



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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM)
JUSTICE MESBUR)
FRIDAY, THE 13TH DAY
OF SEPTEMBER, 2013

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

Applicants

**ORDER
(Re Abandonment of the Silica Fumes Property)**

THIS MOTION, made by Timminco Limited and Bécancour Silicon Inc. (together, the "**Timminco Entities**"), for an order approving the abandonment of the Silica Fumes Property by BSI, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Sean Dunphy sworn September 5, 2013, and the Twenty Second Report of FTI Consulting Canada Inc. in its capacity as the court appointed monitor of the Timminco Entities (the "**Monitor**") dated September 9, 2013, and on hearing the submissions of counsel for the Timminco Entities and the Monitor, no one appearing for any other person on the service list, although duly served as appears from the affidavit of service of Kathryn Esaw sworn September 6, 2013, filed:

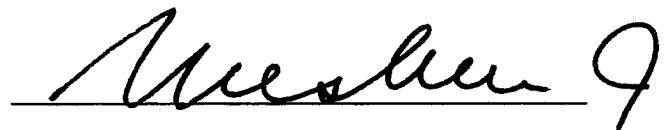
ABANDONMENT OF THE SILICA FUMES PROPERTY

1. **THIS COURT ORDERS** that, notwithstanding the provisions of the Order of the Honourable Mr. Justice Morawetz dated March 5, 2013, the Chief Restructuring Officer of the Timminco Entities BSI is hereby authorized to execute the deed of abandonment substantially in the form as contained in Schedule "A" to this Order.

2. **THIS COURT ORDERS** that the Timminco Entities and the Monitor are hereby authorized to take any additional steps and execute such additional documents as may be necessary or desirable for the completion of the abandonment of the Silica Fumes Property.

GENERAL

3. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Monitor, the CRO, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor and to the CRO, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.



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

SEP 13 2013

MS

SCHEDULE "A"

ACT OF ABANDONMENT OF OWNERSHIP

IN THE YEAR TWO THOUSAND AND THIRTEEN (2013)

On this _____ () day of August

BEFORE M^c _____, notary at Montréal, Province of Québec.

CAME AND APPEARED:

BÉCANCOUR SILICON INC., a corporation duly constituted under the laws of the Province of Québec, having its registered office at 6500 Yvon-Trudeau Street, Bécancour, Québec, G9H 2V8 (the "**Company**"), by Russell Hill Advisory Services Inc. ("**Russell Hill**"), in its capacity as Chief Restructuring Officer of, *inter alia*, the Company, and not in its personal or corporate capacity, duly authorized for the purposes hereof pursuant to an Order (CRO Appointment) rendered by the Superior Court of Justice of the Province of Ontario (Commercial List) on August 17, 2012, Court file number: CV-12-9539-00CL, appointing Russell Hill as Chief Restructuring Officer of the Company (the "**CRO Appointment Order**") and Russell Hill being itself herein acting and represented by Sean Dunphy, its President duly authorized for the purposes hereof pursuant to a resolution of its Board of Directors dated _____ authorizing Sean Dunphy to act on its behalf, photocopies of which remain annexed hereto after having been acknowledged as true and signed for identification by the said representatives in the presence of the undersigned notary.

WHEREAS Timminco Limited ("**Timminco**") and the Company (together with Timminco, the "**Timminco Entities**") were granted protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended pursuant to the initial order of the Ontario Superior Court of Justice dated January 3, 2012, Court file number: CV-12-9539-00CL in which FTI Consulting Canada Inc. was appointed as monitor of the Timminco Entities (the "**Monitor**");

WHEREAS, pursuant to the CRO Appointment Order, Russell Hill was granted the powers and obligations set out in the engagement letter dated July 24, 2012 in the form attached to the Twelfth Report of the Monitor, including the power to plan and oversee the orderly wind-down and disposition of the remaining assets of the Timminco Entities;

WHEREAS the Company is the registered owner of the immovable property located at 5355 Chemin De Fer, Bécancour, Québec and all movables located on the premises (collectively, the "**Property**") more specifically described in the DESCRIPTION below;

WHEREAS the Company has no further use for the Property and wishes to unequivocally abandon all right, title and interest in and to the Property since the Property has no value to the Company;

WHEREFORE the Company, declares as follows:

1. As of _____, 2013, in accordance with articles 934 ff. of the *Civil Code of Québec*, the Company unequivocally abandons all right, title and interest in and to the Property.
2. The Property may be more fully described as follows:

DESCRIPTION

An immovable situated in the City of Bécancour, Province of Québec, known and designated as lot THREE MILLION FIVE HUNDRED THIRTY-NINE THOUSAND FIVE HUNDRED AND THREE (3 539 503), of the Cadastre of Québec, Registration Division of Nicolet (Nicolet 2).

With the buildings and all other structures, fixtures, equipment and ancillary improvements located thereon, including the buildings bearing the civic address 5355, du Chemin-de-Fer Street, City of Bécancour, Province of Québec, G9H 2X7.

WHEREOF ACTE, at Montréal, Province of Québec, under number _____ of the minutes of the undersigned notary.

AND AFTER DUE READING HEREOF, the parties have signed in the presence of the undersigned notary.

**BÉCANCOUR SILICON INC. by
Russell Hill Advisory Services Inc.,
in its capacity as court-appointed
Chief Restructuring Officer of
Bécancour Silicon Inc. and not in its
personal or corporate capacity**

Name: Sean Dunphy
Title: Authorized Representative

, notary

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

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

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

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

Proceeding commenced at Toronto

**ORDER
(Re Abandonment of the
Silica Fumes Property)**

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