

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. )  
 )  
JUSTICE MORAWETZ )  
 )  
MONDAY, THE 5<sup>TH</sup> DAY OF  
NOVEMBER, 2012

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENTS 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.**

**ORDER  
(Re Granting Additional Powers to the CRO)**

**THIS MOTION**, made by Timminco Limited and Bécancour Silicon Inc. ("**BSI**" and, together with Timminco Limited, the "**Timminco Entities**") for an order granting to Russell Hill Advisory Services Inc., in its capacity as the Chief Restructuring Officer ("**CRO**") of the Timminco Entities, the powers necessary to settle claims, actions and suits of the Timminco Entities, including the power to enter into settlement agreements, accept settlement offers, grant releases and execute any other documents in respect of such settlements, with the prior consent of FTI Consulting Canada Inc. in its capacity as Court-appointed monitor of the Timminco Entities (the "**Monitor**") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of Sean Dunphy sworn October 26, 2012, and on hearing the submissions of counsel to the Timminco Entities and the Monitor, no one appearing for any other person on the Service List, although properly served as appears from the affidavit of service, filed,

1. **THIS COURT ORDERS** that capitalized terms used herein but not otherwise defined shall have the meaning contained in the Order of this Court dated August 17, 2012, approving the appointment of the CRO (the "**CRO Appointment Order**").

*Service*

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

*Granting Settlement Powers to the CRO*

3. **THIS COURT ORDERS** that, in addition to the powers set out in the CRO Appointment Order but subject to the claims process approved by this Court in the Order dated June 15, 2012 (the "**Claims Procedure Order**"), the CRO is hereby authorized and empowered, but not obligated, to settle claims, actions and suits of the Timminco Entities, including the power to enter into settlement agreements, accept settlement offers, grant releases and execute any other documents in respect of such settlements with the prior written consent of the Monitor.

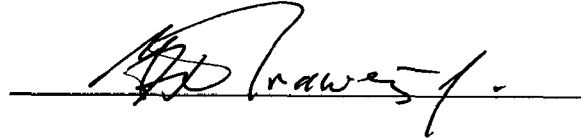
4. **THIS COURT ORDERS** that neither the CRO, nor any officer, director, employee, or agent of the CRO, shall incur any liability or obligation as a result of its carrying out of the provisions of this Order, save and except for any liability or obligation incurred as a result of gross negligence or wilful misconduct on its or their part; provided that any liability of the CRO hereunder shall in no event exceed the quantum of the fees paid to the CRO.

5. **THIS COURT ORDERS** that the indemnity provided to the CRO Indemnified Parties shall extend to the CRO Indemnified Parties with respect to any liability or obligation that the CRO Indemnified Parties may incur as a result of the fulfilling of the CRO's duties in carrying out the provisions of this Order, except to the extent that the obligation or liability was incurred as a result of the CRO Indemnified Parties' gross negligence or wilful misconduct.

6. **THIS COURT ORDERS** that the Monitor shall incur no liability or obligation in providing any consent to settle claims to the CRO pursuant to this Order, and shall have all the protections given it by the CCAA and the Initial Order or as an officer of this Court, including the stay of proceedings in its favour.

7. **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.

A handwritten signature in black ink, appearing to read "A. D. Rawes", is written over a horizontal line.

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

NOV 05 2012

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**

Proceeding commenced at Toronto

**ORDER  
(Additional CRO Powers)**

**STIKEMAN ELLIOTT LLP**  
Barristers & Solicitors  
5300 Commerce Court West  
199 Bay Street  
Toronto, Canada M5L 1B9

**Ashley John Taylor** LSUC#: 39932E  
Tel: (416) 869-5236

**Maria Konyukhova** LSUC#: 52880V  
Tel: (416) 869-5230

**Kathryn Esaw** LSUC#: 58264F  
Tel: (416) 869-5230  
Fax: (416) 947-0866

Lawyers for the Applicants

NOV 5-12

*M. Konyukhova for Applicants.  
J. Harman for Trustee.  
S. Weisz for FTI Parties.*

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

Proceeding commenced at Toronto

MOTION RECORD  
(Returnable November 5, 2012)  
(Re Granting Additional Powers to the CRO)

*The motion was not opposed. I  
is satisfied, having reviewed  
the record and being satisfied,  
that the requested relief  
is appropriate in the circumstances.*

*A. Harman*

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Ashley John Taylor LSUC#: 39932E  
Tel: (416) 869-5236  
Maria Konyukhova LSUC#: 52880V  
Tel: (416) 869-5230  
Kathryn Esaw LSUC#: 58264F  
Tel: (416) 869-6820  
Fax: (416) 947-0866

Lawyers for the Applicants

