearing; follow up on matters relating to DIP arrangements.	0.8	750.00	600.00
01/20/12	Godfroy, Aude	Telephone call with L. Rogers on legal opinion; corrections made to legal opinion; telephone discussion with B. Boucher on legal opinion and assumption on consideration; telephone discussion with Y. Beaudoin on	1.5	385.00	577.50

MONTRÉAL OTTAWA TORONTO CALGARY VANCOUVER

NEW YORK CHICAGO LONDON BAHRAIN AL-KHOBAR\* BEIJING SHANGHAI\* **blakes.com**

\* Associated Office

Blake, Cassels & Graydon LLP



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 Date: February 15, 2012  
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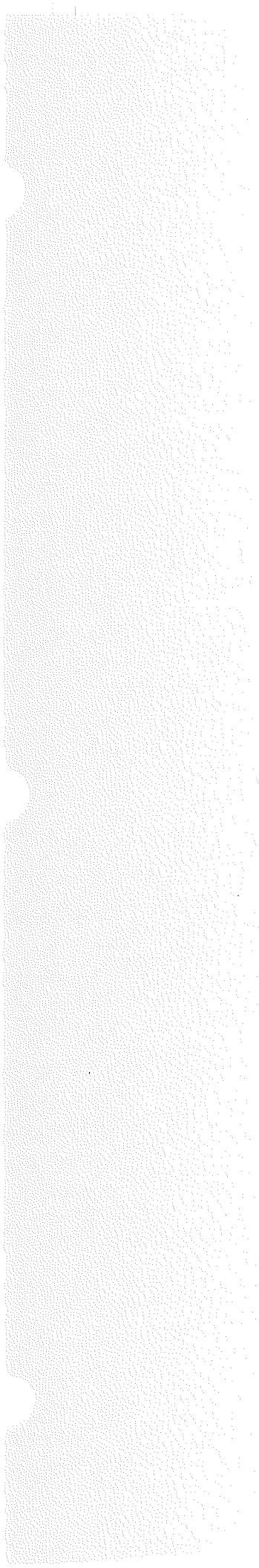
Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		amendment to legal opinion; requesting additional information (title opinion) on immovable properties to F. Ouimet			
01/20/12	Rogers, Linc	Reviewing and commenting on revised affidavit from perspective of monitor; reviewing and commenting on draft monitor's report; e-mail exchanges with counsel to stakeholders regarding DIP financing proposal; various discussions with N. Meakin throughout the day; discussions with A. Godfroy regarding IQ security opinion.	2.2	675.00	1,485.00
01/20/12	Weisz, Steven	Follow up on DIP financing matters; email regarding court attendance and revisions by Morawetz, J. to Order/Special Payment/Admin Charges/KERP; review motion record; attend to creditor inquiry; email regarding position of Union on settlement of Order.	0.8	750.00	600.00
01/22/12	Rogers, Linc	Reviewing and commenting on revised Monitor's Report.	0.8	675.00	540.00
01/23/12	Rogers, Linc	Reviewing and revising draft monitor's report; discussion with A. Taylor regarding approval of monitor's activities; discussion with D. Bish regarding protocol for disclosure of information about DIP Lender on confidential basis.	0.8	675.00	540.00
01/23/12	Weisz, Steven	Reviewing court materials; working on monitor's report; e-mail regarding motion and approval of DIP financing.	1.8	750.00	1,350.00
01/23/12	Wolfe, Manon	Receiving and printing documents received from N. Duceppe at Stikeman Elliott, in connection with the properties located at 1) 6500 Yvon-Trudeau Street, Bécancour, Québec, 2) 5500 Yvon-Trudeau Street, Bécancour, Québec, and 3) 5355 Rue du Chemin-de-Fer, Bécancour, Québec (title opinions, insurance policies, certificates of location, statements of taxes); discussions with A. Godfroy concerning the work to be done.	0.8	300.00	240.00
01/24/12	Godfroy, Aude	Telephone call with B. Boucher on the assumption on consideration; circulating the revised legal opinion to L. Rogers; considering emails from L. Rogers and N. Meakin and advising on Quebec security	1.0	385.00	385.00



Invoice: 1610755  
 Date: February 15, 2012  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		interests.			
01/24/12	Litigation Services	Filed notice of appearance.			125.00
01/24/12	Rogers, Linc	Various discussions with working group regarding pending DIP approval motion; reviewing and commenting on draft factum from perspective of monitor; considering various issues in connection with the pending motion.	2.1	675.00	1,417.50
01/24/12	Weisz, Steven	Working on Monitor's Report and reviewing draft factum; provide comments to L. Rogers.	1.5	750.00	1,125.00
01/25/12	Jones, Christopher	Correspondence regarding issuance of shares by Timminco to Strokkur Energy.	0.5	635.00	317.50
01/25/12	Litigation Services	Filed third party report.			25.00
01/25/12	Rogers, Linc	Voice mail to counsel for CEP regarding pending opposition to DIP motion; various discussions with counsel to Timminco regarding pending DIP motion; discussion with N. Meakin regarding pending DIP motion; various e-mails to and from working group; providing comments on draft factum from Monitor perspective.	2.0	675.00	1,350.00
01/25/12	Weisz, Steven	Reviewing draft factum; discussion with L. Rogers regarding position of Monitor on Motion; email regarding court hearing, setting prior court order and assist on creditor inquiry.	1.6	750.00	1,200.00
01/26/12	Rogers, Linc	Reviewing and commenting on draft stalking horse agreement from perspective of Monitor; preparing for court appearance regarding DIP approval hearing; various conversations and e-mails to and from working group regarding same.	3.5	675.00	2,362.50
01/26/12	Weisz, Steven	Reviewing court documents; discussion with L. Rogers regarding court hearing.	1.5	750.00	1,125.00
01/27/12	Rogers, Linc	Preparing for and attending court regarding DIP approval matter; reviewing and commenting on revised stalking horse agreement from monitor's perspective; reviewing and commenting on revised bid procedures.	9.0	675.00	6,075.00
01/27/12	Weisz, Steven	Email regarding court hearing.	0.5	750.00	375.00
01/28/12	Rogers, Linc	Discussion with N. Meakin regarding review of bidding procedures; consolidating	2.8	675.00	1,890.00







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

February 29, 2012

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

Invoice: 1613813  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

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

FOR PROFESSIONAL SERVICES RENDERED during the period ended February 27, 2012, as follows:

	<b>Total Fees</b>	<b>\$ 43,010.00</b>
<b><u>Taxable Disbursement(s)</u></b>		
Courier	\$ 1,047.98	
Duplicating	76.00	
Telephone/Facsimile	1.00	
Transportation	28.32	
		\$ 1,153.30
<b><u>Non-taxable Disbursement(s)</u></b>		
Court Fees	\$ 102.00	
		\$ 102.00
	<b>Harmonized Sales Tax (13%)</b>	5,741.23
	<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b>\$ 50,006.53 CAD</b>





Invoice: 1613813  
 Date: February 29, 2012  
 Page: 2

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

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
02/01/12	Rogers, Linc	Discussion with N. Meakin regarding bidding procedures comments; lengthy conference call with working group regarding comments from QSI on asset purchase agreement; voice mail exchange with D. MacKenzie regarding same.	3.1	675.00	\$ 2,092.50
02/02/12	Rogers, Linc	Reviewing draft amended Asset Purchase Agreement; discussion with N. Meakin regarding comments on same; email to working group providing comments; various email exchanges with working group; email exchange with counsel for AMG regarding rights asserted in assets of the company.	1.5	675.00	1,012.50
02/03/12	Moher, Jackie	Discussions with K. Stigler regarding assignment of lease agreement.	0.2	520.00	104.00
02/03/12	Rogers, Linc	Reviewing and commenting on draft bidding procedures; receiving comments from N. Meakin regarding same; email correspondence with working group regarding same; email correspondence to counsel for CEP.	2.5	675.00	1,687.50
02/04/12	Rogers, Linc	Email correspondence with working group regarding revised bidding procedures; discussion with A. Taylor and N. Meakin regarding same.	1.1	675.00	742.50
02/05/12	Rogers, Linc	Reviewing and considering factum prepared by CEP in response to DIP motion; discussion with S. Weisz regarding Court hearing.	1.3	675.00	877.50
02/05/12	Weisz, Steven	Reviewing and considering factum prepared by CEP in response to DIP motion; discussion with J. Moher regarding court hearing.	0.8	750.00	600.00
02/06/12	Rogers, Linc	Preparing for and attending hearing regarding approval of DIP facility.	3.1	675.00	2,092.50
02/06/12	Weisz, Steven	Reviewing court materials; review decision of Morawetz, J. regarding approval of Admin Charge/KERP and suspension of special payments.	1.5	750.00	1,125.00
02/07/12	Rogers, Linc	Preparing for and attending court regarding settling of court order; dealing with priority charges; status discussion with N. Meakin regarding DIP and bidding procedures.	1.3	675.00	877.50



Invoice: 1613813  
 Date: February 29, 2012  
 Page: 3

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
02/07/12	Weisz, Steven	Email regarding Orders.	0.3	750.00	225.00
02/08/12	Rogers, Linc	Various discussions with N. Meakin, counsel for debtors, counsel for Dow Corning; email exchange regarding DIP Approval motion and distribution to service list of endorsement.	2.6	675.00	1,755.00
02/09/12	Moher, Jackie	Attending to service of decision on Service List; considering	0.6	520.00	312.00
02/09/12	Rogers, Linc	Reviewing and commenting on DIP Amendment; various discussions with Debtors' counsel regarding same; email correspondence with service list regarding DIP Order and Reasons of Morawetz J.; various discussions with N. Meakin throughout the day.	4.1	675.00	2,767.50
02/09/12	Weisz, Steven	Reviewing and considering reasons of Justice Morawetz; approving DIP and priority charge.	0.7	750.00	525.00
02/10/12	Bussière, Natalie	Reviewing a decision rendered by the Labour Relations Board; telephone conversation with L. Rogers regarding the legal effect of same; conference call with L. Rogers and N. Meakens regarding same.	0.6	500.00	300.00
02/10/12	Moher, Jackie	Attending to issuance of DIP Order; serving DIP Order on Service List; considering	1.4	520.00	728.00
02/10/12	Prichard, Kenneth	Attending at court to have the DIP order issued and entered for J. Moher.	1.3	200.00	260.00
02/10/12	Rogers, Linc	Conference call regarding status of DIP; various email exchanges throughout the day regarding same; various telephone discussions with working group throughout the day; attending conference call before Morawetz J. regarding issuance of DIP Order.	3.5	675.00	2,362.50
02/13/12	Moher, Jackie	Correspondence with debtor's counsel regarding	0.3	520.00	156.00
02/13/12	Rogers, Linc	Discussion with N. Meakin regarding DIP funding matters; discussion with A. Taylor regarding same.	0.7	675.00	472.50
02/14/12	Rogers, Linc	Attending conference calls with working group regarding DIP and stalking horse related issues; discussion with D. Bish regarding DIP related issues; discussion with A. Taylor	2.0	675.00	1,350.00

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Invoice: 1613813  
 Date: February 29, 2012  
 Page: 4

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		regarding class action law suit.			
02/14/12	Weisz, Steven	Email and attending to issues relating to DIP and stalking horse bid process.	0.3	750.00	225.00
02/15/12	Rogers, Linc	Attending court regarding chambers motion in connection with class action proceeding; various email exchanges and telephone conversations regarding DIP availability issues.	4.5	675.00	3,037.50
02/16/12	Moher, Jackie	Discussions with representative from Revenue Quebec regarding service issues.	0.2	520.00	104.00
02/16/12	Rogers, Linc	Email exchanges with working group regarding DIP issue; various discussions with working group regarding DIP issue and Asset Purchase Agreement and bidding procedures.	1.3	675.00	877.50
02/17/12	Rogers, Linc	Reviewing DIP Agreement; discussion with N. Meakin regarding same.	1.1	675.00	742.50
02/17/12	Weisz, Steven	Correspondence from counsel for consultant; email with Monitor; review and consider basis of claim; review endorsement of Morawetz, J.	0.5	750.00	375.00
02/18/12	Rogers, Linc	Email exchange regarding reviewing and commenting on same; discussion with A. Taylor and N. Meakin regarding same.	1.3	675.00	877.50
02/19/12	Rogers, Linc	Email exchanges regarding consider issues in connection with same; discussion with N. Meakin and A. Taylor regarding same; discussion with S. Golick regarding	1.6	675.00	1,080.00
02/20/12	Rogers, Linc	Discussion with S. Golick regarding ; discussion with N. Meakin regarding same.	0.5	675.00	337.50
02/21/12	Rogers, Linc	Preparing for and attending meeting with working group meeting with QSI representatives; discussion with B. Boake (counsel to Dow Corning) regarding status of DIP discussions; discussion with S. Weisz regarding DIP financing matters.	6.5	675.00	4,387.50
02/21/12	Weisz, Steven	Consider strategy regarding stalking horse bid and sale process; follow up on DIP lending issues; email regarding DIP and stalking horse bid.	0.7	750.00	525.00
02/22/12	Moher, Jackie	Email to C. Sinclair regarding	0.1	520.00	52.00

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Invoice: 1613813  
Date: February 29, 2012  
Page: 6

Matter Timekeeper Summary	ID	Hours	Rate	Amount
Weisz, Steven	SJW	6.1	750.00	4,575.00
<b>Total</b>		<b>64.8</b>		<b>\$ 43,010.00</b>

**Taxable Disbursement(s)**

Courier	\$ 1,047.98	
Duplicating	76.00	
Telephone/Facsimile	1.00	
Transportation	28.32	
		\$ 1,153.30

**Non-taxable Disbursement(s)**

Court Fees	\$ 102.00	
		\$ 102.00

**Harmonized Sales Tax (13%)** 5,741.23

**Total Due for this Matter in Canadian Currency** \$ 50,006.53 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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March 7, 2012

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

Invoice: 1614570  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

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

FOR PROFESSIONAL SERVICES RENDERED during the period ended March 2, 2012, as follows:

	<b>Total Fees</b>	<b>\$ 5,057.50</b>
<b><u>Taxable Disbursement(s)</u></b>		
Catering, Meals etc.	\$ 154.12	
Search Fees	134.10	
		----- \$ 288.22
	<b>Harmonized Sales Tax (13%)</b>	694.95
		-----
<b>TOTAL DUE IN CANADIAN CURRENCY</b>		<b>\$ 6,040.67 CAD</b>



Invoice: 1614570  
 Date: March 7, 2012  
 Page: 2

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

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
02/28/12	Moher, Jackie	Reviewing security opinion; reviewing and revising rider for Monitor's Report regarding security opinion.	3.0	520.00	\$ 1,560.00
02/28/12	Rogers, Linc	Discussions with A. Taylor regarding bidding procedures; reviewing transaction documents; various discussions and email exchanges with working group throughout the day.	1.8	675.00	1,215.00
02/28/12	Weisz, Steven	Discussion and email with working group; and attend to issues relating to stalking horse bid process.	0.5	750.00	375.00
02/29/12	Moher, Jackie	Reviewing and revising draft rider for Monitor's Report summarizing security opinion; attending to matters relating to updates to Service List; considering approval of court reports and activities.	0.9	520.00	468.00
02/29/12	Rogers, Linc	Preparing for and attending conference call regarding outstanding matters on asset purchase agreement; email exchange with N. Meakin regarding same and other CCAA related matters; attending conference call with IQ.	1.5	675.00	1,012.50
02/29/12	Weisz, Steven	Working on matters relating to stalking horse bid process and asset purchase agreement, follow up on status of leave to appeal motions by Unions.	0.5	750.00	375.00
03/01/12	Moher, Jackie	Corresponding with debtor's counsel.	0.1	520.00	52.00
<b>Total Fees for this Matter</b>					<b>\$ 5,057.50</b>

Matter Timekeeper Summary	ID	Hours	Rate	Amount
Moher, Jackie	MOH	4.0	\$ 520.00	\$ 2,080.00
Rogers, Linc	LCR	3.3	675.00	2,227.50
Weisz, Steven	SJW	1.0	750.00	750.00
<b>Total</b>		<b>8.3</b>		<b>\$ 5,057.50</b>

**Taxable Disbursement(s)**

Catering, Meals etc. \$ 154.12  
 Search Fees 134.10



*Blakes*

Invoice: 1614570  
Date: March 7, 2012  
Page: 3

Harmonized Sales Tax (13%)  
Total Due for this Matter in Canadian Currency

\$ 288.22

694.95

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**\$ 6,040.67 CAD**





Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
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 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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March 30, 2012

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

Invoice: 1619049  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

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

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended March 23, 2012, as follows:

	<b>Total Fees</b>	\$ 21,971.50
<b><u>Taxable Disbursement(s)</u></b>		
Courier	\$ 592.32	
Duplicating	1,187.10	
		----- \$ 1,779.42
	<b>Harmonized Sales Tax (13%)</b>	3,087.62
		-----
	<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b>\$ 26,838.54 CAD</b>



Invoice: 1619049  
 Date: March 30, 2012  
 Page: 2

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

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
03/01/12	Rogers, Linc	Email correspondence regarding DIP draw down matters.	0.3	675.00	\$ 202.50
03/02/12	Rogers, Linc	Reviewing draft approval order; discussion with N. Meakin regarding same; discussion with N. Meakin and A. Taylor regarding reservation of rights letter delivered by DIP lender; discussion with D. Bish regarding same.	1.7	675.00	1,147.50
03/03/12	Rogers, Linc	Email exchange with N. Meakin regarding variance summary provided by QSI.	0.2	675.00	135.00
03/04/12	Rogers, Linc	Conference call with QSI regarding alleged event of default; email exchanges regarding same.	1.1	675.00	742.50
03/05/12	Moher, Jackie	Reviewing correspondence from pension administrator; updating service list.	0.2	520.00	104.00
03/05/12	Rogers, Linc	Discussion with N. Meakin regarding DIP Notice received from DIP Lender, waiver letter in connection with same; preliminary review of draft monitor's report; various email exchanges and discussions with working group regarding same.	3.3	675.00	2,227.50
03/06/12	Moher, Jackie	Reviewing and revising factum; reviewing letter from debtor company to unions; drafting letter to union counsel.	3.5	520.00	1,820.00
03/06/12	Rogers, Linc	Discussions with working group throughout the day; drafting email regarding settlement of DIP dispute; reviewing and commenting on draft receiver's report; discussion with N. Meakin and S. Golick regarding discussion with counsel to CEP regarding concerns on Stalking Horse Agreement; extensive email correspondence with working group throughout the day.	4.5	675.00	3,037.50
03/07/12	Rogers, Linc	Reviewing and revising draft monitor report; various email correspondence with working group; various telephone conversations throughout the day with working group.	3.3	675.00	2,227.50
03/08/12	Rogers, Linc	Reviewing court material for court hearing tomorrow; various email exchanges, various discussions with working group; meeting at Stikeman with counsel and financial advisor to Mercer.	4.0	675.00	2,700.00

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Invoice: 1619049  
Date: March 30, 2012  
Page: 4

**Taxable Disbursement(s)**

Courier \$ 592.32  
Duplicating 1,187.10

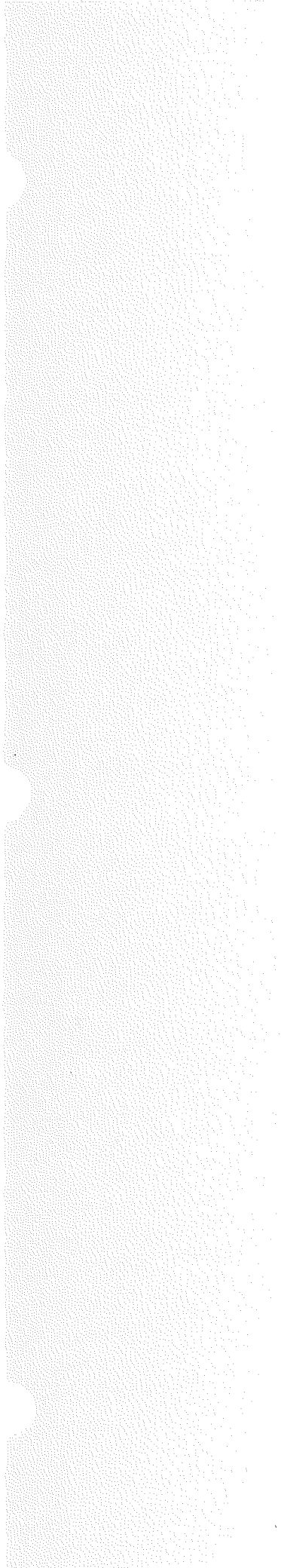
\$ 1,779.42

**Harmonized Sales Tax (13%)**

3,087.62

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

**\$ 26,838.54 CAD**





Blake, Cassels & Graydon LLP  
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 199 Bay Street  
 Suite 4000, Commerce Court West  
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April 11, 2012

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

Invoice: 1620772  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

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

FOR PROFESSIONAL SERVICES RENDERED during the period ended March 31, 2012, as follows:

	<b>Total Fees</b>	\$ 12,272.50
<b><u>Taxable Disbursement(s)</u></b>		
Duplicating	\$ 60.90	
Telephone/Facsimile	10.08	
		----- \$ 70.98
	<b>Harmonized Sales Tax (13%)</b>	1,604.66
		----- <b>\$ 13,948.14 CAD</b>
<b>TOTAL DUE IN CANADIAN CURRENCY</b>		





Invoice: 1620772  
 Date: April 11, 2012  
 Page: 2

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

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
03/08/12	Litigation Services	Filed Monitor's Fourth report.			\$ 25.00
03/26/12	Rogers, Linc	Discussion with counsel to conference call with working group regarding phase 1 bids; follow up discussion with A. Taylor regarding bidding procedures; preliminary review of phase 1 bids.	3.1	675.00	2,092.50
03/26/12	Weisz, Steven	Prepare for and attend motion for leave to lift stay of proceedings in respect of class action proceeding; review leave to appeal motion material from Communications, Energy and Paper Working Union of Canada.	4.0	750.00	3,000.00
03/27/12	Rogers, Linc	Attending conference call with IQ regarding review of phase 1 bids; discussion with S. Golick regarding email correspondence regarding same; email exchange in connection with proposed discussion with J. Kugler; preliminary review of phase 1 bids.	1.4	675.00	945.00
03/27/12	Weisz, Steven	Email regarding leave motion; review court materials/motion for leave to appeal; correspondence regarding Timminco claim.	0.8	750.00	600.00
03/28/12	Rogers, Linc	Various email correspondence throughout the day with working group and phase 1 bidders regarding phase 1 bids and various procedural matters; further review of phase 1 bids; discussion with N. Meakin regarding outstanding matters; voice message to A. Taylor.	2.5	675.00	1,687.50
03/28/12	Weisz, Steven	Email regarding Timmins claim and Unions' motion for leave.	0.6	750.00	450.00
03/29/12	Rogers, Linc	Preparing for and attending conference call with Dow Corning and working group; discussion with S. Golick regarding email exchanges with working group throughout the day.	2.1	675.00	1,417.50
03/29/12	Weisz, Steven	Considering issues regarding Timminco request for Monitor to approve termination of Timmins agreement; review documentation from Timminco's counsel.	0.4	750.00	300.00
03/30/12	Rogers, Linc	Email exchange with J. Kugler regarding	0.6	675.00	405.00



Invoice: 1620772  
 Date: April 11, 2012  
 Page: 3

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		union meeting; email exchanges with company regarding phase 1 bidders; email from			
03/30/12	Weisz, Steven	Attend to litigation matters relating to motions for leave to appeal; considering position of applicants on expiry of time by Unions to seek leave to appeal.	1.8	750.00	1,350.00
<b>Total Fees for this Matter</b>					<b>\$ 12,272.50</b>

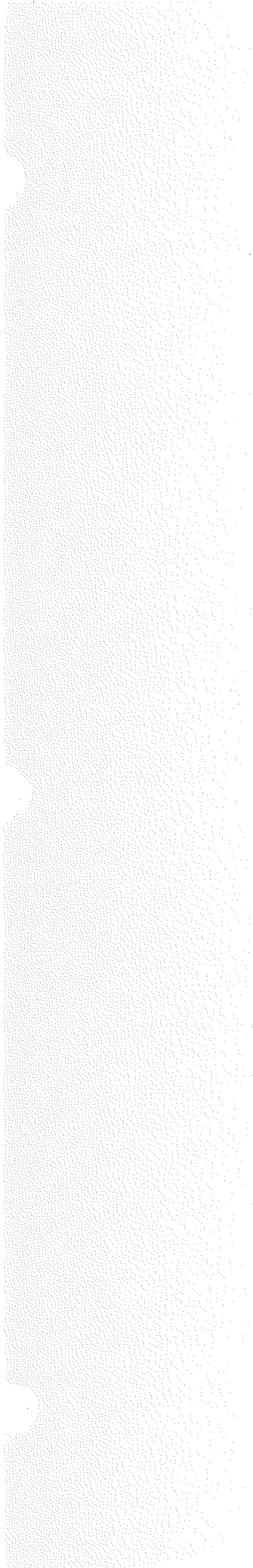
Matter Timekeeper Summary	ID	Hours	Rate	Amount
Litigation Services	LITG	0.0	\$ 0.00	\$ 25.00
Rogers, Linc	LCR	9.7	675.00	6,547.50
Weisz, Steven	SJW	7.6	750.00	5,700.00
<b>Total</b>		<b>17.3</b>		<b>\$ 12,272.50</b>

**Taxable Disbursement(s)**

Duplicating	\$ 60.90	
Telephone/Facsimile	10.08	
		\$ 70.98

<b>Harmonized Sales Tax (13%)</b>	1,604.66
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<b>Total Due for this Matter in Canadian Currency</b>	<b>\$ 13,948.14 CAD</b>
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 Suite 4000, Commerce Court West  
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May 14, 2012

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

Invoice: 1627946  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

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

FOR PROFESSIONAL SERVICES RENDERED during the period ended April 30, 2012, as follows:

	<b>Total Fees</b>	<b>\$ 93,006.00</b>
<b><u>Taxable Disbursement(s)</u></b>		
Catering, Meals etc.	\$ 91.17	
Courier	583.78	
Duplicating	235.00	
Staff Overtime	77.47	
Telephone/Facsimile	10.40	
		\$ 997.82
	<b>Harmonized Sales Tax (13%)</b>	12,220.50
<b>TOTAL DUE IN CANADIAN CURRENCY</b>		<b>\$ 106,224.32 CAD</b>



Invoice: 1627946  
Date: May 14, 2012  
Page: 2

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

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
04/01/12	Rogers, Linc	Reviewing and commenting on draft NDA for union in connection with meetings with bidders; e-mail exchanges with working group throughout the day regarding various process matters; discussion with A. Taylor regarding union related matters.	1.1	675.00	\$ 742.50
04/02/12	Rogers, Linc	Attending conference call with J. Kugler and D. Wray regarding union position on asset purchase agreement; extensive e-mail correspondence with working group regarding phase 1 bid process; various discussions with working group throughout the day.	2.1	675.00	1,417.50
04/03/12	Bussière, Natalie	Conferencing with L. Rogers regarding an upcoming meeting with union representatives; reviewing various emails sent by L. Rogers and S. Golick regarding an upcoming meeting; reviewing and answering an email sent by N. Meakin.	0.6	500.00	300.00
04/03/12	Rogers, Linc	Extensive e-mail correspondence throughout the day regarding phase 1 bids and due diligence issues; telephone discussions with working group regarding same; attending to a variety of logistical matters in connection with proposed due diligence meetings.	1.1	675.00	742.50
04/04/12	Bussière, Natalie	Meeting with N. Meakin and the union representatives.	0.4	500.00	200.00
04/04/12	Rogers, Linc	Attending series of meetings with Dow Corning and various stakeholders both in person and by phone and extensive e-mail communication throughout the day regarding same.	6.5	675.00	4,387.50
04/05/12	Rogers, Linc	Lengthy and various e-mails, telephone discussions with working group throughout the day regarding bid process, proposed extension of Phase II deadline and considering implications of same.	3.2	675.00	2,160.00
04/06/12	Rogers, Linc	E-mail correspondence regarding stakeholder meetings; request to stalking horse to consent to extension of timeline.	0.3	675.00	202.50
04/07/12	Rogers, Linc	Reviewing and commenting on draft affidavit in connection with leave motion and Phase II Bid deadline extension motion supported by	1.0	675.00	675.00



Invoice: 1627946  
 Date: May 14, 2012  
 Page: 3

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		Monitor.			
04/07/12	Weisz, Steven	Email regarding request by applicants for 3 day extension of the bidding deadline and court hearing Tuesday, April 10th, 2012.	0.5	750.00	375.00
04/08/12	Rogers, Linc	E-mail exchanges regarding matters in connection with extension of Phase II Bid Deadline.	0.3	675.00	202.50
04/09/12	Rogers, Linc	Reviewing and commenting on draft monitor's report regarding bid deadline extension; comments on draft affidavit regarding bid deadline extension; various discussions with bidders counsel including B. Boake, S. Golick and M. Forte; various discussions with N. Meakin and A. Taylor throughout the day; various e-mail exchanges throughout the day with working group.	3.9	675.00	2,632.50
04/09/12	Weisz, Steven	Working on Monitor's Report; review motion materials; email regarding position of stalking horse bidder; telephone discussion with counsel for Monitor.	2.3	750.00	1,725.00
04/10/12	Rogers, Linc	E-mail correspondence with Phase I bidders regarding logistical matters (eg. access to data room, copies of stalking horse bid); status discussion with S. Weisz regarding court hearing to extend bid deadline; status discussion with N. Meakin regarding phase I stakeholder meetings and other logistical matters.	2.0	675.00	1,350.00
04/10/12	Weisz, Steven	Prepare for and attend court hearing; review correspondence between counsel for Periweather and Justice Morawetz.	4.0	750.00	3,000.00
04/11/12	Rogers, Linc	Various e-mails and lengthy telephone discussions throughout the day regarding requested extension of Phase II Bid Deadline and other matters relating to the sale process with working group; reviewing motion responding motion record of Stalking Horse Bidder; preparing draft of monitor's report; reviewing and commenting on draft Kalins' Affidavit; engaging in settlement discussions; assisting in documenting settlement.	6.6	675.00	4,455.00
04/11/12	Weisz, Steven	Email regarding attempts to settle objection by QSI to extension of Phase II Bid Deadline and motion for approval of extension; reviewing emails and documents relating to	2.8	750.00	2,100.00



Invoice: 1627946  
 Date: May 14, 2012  
 Page: 4

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		responding affidavit of stalking horse bidder; reviewing draft response of applicants; telephone discussions with the Monitor and counsel for applicants regarding negotiations with stalking horse bidder relating to objections to extension of bidding deadline; reviewing court materials of stalking horse bidder and considering response of Monitor.			
04/12/12	Rogers, Linc	Extensive e-mail exchanges with working group throughout the day regarding bidding procedure matters and various phone calls in connection with same.	1.5	675.00	1,012.50
04/12/12	Weisz, Steven	Attend Chambers appointment.	2.0	750.00	1,500.00
04/13/12	Rogers, Linc	E-mail exchange with R. Schwill regarding motion to object to disclaimer of contract; discussion with A. Taylor regarding same; further e-mail exchanges and discussions with working group regarding stakeholder meetings.	1.1	675.00	742.50
04/13/12	Weisz, Steven	Reviewing motion record of J. Thomas Timmins.	2.0	750.00	1,500.00
04/15/12	Rogers, Linc	E-mail exchanges regarding stakeholder meetings.	0.2	675.00	135.00
04/16/12	Weisz, Steven	Email regarding Timmins scheduling matters.	0.3	750.00	225.00
04/17/12	Rogers, Linc	E-mail exchanges with working group in connection with Phase II Bid Deadline.	0.3	675.00	202.50
04/17/12	Weisz, Steven	Attend conference call relating to scheduling of Timmins motion; review court materials relating to leave to appeal motion.	0.8	750.00	600.00
04/18/12	Rogers, Linc	E-mail exchanges regarding Phase I Bids.	0.2	675.00	135.00
04/19/12	Rogers, Linc	Various e-mail exchanges and discussions regarding Phase II Bids throughout the day and preliminary review of same; considering correspondence from counsel to union.	1.8	675.00	1,215.00
04/20/12	Bussière, Natalie	Reviewing emails sent by L. Rogers, N. Meakin and S. Guy.	0.4	500.00	200.00
04/20/12	Guy, Sebastien	Receipt and review emails and voicemails from L. Rogers; conversation with L. Rogers; reviewing CCAA proceedings.	1.0	515.00	515.00
04/20/12	Rogers, Linc	Preparing for and attending all day meeting regarding Phase II Bids; various e-mail	7.0	675.00	4,725.00



Invoice: 1627946  
 Date: May 14, 2012  
 Page: 5

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		correspondence and telephone calls in connection with same.			
04/20/12	Spiro, Adam T.	Meeting with S. Guy and conference call L. Rogers regarding meeting between  ; reviewing email and voicemail from L. Rogers regarding the background to said meeting and our mandate; reviewing subsequent exchanges of correspondence.	0.4	260.00	104.00
04/20/12	Weisz, Steven	Email regarding Timminco motion and Applicant motion to request extension of stay.	0.3	750.00	225.00
04/21/12	Guy, Sebastien	Preparation and attending meeting between representatives of exchange of email with L. Rogers; conversation with L. Rogers; preparation memorandum to N. Meaken.	6.3	515.00	3,244.50
04/21/12	Rogers, Linc	Observing conference call between , various discussions, e-mails throughout the day with working group and counsel for DCC regarding logistical matters in connection with pending auction.	2.5	675.00	1,687.50
04/22/12	Rogers, Linc	Attending various phone calls and various exchanges of e-mail with working group; drafting access agreement term sheet.	4.5	675.00	3,037.50
04/23/12	Bussière, Natalie	Revising a draft report with respect to	0.4	500.00	200.00
04/23/12	Guy, Sebastien	Attending several meetings between  preparation reports to the Monitor; conference call with L. Rogers and J. Gargiso (CEP); conference call with Mtre Maheu and J. Gargiso; preparation documentation to be filed in the data room; exchange of emails with the Monitor; exchange of emails with Mtre Maheu; preparation emails to J. Gargiso.	10.8	515.00	5,562.00
04/23/12	Rogers, Linc	Attending conference calls with stakeholders; attending pre-auction planning meeting; extensive e-mail correspondence and telephone discussions with working group; coordinating with S. Guy regarding union meetings; reviewing and considering various issues in connection with Phase II Bids.	6.7	675.00	4,522.50
04/23/12	Spiro, Adam T.	Reviewing memo by S. Guy regarding this	0.7	260.00	182.00





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 Date: May 14, 2012  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		weekend's meeting between , reviewing subsequent exchanges of correspondence between S. Guy, L. Rogers and the monitor.			
04/23/12	Weisz, Steven	Review court materials and draft monitor's report; email regarding stay extension; provide comments on draft court materials.	1.0	750.00	750.00
04/24/12	Rogers, Linc	Attending auction.	15.0	675.00	10,125.00
04/24/12	Weisz, Steven	Finalizing monitor's report; email regarding ; email regarding Timmins motion.	2.0	750.00	1,500.00
04/25/12	Rogers, Linc	Attending auction for sale of BSI assets and related activities.	16.0	675.00	10,800.00
04/25/12	Weisz, Steven	Prepare for motion; attend to auction.	1.0	750.00	750.00
04/25/12	Willis, Jenna	Reviewing and revising Monitor's Sixth Report.	1.2	405.00	486.00
04/26/12	Rogers, Linc	Various discussions and e-mail exchange with working group throughout the day regarding a variety of post-auction matters, discussion with S. Golick regarding post- auction matters;; status discussion with S. Weisz regarding same.	2.9	675.00	1,957.50
04/26/12	Weisz, Steven	Discussion with L. Rogers and considering matters relating to auction and approval of winning bid; reviewing court material for extension motion and responding motion record and facta.	3.5	750.00	2,625.00
04/27/12	Rogers, Linc	Status discussion with S. Weisz; e-mail correspondence with working group.	1.1	675.00	742.50
04/27/12	Weisz, Steven	Prepare for ad attend court hearing; email regarding stay extension and objections of class action plaintiffs and Timmins.	5.5	750.00	4,125.00
04/30/12	Rogers, Linc	Various e-mail exchanges with working group; reviewing bidding procedures regarding deposit by Back-Up Bidder.	0.6	675.00	405.00
04/30/12	Weisz, Steven	Email regarding Timminco motion and endorsement of Morawetz, J.	0.8	750.00	600.00
<b>Total Fees for this Matter</b>					<b>\$ 93,006.00</b>



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Date: May 14, 2012  
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Matter Timekeeper Summary	ID	Hours	Rate	Amount
Bussière, Natalie	NBU	1.8	\$ 500.00	\$ 900.00
Guy, Sebastien	SGU	18.1	515.00	9,321.50
Rogers, Linc	LCR	89.5	675.00	60,412.50
Spiro, Adam T.	ATSP	1.1	260.00	286.00
Weisz, Steven	SJW	28.8	750.00	21,600.00
Willis, Jenna	WLS	1.2	405.00	486.00
<b>Total</b>		<b>140.5</b>		<b>\$ 93,006.00</b>

**Taxable Disbursement(s)**

Catering, Meals etc.	\$ 91.17	
Courier	583.78	
Duplicating	235.00	
Staff Overtime	77.47	
Telephone/Facsimile	10.40	
		\$ 997.82

**Harmonized Sales Tax (13%)**

12,220.50

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

**\$ 106,224.32 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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 number(s) on cheque

June 14, 2012

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

Invoice: 1633940  
 Billing Lawyer: Weisz, Steven  
 HST/GST No.: R119396778  
 Client: 00079294  
 Matter: 000002

Attention: Nigel D. Meakin  
 Senior Managing Director

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

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended May 31, 2012, as follows:

	<b>Total Fees</b>	<b>\$ 131,926.00</b>
<b><u>Taxable Disbursement(s)</u></b>		
Courier	\$ 904.49	
Duplicating	2,259.50	
Telephone/Facsimile	0.75	
		<hr/> \$ 3,164.74
	<b>Harmonized Sales Tax (13%)</b>	17,561.80
	<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<hr/> <b>\$ 152,652.54 CAD</b>



Invoice: 1633940  
 Date: June 14, 2012  
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Re: Timminco Limited and Becansour Silicon Inc. (000002)

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
03/05/12	Weisz, Steven	Attending court; reviewing motion.	1.8	750.00	\$ 1,350.00
05/01/12	Rogers, Linc	Attending to service of endorsement by Morawetz J.; discussion regarding discussion with H. O'Reilly regarding results of auction; reporting to N. Meakin.	1.5	675.00	1,012.50
05/02/12	Rogers, Linc	Email correspondence regarding court of appeal order.	0.2	675.00	135.00
05/02/12	Weisz, Steven	Email regarding court approval.	0.5	750.00	375.00
05/07/12	Rogers, Linc	Reviewing and commenting on draft affidavit of P. Kalins in connection with sale approval motion; discussion with S. Weisz, N. Meakin and A. Taylor regarding same throughout the day regarding sale approval related matters.	2.5	675.00	1,687.50
05/07/12	Weisz, Steven	Review correspondence between counsel for CEP and Court of Appeal; reviewing draft affidavit; email regarding DCC opposition and rescheduling of approval motion; reviewing motion record regarding consulting agreement with S. Thomas Timmins.	1.2	750.00	900.00
05/08/12	Rogers, Linc	Email correspondence regarding various court scheduling matters.	0.6	675.00	405.00
05/08/12	Weisz, Steven	Reviewing draft court material; email regarding chambers appointment and notice of abandonment.	1.0	750.00	750.00
05/09/12	Rogers, Linc	Strategy discussions with N. Meakin regarding proposed sale approval motion; reviewing and commenting on draft monitor report; email exchanges with working group regarding various status matters.	2.0	675.00	1,350.00
05/09/12	Weisz, Steven	Reviewing draft court material.	1.5	750.00	1,125.00
05/10/12	Rogers, Linc	Various discussions throughout the day regarding monitor's report and issues in connection with sale approval motion; email correspondence with working group regarding same.	1.7	675.00	1,147.50
05/10/12	Simpson, Matthew	Receiving instructions from L. Rogers regarding ; reviewing application materials with respect to the same.	0.4	310.00	124.00



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 Date: June 14, 2012  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
05/10/12	Weisz, Steven	Working on Monitor's Report; email regarding scheduling terms and matters relating to approval hearing; review sale approval motion record; corresponding with Timmins counsel regarding claims in CCAA proceeding.	3.0	750.00	2,250.00
05/11/12	Huys, Matthew	Reviewing instructions from M. Simpson regarding email to M. Simpson confirming instructions for research assignment and discussing timing of research.	0.2	205.00	41.00
05/11/12	Rogers, Linc	Attending scheduling call prior to conference call with Morawetz J., attending scheduling call with Morawetz J., various discussions with N. Meakin and S. Weisz throughout the day regarding sale approval motion, proposed assignment order, draft monitor's report and questions to Monitor by Dow; discussion with S. Golick regarding	4.0	675.00	2,700.00
05/11/12	Simpson, Matthew	Providing instructions to N. Robb regarding document review; providing instructions to M. Huys regarding research to be conducted of conducting research with respect to	0.5	310.00	155.00
05/11/12	Weisz, Steven	Attend conference call with counsel and with Justice Morawetz; email regarding sales approval process and Timmins motion; discussion with Monitor regarding same; reviewing court materials seeking approval of sales; discussion with counsel for Dow; working on Monitor's report and reviewing and considering questions from Dow Chemical Canada.	3.5	750.00	2,625.00
05/12/12	Simpson, Matthew	Conducting research with respect to	2.0	310.00	620.00
05/13/12	Huys, Matthew	Conducting initial research on by reviewing secondary sources (academic articles) and legislation; discussion with M. Simpson regarding scope of research.	3.3	205.00	676.50
05/13/12	Rogers, Linc	Reviewing and considering questions posed by DCC counsel to Monitor; reviewing and commenting on draft monitor's report.	1.7	675.00	1,147.50
05/13/12	Simpson, Matthew	Conducting additional research with respect	4.3	310.00	1,333.00



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 Date: June 14, 2012  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		to conducting research with respect to  reviewing and analyzing results of all research; drafting outline of memorandum summarizing said research.			
05/14/12	Huys, Matthew	Continuing research on reviewing  conducting initial research on	8.7	205.00	1,783.50
05/14/12	Robb, Nathan	Reviewing various contracts to determine	4.0	205.00	820.00
05/14/12	Rogers, Linc	Reviewing and commenting on revised monitor report; reviewing considering questions to monitor from DCC; reviewing and considering DCC affidavit; e-mails to and from working group regarding same.	2.7	675.00	1,822.50
05/14/12	Simpson, Matthew	Conference with N. Robb regarding conference with M. Huys regarding status of research regarding  reviewing affidavit filed by DCC revising draft memorandum regarding	4.5	310.00	1,395.00
05/14/12	Weisz, Steven	Working on Monitor's report and answer to questions posed by Dow; email regarding court approval of sales and interim steps; reviewing court materials relating to Timmins claim; reviewing affidavit of Dow representative.	3.8	750.00	2,850.00
05/15/12	Bourassa, Kelly	Reviewing Rinaldi affidavit; reviewing contract summaries.	0.6	530.00	318.00
05/15/12	Huys, Matthew	Discussion with K. Bourassa clarifying research issues; reviewing email from K. Bourassa attaching affidavit filed by Dow Corning; reviewing affidavit filed by Dow Corning to assist with research issues; continuing research on :  ; initial draft of memorandum to M.	6.0	205.00	1,230.00



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 Date: June 14, 2012  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		Simpson on			
05/15/12	Robb, Nathan	Summarizing and reviewing contracts.	1.7	205.00	348.50
05/15/12	Rogers, Linc	Conference call regarding review of questions to monitor by DCC; reviewing and commenting on revised monitor's report; various discussions with Stikeman and Monitor regarding monitor's report and sale hearing; serving monitor's report on service list; email exchanges with interested parties.	3.1	675.00	2,092.50
05/15/12	Simpson, Matthew	Telephone calls with M. Huys regarding status of research  conducting additional research with respect to ; reviewing relevant contracts; drafting additional sections of memorandum regarding , conference with L. Rogers regarding status of research conducted to date; email to L. Rogers providing initial draft of memorandum.	5.2	310.00	1,612.00
05/15/12	Weisz, Steven	Attending conference calls and working on Monitor's report.	3.0	750.00	2,250.00
05/16/12	Beavers, Matthew	Conducting research regarding	4.7	205.00	963.50
05/16/12	Bourassa, Kelly	Reviewing and revising memo regarding , conferencing with M. Simpson regarding ; reviewing motion record.	2.7	530.00	1,431.00
05/16/12	Huys, Matthew	Continuing drafting memorandum on discussion with M. Simpson regarding additional research issue; reviewing and revising memorandum on ; preparing memorandum on reviewing affidavit of Joe Rinaldi prepared by DCC; conducting initial research on	7.1	205.00	1,455.50
05/16/12	Robb, Nathan	Reviewing and revising contract summaries.	0.7	205.00	143.50
05/16/12	Rogers, Linc	Reviewing and considering answers to questions proposed by DCC; various discussions with N. Meakin and inter-office meetings with S. Weisz; various email exchanges with same; attending conference	4.8	675.00	3,240.00





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 Date: June 14, 2012  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		call with Ferro and CEP counsel regarding approval and vesting order and email correspondence regarding same.			
05/16/12	Simpson, Matthew	Reviewing revised contract summaries received from N. Robb; providing instructions to M. Beavers and M. Huys regarding research to be completed with respect to reviewing affidavits filed by Timminco and DCC with respect to approval of QSI bid; drafting additional sections to memorandum regarding revising the same.	7.8	310.00	2,418.00
05/16/12	Weisz, Steven	Working on answers to questions from DCC; attend to issues relating to approval of transactions and claim of Timmins; reviewing and considering responding motion material; working on correspondence to counsel for Timmins; discussion with counsel for DCC.	3.8	750.00	2,850.00
05/17/12	Beavers, Matthew	Further conducting research and drafting research memo regarding	1.9	205.00	389.50
05/17/12	Bourassa, Kelly	Reviewing and revising memo regarding discussing same with M. Simpson.	0.6	530.00	318.00
05/17/12	Desimini, Kristina	Receiving instructions from S. Weisz; reviewing motion materials.	0.3	405.00	121.50
05/17/12	Huys, Matthew	Continuing research on discussion with M. Simpson regarding research issue and case law; email to M. Simpson discussing and attaching relevant case law.	3.4	205.00	697.00
05/17/12	Rogers, Linc	Attending conference call with N. Meakin to review answers to questions posed by Dow; email correspondence throughout the day in connection with same.	2.4	675.00	1,620.00
05/17/12	Simpson, Matthew	Reviewing memorandum prepared by M. Beavers with respect to reviewing search conducted by M. Huys regarding	1.0	310.00	310.00



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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
05/17/12	Weisz, Steven	Working on answers to questions from DOW Chemical; attending cross-examination of P. Kalors; attending conference call to attempt to settle motion and terms of order; preparing for court hearing May 18, 2012; finalizing correspondence to counsel for Mr. Timmins; discussion with Monitor; attending to issues relating to Ferro transaction and position of CEP.	4.8	750.00	3,600.00
05/18/12	Desimini, Kristina	Reviewing motion materials; travelling to and attending cross-examination of Stephen Liebowitz, representative of the purchaser of various assets of the Timminco Entities; reviewing notes; sending notes to S. Weisz and L. Rogers.	3.5	405.00	1,417.50
05/18/12	Rogers, Linc	Various email exchanges with working group regarding Monitor's 8th Report; reviewing and commenting on Monitor's 8th Report; discussion with N. Meakin regarding same; email exchanges regarding approval of Ferro bid; discussion with M. Konyukhova regarding	3.1	675.00	2,092.50
05/18/12	Simpson, Matthew	Revising draft memorandum regarding the ; drafting additional sections to the same; reviewing memorandum of M. Huys regarding ; revising the same; email to L. Rogers providing final memorandum.	5.7	310.00	1,767.00
05/18/12	Weisz, Steven	Attending court hearing; reporting to Monitor; revising answers to questions to Monitor; email and telephone call to counsel for DOW; discussion with counsel for QSI/Applicants/ IQ.	8.0	750.00	6,000.00
05/19/12	Rogers, Linc	Email exchanges regarding Monitor's Report; discussion with working group regarding same.	0.9	675.00	607.50
05/20/12	Rogers, Linc	Providing comments and assisting in finalizing 8th Report.	2.1	675.00	1,417.50
05/20/12	Simpson, Matthew	Reviewing e-mails from L. Rogers regarding status of certain contract summaries; reviewing said contract summaries and email reply to L. Rogers.	0.4	310.00	124.00
05/20/12	Weisz, Steven	Attending conference call; finalizing 8th	1.5	750.00	1,125.00

MONTRÉAL OTTAWA TORONTO CALGARY VANCOUVER

NEW YORK CHICAGO LONDON BAHRAIN AL-KHOBAR\* BEIJING SHANGHAI\*

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\* Associated Office

Blake, Cassels & Graydon LLP



Invoice: 1633940  
Date: June 14, 2012  
Page: 8

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		Report; finalizing answers to questions from DOW Chemical; reviewing memo relating to			
05/21/12	Simpson, Matthew	Reviewing relevant agreements to determine  revising existing contract summaries to include	2.7	310.00	837.00
05/22/12	Rogers, Linc	Email exchanges regarding issues in connection with sale approval motion.	0.2	675.00	135.00
05/22/12	Simpson, Matthew	Reviewing revisions to search reports; reviewing various e-mails to S. Weisz and L. Rogers regarding  , drafting memorandum summarizing the same; revising said memorandum; email to N. Meakin providing copy of said memorandum.	4.0	310.00	1,240.00
05/22/12	Weisz, Steven	  email to DOW Chemical, Applicants, and QSI; email to service list regarding filing of court materials; email regarding settlement of Ferro Order.	4.0	750.00	3,000.00
05/23/12	Litigation Services	Filed Monitor's Eighth Report.			25.00
05/23/12	Rogers, Linc	Attending various conference calls regarding assignment order and email exchanges regarding same; reviewing and commenting on receiver's report; reviewing memoranda regarding QSLP contracts and considering same.	6.9	675.00	4,657.50
05/23/12	Simpson, Matthew	Reviewing draft Monitor's Report and providing comments to the same; reviewing facta filed by various parties in advance of application to approval sale.	2.8	310.00	868.00
05/23/12	Weisz, Steven	Working on report; conference call with counsel for ; reviewing additional court materials; email/telephone call to counsel for DOW Chemical.	5.5	750.00	4,125.00
05/24/12	Rogers, Linc	Reviewing and revising Monitor's Report; extensive email exchanges with working group and discussions regarding same throughout the day.	7.2	675.00	4,860.00



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 Date: June 14, 2012  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
05/24/12	Simpson, Matthew	Drafting it; revising the same; providing additional comments to draft Monitor's Report; email to S. Weisz, L. Rogers and N. Meakin providing the same.	2.5	310.00	775.00
05/24/12	Weisz, Steven	Working on report; reviewing Ferro Approval Order; reviewing agreements relating to QSLP, and QSI APA, supplying agreement and ; discussion with Monitor/Counsel for Timminco entity and DOW Chemical regarding possible resolution and position on approval and assignment motion.	6.0	750.00	4,500.00
05/25/12	Rogers, Linc	Reviewing and revising monitor's report; various email exchanges, telephone discussions and inter-office meetings throughout the day.	4.1	675.00	2,767.50
05/25/12	Simpson, Matthew	Conducting research with respect to email to L. Rogers summarizing results of said research; providing instructions to M. Spronk regarding inclusion of citations to motion records; reviewing citations provided by M. Spronk; email to L. Rogers providing revised Monitor's Report including said citations.	3.4	310.00	1,054.00
05/25/12	Spronk, Maria-Rose	Locating page pinpoints in agreements for Monitor Report to be submitted by M. Simpson.	1.1	205.00	225.50
05/25/12	Weisz, Steven	Discussion with counsel for Pension Committees; finalizing report; reviewing responding facta/ ; supplement on affidavit; email regarding	4.5	750.00	3,375.00
05/26/12	Rogers, Linc	Discussion with counsel for Timminco Entities; email exchanges with working group; reviewing and revising monitor's report.	2.7	675.00	1,822.50
05/26/12	Weisz, Steven	Attend conference call with counsel for applicants; discussion with Monitor; revisions to 9th Report; Email regarding	2.0	750.00	1,500.00
05/27/12	Rogers, Linc	Reviewing and commenting on draft report; email exchanges with working group; discussion with D. Bish regarding	1.8	675.00	1,215.00



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 Date: June 14, 2012  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
05/27/12	Simpson, Matthew	Email to N. Meakin regarding finalization of Monitor's Report; reviewing email reply regarding the same.	0.1	310.00	31.00
05/27/12	Weisz, Steven	Finalizing report; email with Monitor, Applicants, and Applicants' counsel.	1.0	750.00	750.00
05/28/12	Rogers, Linc	Various discussions with working group throughout the day; discussion with counsel for Dow regarding sale approval motion; email exchanges with S. Golick and D. Bish.	1.3	675.00	877.50
05/28/12	Weisz, Steven	Preparing for court hearing May 29, 2012; following up with Commercial List Office to ensure court materials for approval; motion has been delivered to Mr. Justice Morawetz; emails and telephone discussions with Applicants regarding opposition by DOW Corning and possible telephone call to counsel for Pension Committees; fax from Government of Quebec; reviewing additional court materials; attending to matters relating to Timminco motion June 4, 2012; conference call with Monitor and counsel for Mr. Timmins.	4.8	750.00	3,600.00
05/29/12	Rogers, Linc	Preparing for and attending court regarding assignment motion; various discussions and email exchanges in connection with same thereafter.	6.5	675.00	4,387.50
05/29/12	Weisz, Steven	Preparing for and attending court hearing for approval of QSI APA; working on submissions for Timmins motion; discussion with QSI and its counsel regarding	7.5	750.00	5,625.00
05/30/12	Rogers, Linc	Interoffice meetings regarding assignment motion; discussion with B. Boake regarding same; status discussion with N. Meakin; email exchanges.	1.5	675.00	1,012.50
05/30/12	Weisz, Steven	Preparing for continuation of motion to approve; discussion with Monitor/Counsel.	3.0	750.00	2,250.00
05/31/12	McEachern, Katherine	Reviewing facta on disclaimer motion; reviewing draft report and drafting revisions; discussing comments on draft report with L. Rogers; emailing revised draft to N. Meakin.	4.6	605.00	2,783.00
05/31/12	Rogers, Linc	Reviewing and considering issues in	0.5	675.00	337.50



Invoice: 1633940  
 Date: June 14, 2012  
 Page: 11

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		connection with Monitor's Tenth Report ; discussion with K. McEachern regarding same.			
05/31/12	Weisz, Steven	Attending conference call with Monitor and Counsel for DCC; preparing for continuation of motion to approve QSI APN.	1.0	750.00	750.00
<b>Total Fees for this Matter</b>					<b>\$ 131,926.00</b>

Matter Timekeeper Summary	ID	Hours	Rate	Amount
Beavers, Matthew	MATB	6.6	\$ 205.00	\$ 1,353.00
Bourassa, Kelly	KELB	3.9	530.00	2,067.00
Desimini, Kristina	KDI	3.8	405.00	1,539.00
Huys, Matthew	MHUY	28.7	205.00	5,883.50
Litigation Services	LITG	0.0	0.00	25.00
McEachern, Katherine	KAME	4.6	605.00	2,783.00
Robb, Nathan	NARO	6.4	205.00	1,312.00
Rogers, Linc	LCR	66.0	675.00	44,550.00
Simpson, Matthew	MATS	47.3	310.00	14,663.00
Spronk, Maria-Rose	MSPK	1.1	205.00	225.50
Weisz, Steven	SJW	76.7	750.00	57,525.00
<b>Total</b>		<b>245.1</b>		<b>\$ 131,926.00</b>

**Taxable Disbursement(s)**

Courier	\$ 904.49	
Duplicating	2,259.50	
Telephone/Facsimile	0.75	
		\$ 3,164.74

**Harmonized Sales Tax (13%)** 17,561.80

**Total Due for this Matter in Canadian Currency** **\$ 152,652.54 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 16, 2012

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

Invoice: 1646163  
 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, 2012, as follows:

	<b>Total Fees</b>	<b>\$ 125,530.50</b>
<b><u>Taxable Disbursement(s)</u></b>		
Courier	\$ 455.58	
Duplicating	985.00	
Telephone/Facsimile	53.49	
		<u>\$ 1,494.07</u>
	<b>Harmonized Sales Tax (13%)</b>	<u>16,513.20</u>
	<b>TOTAL DUE IN CANADIAN CURRENCY</b>	<b>\$ 143,537.77 CAD</b>





Invoice: 1646163  
 Date: August 16, 2012  
 Page: 2

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

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
06/01/12	Borges, Jason	Assisting with signing of documents at court with S. Weisz and N. Meakin.	1.0	180.00	\$ 180.00
06/01/12	McEachern, Katherine	Finalizing, serving and filing Tenth Report of the Monitor.	3.5	605.00	2,117.50
06/01/12	Rogers, Linc	Attending court hearing regarding sale approval; reviewing DCC consent; email exchange with N. Meakin; various discussions with working group and DCC counsel throughout the day; reviewing amendment to APA.	1.9	675.00	1,282.50
06/01/12	Weisz, Steven	Finalizing Tenth Report; attending to issues relating to QSI APA; attending court hearing; reviewing supplementary motion record and factum in relation to T. Timmins motion; preparing for court hearing.	7.5	750.00	5,625.00
06/04/12	Borges, Jason	Organizing documents to assist S. Weisz with motion in court today.	0.6	180.00	108.00
06/04/12	Rogers, Linc	Discussion with CIBC regarding service of material on them; discussion with K. Esaw regarding same.	0.3	675.00	202.50
06/04/12	Weisz, Steven	Preparing for and attending court hearing relating to motion by T. Timmins for payment of claim under consulting/resignation agreement.	7.0	750.00	5,250.00
06/05/12	Weisz, Steven	Reviewing endorsement and issued and entered Order approving sale.	0.3	750.00	225.00
06/06/12	Rogers, Linc	Preparing for and attending conference call regarding KERP Agreements; follow up discussion with N. Meakin; follow up discussion with A. York.	1.1	675.00	742.50
06/07/12	McEachern, Katherine	Emails to and from L. Rogers and S. Weisz; reviewing and commenting on draft order.	3.7	605.00	2,238.50
06/07/12	Rogers, Linc	Discussion with N. Meakin regarding claims order; discussion with A. Taylor regarding KERPs.	0.5	675.00	337.50
06/07/12	Weisz, Steven	Working on Claims Procedure Order and draft affidavit (regarding Stay Extension).	0.8	750.00	600.00
06/07/12	York, Andrea J.	Discussion with L. Rogers regarding retention payment.	0.2	580.00	116.00



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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
06/08/12	McEachern, Katherine	Reviewing and commenting on revised draft order; discussing order with S. Weisz; preparing comments for review by N. Meakin.	2.4	605.00	1,452.00
06/08/12	Weisz, Steven	Working on motion materials regarding stay extension and claim procedure; review motion materials of Timminco Entities.	3.0	750.00	2,250.00
06/09/12	Rogers, Linc	Status discussion with N. Meakin regarding sale transaction closing; email exchange with counsel to purchaser regarding certain requests of the Monitor.	0.5	675.00	337.50
06/09/12	Weisz, Steven	Working on Stay Extension and KERP payout order; working on claims procedure order.	2.0	750.00	1,500.00
06/10/12	McEachern, Katherine	Reviewing comments on draft order, revising, and circulating; emails to and from N. Meakin; reviewing and commenting on draft report.	2.0	605.00	1,210.00
06/10/12	Weisz, Steven	Further email/revisions to Claims Procedure Order.	0.7	750.00	525.00
06/11/12	McEachern, Katherine	Further comments on draft order and report; emails to and from N. Meakin; emails to and from M. Konyukhova and FTI regarding draft order.	2.0	605.00	1,210.00
06/11/12	Rogers, Linc	Discussion with N. Meakin regarding closing of sale transaction; email exchange with Torys regarding closing mechanics.	0.3	675.00	202.50
06/11/12	Weisz, Steven	Working on Monitor's Report and Claims Procedure/Stay Extension Orders.	3.0	750.00	2,250.00
06/12/12	Guy, Sebastien	Receipt and review email from L. Rogers; conversation with L. Rogers.	0.3	515.00	154.50
06/12/12	McEachern, Katherine	Attending conference call with counsel and monitor regarding draft court material; reviewing various emails regarding revisions to draft court material.	1.3	605.00	786.50
06/12/12	Rogers, Linc	Email exchanges and discussion with N. Meakin regarding closing mechanics in connection with FA and QSI transaction.	0.5	675.00	337.50
06/12/12	Spiro, Adam T.	Reviewing letter received from Environment Minister; drafting report and summary of said letter.	1.2	260.00	312.00
06/12/12	Weisz, Steven	Working on stay extension and claims procedure court materials; preparing for court hearing.	3.5	750.00	2,625.00

MONTRÉAL OTTAWA TORONTO CALGARY VANCOUVER

NEW YORK CHICAGO LONDON BAHRAIN AL-KHOBAR\* BEIJING SHANGHAI\* **blakes.com**

\* Associated Office

Blake, Cassels & Graydon LLP



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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
06/13/12	Borges, Jason	Organizing documents for S. Weisz and L. Rogers for tomorrow's motion.	0.6	180.00	108.00
06/13/12	McEachern, Katherine	Reviewing comments on draft monitor's report and reviewing revised monitor's report; serving and filing monitor's report; final comments to draft claims procedure order and stay extension order.	2.5	605.00	1,512.50
06/13/12	Weisz, Steven	Finalize court materials including Eleventh Report; telephone call from/telephone call to counsel for pension committees; email with counsel for pensioners; prepare for motion June 14.	3.0	750.00	2,250.00
06/14/12	Weisz, Steven	Prepare for; travel to/from and attend court hearing for Applicants' motion to extend stay of proceedings and approve claims procedure; meeting with counsel to discuss revisions to order; revise order; email regarding revisions to order.	5.5	750.00	4,125.00
06/15/12	Desimini, Kristina	Receiving and reviewing instructions from K. McEachern; compiling background information.	0.8	405.00	324.00
06/15/12	Weisz, Steven	Revise Claims Procedure Order; travel to/from and attend before Justice Morawetz to settle form of Claims Procedure Order.	2.0	750.00	1,500.00
06/16/12	Desimini, Kristina	Reviewing factum of the United Steel Workers; reviewing decision of the Ontario Court of Appeal in Indalex; reviewing background information in preparation for drafting factum.	3.0	405.00	1,215.00
06/18/12	Rogers, Linc	Email exchange with FTI regarding notice to creditors in connection with claims process.	0.2	675.00	135.00
06/18/12	Weisz, Steven	Working on claims procedure process and response to appeal of DIP Order.	1.0	750.00	750.00
06/19/12	McEachern, Katherine	Reviewing appeal book and facts.	3.0	605.00	1,815.00
06/19/12	Rogers, Linc	Email to service list regarding claims process; discussion with K. McEachern regarding appeal of motion in connection with DIP; discussion with K. Esaw regarding same; status discussion with S. Weisz.	1.1	675.00	742.50
06/19/12	Weisz, Steven	Working on response to appeal by CEP/USW of DIP order.	2.5	750.00	1,875.00



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 Date: August 16, 2012  
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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
06/20/12	McEachern, Katherine	Reviewing appeal material.	1.0	605.00	605.00
06/20/12	Rogers, Linc	Discussion with N. Meakin regarding monitor's certificate and translation of claims procedure order and notice form.	0.5	675.00	337.50
06/21/12	Desimini, Kristina	Receiving instructions from K. McEachern; reviewing joint appeal book and factums of the applicants and the Communications, Energy and Paperworkers Union of Canada; drafting factum.	6.1	405.00	2,470.50
06/21/12	McEachern, Katherine	Reviewing appeal material and instructing K. Desimini.	1.5	605.00	907.50
06/21/12	Montreal, Translator Services	Translating Claims Procedure Order and Notice of Claims Procedure for Order.	6.0	230.00	1,380.00
06/21/12	Rogers, Linc	Email exchanges regarding receiver's certificates and translation of claims order.	0.3	675.00	202.50
06/22/12	Desimini, Kristina	Drafting factum; giving research instructions to K. Wilcox.	8.0	405.00	3,240.00
06/22/12	McEachern, Katherine	Discussing factum with K. Desimini.	0.3	605.00	181.50
06/22/12	Montreal, Translator Services	Continuing to translate Claims Procedure Order and Notice of Claims Procedure for Order.	6.0	230.00	1,380.00
06/22/12	Rogers, Linc	Preparing for and attending conference call regarding transition matters following resignation of directors; follow up discussion with N. Meakin regarding same; reviewing executed monitor's certificates.	1.3	675.00	877.50
06/22/12	Weisz, Steven	Working on court materials.	0.5	750.00	375.00
06/22/12	Wilcox, Kelsey	Researching and reviewing case law pertaining to section 11.2(4) of the CCAA for K. Desimini; meeting with K. Desimini regarding same.	1.8	180.00	324.00
06/23/12	Desimini, Kristina	Finalizing first draft of factum; sending factum to K. McEachern.	2.4	405.00	972.00
06/23/12	McEachern, Katherine	Reviewing draft factum.	0.5	605.00	302.50
06/24/12	McEachern, Katherine	Reviewing and revising draft factum.	4.0	605.00	2,420.00
06/25/12	Borges, Jason	Filing court documents for L. Rogers.	0.8	180.00	144.00



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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
06/25/12	Desimini, Kristina	Reviewing factum as revised by K. McEachern; editing citations and finalizing factum.	2.9	405.00	1,174.50
06/25/12	McEachern, Katherine	Finalizing draft factum.	1.5	605.00	907.50
06/25/12	Rogers, Linc	Retrieving originally executed monitor's certificates; email correspondence with K. McElcheran regarding purported set-off and cure costs; discussion with N. Meakin regarding same; discussion with D. McKenzie regarding same; discussion with G. Berman regarding same.	1.8	675.00	1,215.00
06/25/12	Weisz, Steven	Revising factum; discussion with N. Meakin.	0.7	750.00	525.00
06/26/12	McEachern, Katherine	Discussing with L. Rogers and S. Weisz.	0.7	605.00	423.50
06/26/12	Montreal, Translator Services	Finishing to translate Claims Procedure Order and Notice of Claims Procedure for Order.	6.7	230.00	1,541.00
06/26/12	Rogers, Linc	Discussion with N. Meakin; discussion with K. McEachern regarding drafting of discussion with S. Weisz regarding issues list; email correspondence with Torys and McCarthys regarding alleged set off.	1.5	675.00	1,012.50
06/26/12	Weisz, Steven	Consider form of Order to be requested relating to email/discussion with	1.2	750.00	900.00
06/27/12	Barette, Hélène	Revising the translation of Order.	1.5	420.00	630.00
06/27/12	Boucher, Sophie	Proofreading Timminco Ltée - Ordonnance (Procédure de réclamation).	1.2	140.00	168.00
06/27/12	Marien, Clemence	Proofreading Ordonnance (Procédure de réclamations) with S. Boucher.	0.5	110.00	55.00
06/27/12	Rogers, Linc	Email correspondence in connection with Monitor's Certificate; discussion with G. Berman regarding set-off issues; discussion with E. Schwartz regarding	0.9	675.00	607.50
06/27/12	Vigneault, Claudia	Revising French version of order (re.: claim proceedings).	1.0	250.00	250.00
06/28/12	Rogers, Linc	Email correspondence regarding	0.2	675.00	135.00



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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
06/28/12	Weisz, Steven	Considering strategy relating to email with	0.8	750.00	600.00
06/29/12	Rogers, Linc	Preparing for and attending conference call regarding strategy discussion with S. Weisz regarding matters	1.2	675.00	810.00
06/29/12	Weisz, Steven	Email/conference call regarding follow up on environmental matters and considering issues relating to	1.8	750.00	1,350.00
07/03/12	Kazaz, Charles	Meeting with L. Rogers regarding review of letter from Ministry of Sustainable Development, Environment and Parks.	0.5	575.00	287.50
07/03/12	Rogers, Linc	Discussion with C. Kazaz regarding environmental issues in connection with contaminated property of BSI; reviewing email from E. Schwartz regarding	1.1	675.00	742.50
07/03/12	Weisz, Steven	Email/conference calls and consider issues regarding	1.8	750.00	1,350.00
07/04/12	Kazaz, Charles	Review of letter from BSI regarding proposal to manage environmental issues at Silca Fumes site; conference call with L. Rogers and S. Weisz regarding draft letter of response to MSDEP regarding Silca Fumes site and landfill.	1.4	575.00	805.00
07/04/12	McEachern, Katherine	Drafting order regarding	4.5	605.00	2,722.50
07/04/12	Rogers, Linc	Reviewing letter from D. Fastuca regarding Silca Fumes Property; discussion with N. Meakin regarding same; discussion with S. Weisz and C. Kazaz regarding same.	1.1	675.00	742.50
07/04/12	Weisz, Steven	Review letters from D. Fastuca and considering environmental matters relating to BSI Silica fume site, Haley and other former operations; discussion with Monitor;	2.0	750.00	1,500.00



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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		discussion with C. Kazaz.			
07/05/12	Kazaz, Charles	Finalize letter to lawyer at MSDEP.	0.3	575.00	172.50
07/05/12	McEachern, Katherine	Further drafting of order and discussing with L. Rogers and S. Weisz.	1.5	605.00	907.50
07/05/12	Rogers, Linc	Lengthy discussions regarding environmental issues in connection with ; meeting with Monitor regarding same; email exchanges regarding same; reviewing case law regarding same.	1.5	675.00	1,012.50
07/05/12	Weisz, Steven	Attend to and consider issues regarding meeting with Monitor.	1.0	750.00	750.00
07/06/12	Desimini, Kristina	Receiving instructions from L. Rogers; giving research instructions to K. Wilcox; receiving further instructions from L. Rogers.	1.8	405.00	729.00
07/06/12	Kazaz, Charles	Review of documents regarding Fumes Site, Beauharnois Site and Tycos Site; conference call with R. Assal and counsel for Timminco and Fraser Milner; forward Abitibi cases.	2.0	575.00	1,150.00
07/06/12	Rogers, Linc	Various calls throughout the day regarding instructions to K. Desimini regarding research in connection with same.	2.5	675.00	1,687.50
07/06/12	Weisz, Steven	Attending on conference calls; email regarding transition matters post-closing sale transaction; reviewing documents relating to real property and considering potential environmental matters.	2.4	750.00	1,800.00
07/06/12	Wilcox, Kelsey	Meeting with K. Desimini regarding Timminco matter and ; reviewing case law pertaining to the drafting	4.5	180.00	810.00
07/07/12	Desimini, Kristina	Receiving and responding to email from K. Wilcox regarding research assignment.	0.2	405.00	81.00
07/08/12	Kazaz, Charles	Review of documents regarding Haley Site.	1.0	575.00	575.00
07/08/12	Wilcox, Kelsey	Reviewing case law pertaining to the drafting and revising	2.2	180.00	396.00



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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
07/09/12	Bussi�re, Natalie	Conferencing with L. Rogers regarding the current status of the file; reviewing an email sent by L. Rogers to A. Boctor and A. Taylor; reviewing and answering emails sent by A. Boctor and L. Rogers.	0.4	500.00	200.00
07/09/12	Desimini, Kristina	Speaking to K. Wilcox about the results of her research; reviewing research; reviewing relevant; speaking to L. Rogers.	7.4	405.00	2,997.00
07/09/12	Kazaz, Charles	Conference call with representatives of Timminco and their counsel and representatives of directors to discuss environmental issues; conference call with monitor regarding environmental issues; review of documentation; telephone from L. Rogers regarding impacted soil at Haley Site.	2.8	575.00	1,610.00
07/09/12	Notenboom, Leanne	Conducting historical legislative research for K. Wilcox and K. Desimini.	0.3	250.00	75.00
07/09/12	Rogers, Linc	Preparing for and attending conference call to discuss environmental matters with broad working group; follow up internal conference call with client; various email exchanges with Stikeman regarding same and discussion with A. Taylor regarding same; reviewing and considering memorandum by E. Schwartz regarding conversation with N. Bussiere regarding pension issues; email to Stikeman regarding same.	4.7	675.00	3,172.50
07/09/12	Weisz, Steven	Preparing for and attending on conference call regarding environmental matters; reviewing documents relating to Haley property.	1.8	750.00	1,350.00
07/09/12	Wilcox, Kelsey	Reviewing memorandum for K. Desimini on meeting with K. Desimini to discuss same; reviewing of	4.2	180.00	756.00
07/10/12	Bussi�re, Natalie	Conference call with A. Taylor, A. Boctor and L. Rogers to discuss the status of the pension plans.	0.5	500.00	250.00
07/10/12	Desimini, Kristina	Meeting with L. Rogers to discuss research	1.5	405.00	607.50





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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		findings; receiving further instructions from L. Rogers; giving instructions to K. Wilcox; meeting with K. Wilcox to discuss research findings.			
07/10/12	Kazaz, Charles	Receipt of letter from MSDEP regarding Becancour Silicon site; review and transmit to L. Rogers; receipt of additional documents.	0.5	575.00	287.50
07/10/12	Rogers, Linc	Call regarding post-director resignation issues; discussion with K. Desimini regarding research in connection with environmental issues; discussion with A. Bector, N. Bussiere and A. Taylor regarding Quebec pension matters; discussion with potential CRO regarding outstanding issues; discussion with E. Schwartz regarding wind down of US subs.	3.5	675.00	2,362.50
07/10/12	Weisz, Steven	Email with _____; correspondence regarding BSI facility in Becancour.	0.4	750.00	300.00
07/10/12	Wilcox, Kelsey	Reviewing additional research for K. Desimini on _____ and further case law research; drafting summary re same.	4.2	180.00	756.00
07/12/12	Rogers, Linc	Brief discussion with N. Meakin regarding outstanding Timminco issues.	0.3	675.00	202.50
07/12/12	Weisz, Steven	Attending to claims matters including Timmins Claim.	0.2	750.00	150.00
07/15/12	Kazaz, Charles	Review of environmental reports.	1.4	575.00	805.00
07/16/12	Rogers, Linc	Discussion with E. Schwartz regarding _____ discussion with N. Meakin regarding same; email exchange with S. Kukulowicz regarding same.	0.5	675.00	337.50
07/16/12	Weisz, Steven	Email regarding winddown of _____	0.3	750.00	225.00
07/17/12	Rogers, Linc	Email correspondence with counsel for directors regarding _____	0.3	675.00	202.50
07/18/12	Kazaz, Charles	Review of documents for BSI, Bécancour and Tycoos sites.	1.5	575.00	862.50
07/18/12	Rogers, Linc	Discussion with J. Dietrich regarding _____	0.3	675.00	202.50
07/18/12	Weisz, Steven	Email correspondence regarding working capital adjustment.	0.7	750.00	525.00



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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
07/18/12	Weisz, Steven	Email correspondence and attend to issues regarding working capital adjustment and other closing matters.	0.4	750.00	300.00
07/19/12	Kazaz, Charles	Call from E. Gervais-Cadrin from the MSDEP regarding proof of claim; email to L. Rogers; letter from BSI to MSDEP regarding silica fumes site.	0.4	575.00	230.00
07/19/12	Rogers, Linc	Discussion with J. Dietrich regarding discussion with N. Meakin regarding same; email exchange regarding email exchange with C. Kazaz regarding Quebec environment issues.	0.8	675.00	540.00
07/19/12	Weisz, Steven	Working on and claims matters; email regarding proof of claims and creditor inquiries.	0.8	750.00	600.00
07/20/12	Kazaz, Charles	Email from MSDEP regarding proof of claim.	0.2	575.00	115.00
07/20/12	Rogers, Linc	Email correspondence regarding claims process and proposed CRO; discussion with N. Meakin regarding same.	0.5	675.00	337.50
07/21/12	Desimini, Kristina	Reviewing research conducted by K. Wilcox.	1.0	405.00	405.00
07/21/12	Rogers, Linc	Reviewing and commenting on draft engagement letter for CRO.	0.5	675.00	337.50
07/23/12	Desimini, Kristina	Conducting research; drafting and sending email to L. Rogers detailing research findings.	4.9	405.00	1,984.50
07/23/12	Rogers, Linc	Preparing for and attending conference call regarding CRO engagement letter.	0.5	675.00	337.50
07/23/12	Weisz, Steven	Follow up on CRO appointment matter.	0.4	750.00	300.00
07/24/12	Rogers, Linc	Finalizing comments on engagement letter.	0.2	675.00	135.00
07/25/12	Kazaz, Charles	Draft memorandum regarding	1.5	575.00	862.50
07/26/12	Kazaz, Charles	Draft memorandum on telephone to L. Rogers.	1.7	575.00	977.50
07/26/12	Rogers, Linc	Email exchange regarding	0.3	675.00	202.50
07/26/12	Thompson, Nancy	Discussion with L. Rogers regarding passing of accounts; email message to L. Rogers forwarding precedent materials.	0.5	280.00	140.00
07/27/12	Rogers, Linc	Preparing for and attending conference call regarding	1.0	675.00	675.00



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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
07/30/12	Kazaz, Charles	Finalizing memorandum to file.	2.5	575.00	1,437.50
07/31/12	Rogers, Linc	Reviewing e-mails in connection with proposed distribution order.	0.3	675.00	202.50
<b>Total Fees for this Matter</b>					<b>\$ 125,530.50</b>

Matter Timekeeper Summary	ID	Hours	Rate	Amount
Barette, Hélène	HCB	1.5	\$ 420.00	\$ 630.00
Borges, Jason	JBG	3.0	180.00	540.00
Boucher, Sophie	SOB	1.2	140.00	168.00
Bussière, Natalie	NBU	0.9	500.00	450.00
Desimini, Kristina	KDI	40.0	405.00	16,200.00
Guy, Sebastien	SGU	0.3	515.00	154.50
Kazaz, Charles	CKZ	17.7	575.00	10,177.50
Marien, Clemence	MCLE	0.5	110.00	55.00
McEachern, Katherine	KAME	35.9	605.00	21,719.50
Montreal, Translator Services	TRL	18.7	230.00	4,301.00
Notenboom, Leanne	LQN	0.3	250.00	75.00
Rogers, Linc	LCR	34.0	675.00	22,950.00
Spiro, Adam T.	ATSP	1.2	260.00	312.00
Thompson, Nancy	NAB	0.5	280.00	140.00
Vigneault, Claudia	CLV	1.0	250.00	250.00
Weisz, Steven	SJW	59.0	750.00	44,250.00
Wilcox, Kelsey	KWX	16.9	180.00	3,042.00
York, Andrea J.	AJY	0.2	580.00	116.00
<b>Total</b>		<b>232.8</b>		<b>\$ 125,530.50</b>

**Taxable Disbursement(s)**

Courier \$ 455.58  
 Duplicating 985.00  
 Telephone/Facsimile 53.49

\$ 1,494.07

**Harmonized Sales Tax (13%)**

16,513.20

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

**\$ 143,537.77 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

September 17, 2012

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

Invoice: 1651346  
 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 August 31, 2012, as follows:

	<b>Total Fees</b>	<b>\$ 52,859.50</b>
<b><u>Taxable Disbursement(s)</u></b>		
Computer Research	\$ 248.35	
Courier	496.97	
Duplicating	471.55	
Telephone/Facsimile	19.14	
		<hr/> \$ 1,236.01
	<b>Harmonized Sales Tax (13%)</b>	<b>7,032.42</b>
		<hr/> <b>\$ 61,127.93 CAD</b>
<b>TOTAL DUE IN CANADIAN CURRENCY</b>		



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

Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
08/07/12	Rogers, Linc	Discussion regarding claims process and interim distribution to IQ.	0.2	675.00	\$ 135.00
08/08/12	Rogers, Linc	Reviewing and commenting on draft reimbursement agreement; discussion with N. Meakin regarding same; email correspondence with working group; discussion with S. Kukulowicz regarding US subsidiaries.	1.6	675.00	1,080.00
08/08/12	Weisz, Steven	Working on CRO appointment motion material; email with CRO, D&O counsel, Monitor and Company's counsel.	1.4	750.00	1,050.00
08/09/12	Rogers, Linc	Discussion with N. Meakin regarding reimbursement agreement; reviewing and revising reimbursement agreement to incorporate changes; email correspondence with working group regarding same.	1.5	675.00	1,012.50
08/09/12	Weisz, Steven	Reviewing and providing comments on court materials regarding appointment of CRO; email with CRO, Applicant's counsel and counsel for D&O; conference call with counsel for D&O.	1.8	750.00	1,350.00
08/10/12	Rogers, Linc	Discussion with A. Kauffman and N. Meakin regarding reimbursement agreement; review of claims filed against BSI as secured claims; reviewing and revising draft reimbursement agreement.	1.4	675.00	945.00
08/10/12	Weisz, Steven	Working on issues relating to claims orders of D&O counsel and form of order; attending conference calls relating to same and follow up on claims matters and issues relating to court approval of engagement of CRO.	2.3	750.00	1,725.00
08/12/12	Rogers, Linc	Reviewing and revising reimbursement agreement.	0.8	675.00	540.00
08/13/12	Kazaz, Charles	Meeting with L. Rogers regarding environmental matters.	0.2	575.00	115.00
08/13/12	Rogers, Linc	Reviewing supporting documents for secured claims against Timminco and BSI; email correspondence regarding same and reimbursement agreement; discussion with T. Vanderlaan regarding same; status discussion with S. Weisz regarding interim distribution; reviewing and arranging for	2.4	675.00	1,620.00



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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		service of Monitor's Report; meeting with C. Kazaz regarding environmental matters; discussion with N. Thompson regarding fee application.			
08/13/12	Thompson, Nancy	Receiving instructions from L. Rogers regarding fee application; assembling copies of invoices for preparation of affidavit for passing of accounts.	0.4	280.00	112.00
08/13/12	Weisz, Steven	Reviewing motion materials and working on Monitor's Report; emails regarding D&O fees issue, reimbursement agreement, fees of CRO, potential distributions for secured/unsecureds; discussion with Monitor regarding same.	1.1	750.00	825.00
08/14/12	Kazaz, Charles	Review of claim documents from MDDEP; email to L. Rogers regarding nature of claim; telephone call from L. Rogers; reviewing claim spreadsheet; determine nature of secured MDDEP claim.	1.0	575.00	575.00
08/14/12	Rogers, Linc	Finalizing review of secured claims against BSI; discussion with C. Kazaz regarding environmental claim; discussing same with A. Kauffman and issues related to reimbursement agreement; drafting reporting email to T. Vanderlaan; status discussion with A. Taylor.	2.0	675.00	1,350.00
08/14/12	Thompson, Nancy	Preparing summary of accounts; drafting affidavit for passing of accounts; email message to L. Rogers forwarding same.	2.1	280.00	588.00
08/15/12	Litigation Services	Filed Monitor's 12th Report.			25.00
08/15/12	Rogers, Linc	Discussion with T. Vanderlaan regarding secured claims filed by creditors; email correspondence regarding same; voice mail to A. Kauffman regarding same.	1.1	675.00	742.50
08/16/12	Desimini, Kristina	Receiving instructions from L. Rogers; reviewing recent orders to determine the last Monitor's Report that was approved by the court; sending email with findings to L. Rogers.	0.3	405.00	121.50
08/16/12	Rogers, Linc	Reviewing correspondence by M. Faieta regarding appointment of CRO motion; email correspondence with M. Konyukhova; discussion with N. Meakin and S. Weisz regarding secured claims issues and MOE	1.5	675.00	1,012.50



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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		related matters; reviewing email correspondence from G. Donaldson in connection with secured claims issues; instructions to K. Desimini regarding Monitor's report approval.			
08/16/12	Thompson, Nancy	Reviewing precedent affidavit regarding fee approval; drafting affidavit for passing of Monitor's accounts; email message to L. Rogers forwarding draft affidavit; reviewing invoices for privileged information.	1.7	280.00	476.00
08/16/12	Weisz, Steven	Reviewing factum of applicants in CRO appointment matter; email with MOE; consider matter regarding CRO appointment and preparing for court hearing on August 17, 2012; telephone call from counsel for Pension Committee.	1.2	750.00	900.00
08/17/12	Rogers, Linc	Reviewing factum filed by MOE in connection with CRO appointment; preparing for and attending conference call regarding IQ adjudication of claims issues; follow up discussion with S. Weisz regarding same.	1.5	675.00	1,012.50
08/17/12	Weisz, Steven	Preparing for and attending court regarding motion to appoint CRO.	3.0	750.00	2,250.00
08/19/12	Weisz, Steven	Email regarding interim distribution motion, reimbursement agreement and repudiation of Beauharnois Quebec property.	0.6	750.00	450.00
08/20/12	Rogers, Linc	Discussion with A. Kauffman regarding reimbursement agreement; reviewing and revising draft reimbursement agreement regarding same; discussion with N. Meakin regarding agreement; discussion with N. Meakin regarding proposed disclaimer notice.	2.0	675.00	1,350.00
08/20/12	Thompson, Nancy	Reviewing invoices for privileged or sensitive information; reviewing and revising supporting affidavit.	2.4	280.00	672.00
08/21/12	Grundy, Susan	Discussion with L. Rogers re disclaimer.	0.3	850.00	255.00
08/21/12	Rogers, Linc	Discussion with A. Kauffman; reviewing and revising draft reimbursement agreement; discussion with A. Taylor regarding same; discussion with T. Vanderlaan regarding same; follow up discussion with A. Kauffman regarding same; discussion with S. Grundy regarding	2.9	675.00	1,957.50





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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
		discussion with N. Meakin regarding same.			
08/21/12	Thompson, Nancy	Reviewing additional invoice for period ending July 31, 2012 for privileged information; updating summary chart and calculating average hourly rate; reviewing and revising supporting affidavit; assembling affidavit with copies of all invoices; email message to L. Rogers forwarding revised affidavit and summary.	1.5	280.00	420.00
08/21/12	Weisz, Steven	Email regarding interim distribution motion and reimbursement agreement.	0.3	750.00	225.00
08/22/12	Rogers, Linc	Reviewing draft affidavits in connection with fee approval motion; discussion with A. Kauffman regarding reimbursement agreement; discussion with M. Konyukhova regarding same and discussion regarding ; reviewing and commenting on draft affidavit from Monitor's perspective regarding same; reviewing and commenting on draft order; follow up discussion with A. Kauffman.	3.1	675.00	2,092.50
08/22/12	Thompson, Nancy	Reviewing draft affidavit of N. Meakin and comments of L. Rogers; revising same; email message to T. Vanderlaan forwarding draft affidavit.	0.4	280.00	112.00
08/23/12	Rogers, Linc	Attending conference call regarding reimbursement agreement; reviewing and revising reimbursement agreement; reviewing and commenting on draft order; reviewing motion record; discussion with N. Meakin regarding same; email correspondence with working group.	3.5	675.00	2,362.50
08/23/12	Weisz, Steven	Email regarding motion material relating to interim distribution and draft reimbursement agreement; email regarding finalization of motion material.	0.7	750.00	525.00
08/24/12	Rogers, Linc	Various discussions and email correspondence throughout the day regarding reimbursement agreement; reviewing court materials in connection with the interim distribution; assisting in preparation of 13th Monitor's Report.	2.2	675.00	1,485.00
08/24/12	Weisz, Steven	Email regarding finalization of reimbursement agreement.	0.4	750.00	300.00



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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
08/25/12	Rogers, Linc	Reviewing and revising draft reimbursement agreement; assisting in drafting of Monitor's report; discussions with A. Kauffman and N. Meakin.	6.2	675.00	4,185.00
08/26/12	Rogers, Linc	Discussion with A. Kauffman regarding reimbursement agreement; reviewing and revising draft agreement; reviewing and revising draft report.	1.8	675.00	1,215.00
08/27/12	Nachmani, Tamara	Filing court documents for August 28th hearing.	0.6	200.00	120.00
08/27/12	Rogers, Linc	Reviewing and revising draft Monitor's Report; various discussions throughout the day with T. Vanderlaan regarding pending motion and report; various discussions with M. Konyukhova and K. Esaw regarding same; various discussions with counsel to BSI pension committee and Mercer regarding motion; extensive email correspondence throughout the day regarding same.	7.1	675.00	4,792.50
08/27/12	Weisz, Steven	Email regarding interim distribution to IQ and comments from counsel for Mercer; email regarding finalization of reimbursement agreement and Monitor's Report and position of Quebec Pension Committee.	0.6	750.00	450.00
08/27/12	Weisz, Steven	Email regarding interim distribution motion and claims of Mercer and Quebec Ministry of Environment and Parks; review Thirteenth Report.	0.8	750.00	600.00
08/28/12	Rogers, Linc	Preparing for and attending court regarding approval of reimbursement agreement and interim distribution; revising reimbursement agreement; email correspondence with working group regarding same.	4.5	675.00	3,037.50
08/28/12	Weisz, Steven	Email regarding interim distribution to IQ, court attendance and working capital adjustment issues.	0.6	750.00	450.00
08/29/12	Rogers, Linc	Email correspondence regarding reimbursement agreement.	0.3	675.00	202.50
08/29/12	Weisz, Steven	Email regarding reimbursement agreement.	0.3	750.00	225.00
08/30/12	Beaumier, Jacques	Revising French version of interim distribution order.	1.5	290.00	435.00
08/30/12	Castagna, Moreno	Translating order of Justice Newbould regarding interim distribution to IQ.	4.0	270.00	1,080.00



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Date (m/d/y)	Timekeeper	Description	Hours	Rate	Amount
08/30/12	Rogers, Linc	Email correspondence regarding reimbursement agreement and interim distribution order; email correspondence regarding translation of order; reviewing memo from Fasken regarding Haley claim.	1.1	675.00	742.50
08/30/12	Weisz, Steven	Email regarding QSI objection relating to payment from working capital reserves and considering strength of objections.	0.8	750.00	600.00
08/31/12	Beaumier, Jacques	Communicating with A. Spiro; coordinating proofreading of French version of interim distribution order.	0.3	290.00	87.00
08/31/12	Mohin, Mathilde	Proofreading French version of interim distribution order.	0.5	110.00	55.00
08/31/12	Richard, Laurent	Proofreading French version of Interim Distribution Order.	0.4	175.00	70.00
08/31/12	Rogers, Linc	Preparing for and attending court hearing regarding interim distribution and QSI objection.	3.5	675.00	2,362.50
08/31/12	Spiro, Adam T.	Reviewing and revising translation of French version of interim distribution order of August 28, 2012; sending translation to client.	0.6	260.00	156.00
08/31/12	Weisz, Steven	Email regarding court hearing and endorsement of Newbould J. regarding dispute with QSI.	0.3	750.00	225.00
<b>Total Fees for this Matter</b>					<b>\$ 52,859.50</b>

Matter Timekeeper Summary	ID	Hours	Rate	Amount
Beaumier, Jacques	JSB	1.8	\$ 290.00	\$ 522.00
Castagna, Moreno	MXT	4.0	270.00	1,080.00
Desimini, Kristina	KDI	0.3	405.00	121.50
Grundy, Susan	SMG	0.3	850.00	255.00
Kazaz, Charles	CKZ	1.2	575.00	690.00
Litigation Services	LITG	0.0	0.00	25.00
Mohin, Mathilde	MMOH	0.5	110.00	55.00
Nachmani, Tamara	TNC	0.6	200.00	120.00
Richard, Laurent	LRI	0.4	175.00	70.00
Rogers, Linc	LCR	52.2	675.00	35,235.00
Spiro, Adam T.	ATSP	0.6	260.00	156.00



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Matter Timekeeper Summary	ID	Hours	Rate	Amount
Thompson, Nancy	NAB	8.5	280.00	2,380.00
Weisz, Steven	SJW	16.2	750.00	12,150.00
	<b>Total</b>	<b>86.6</b>		<b>\$ 52,859.50</b>

**Taxable Disbursement(s)**

Computer Research \$ 248.35  
Courier 496.97  
Duplicating 471.55  
Telephone/Facsimile 19.14

\$ 1,236.01

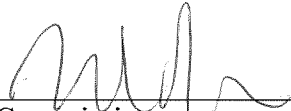
**Harmonized Sales Tax (13%)**

7,032.42

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

**\$ 61,127.93 CAD**

This is **Exhibit "B"** referred to in the  
Affidavit of Linc Rogers sworn the 18<sup>th</sup> day  
of September, 2012



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A Commissioner, etc.

Marc Flynn

**EXHIBIT "B"**

<b>Name of Lawyer</b>	<b>Year of Call</b>	<b>Hourly Rate</b>
Barette, Hélène	1975 ( <i>Linguistic Services</i> )	\$420.00
Beaudoin, Yannick	1998	\$515.00
Beaumier, Jacques	1994	\$290.00
Beavers, Matthew	<i>Articling Student</i>	\$205.00
Borges, Jason	<i>Summer Law Student</i>	\$180.00
Boucher, Sophie	<i>Proofreader</i>	\$140.00
Bourassa, Kelly	2001	\$530.00
Bussière, Natalie	1994	\$500.00
Castagna, Moreno	<i>Translator</i>	\$270.00
Desimini, Kristina	2010	\$405.00
Godfroy, Aude	2001	\$385.00
Grundy, Susan	1980	\$825.00 / \$850.00
Guy, Sebastien	1998	\$515.00
Huys, Matthew	<i>Articling Student</i>	\$205.00
Jones, Christopher	1997	\$635.00
Kazaz, Charles	1990	\$575.00
Marien, Clemence	<i>Linguistic Student</i>	\$110.00
Marino, Julie	<i>Law Clerk</i>	\$180.00
McEachern, Katherine	1996	\$605.00
Moher, Jackie	2006	\$520.00
Mohin, Mathilde	<i>Linguistic Student</i>	\$110.00
Nachmani, Tamara	<i>Articling Student</i>	\$200.00
Notenboom, Leanne	<i>Consultant</i>	\$250.00
Prestage, J.A.	1987	\$665.00
Prichard, Kenneth	<i>Articling Student</i>	\$200.00
Richard, Laurent	<i>Proofreader</i>	\$175.00
Robb, Nathan	<i>Articling Student</i>	\$205.00
Rogers, Linc	2000	\$650.00 / \$675.00
Simpson, Matthew	2009	\$310.00
Spiro, Adam	2009	\$260.00
Spronk, Maria-Rose	<i>Summer Law Student</i>	\$205.00
Thompson, Nancy	<i>Law Clerk</i>	\$280.00
Vigneault, Claudia	2010	\$250.00
Weisz, Steven	1991	\$725.00 / \$750.00
Wilcox, Kelsey	<i>Summer Law Student</i>	\$180.00
Willis, Jenna	2010	\$405.00
Wolfe, Manon	<i>Notary</i>	\$300.00
York, Andrea J.	1998	\$580.00
(Translator Services)	N/A	\$230.00

Total Fees Billed:	\$574,072.00
Total Hours:	967.7
Average Hourly Rate:	\$593.23

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 LINC ROGERS**  
Sworn September 18, 2012

**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  
**Linc Rogers**, LSUC #43562N  
Tel: 416-863-4168  
Fax: 416-863-2653

Lawyers for FTI Consulting Canada Inc.