

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

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

(Applicants)

SUPPLEMENTARY AFFIDAVIT OF PETER A.M. KALINS
(SWORN MAY 22, 2012 RE CONSULTING AGREEMENT
BETWEEN TIMMINCO LIMITED AND J. THOMAS TIMMINS)

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Lawyers for the Applicants

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**SUPPLEMENTARY AFFIDAVIT OF PETER A.M. KALINS
(Sworn May 23, 2012 re Consulting Agreement between Timminco
Limited and J. Thomas Timmins)**

I, PETER A.M. KALINS, of the City of Toronto, in the Province of Ontario,
MAKE OATH AND SAY:

1. I am the President, General Counsel and Corporate Secretary of the Applicant Timminco Limited ("**Timminco**") and the President, General Counsel and Corporate Secretary, as well as a director of the Applicant Bécancour Silicon Inc. ("**BSI**" and, together with Timminco, the "**Timminco Entities**") and as such have knowledge of the matters to which I hereinafter depose, except where otherwise stated.

2. This affidavit is supplementary to my affidavit sworn May 7, 2012 (the "**May 7 Affidavit**") and is sworn:

- (a) In support of a motion by the Timminco Entities for an order declaring that Timminco's obligations under the Agreement (as defined below) constitute pre-filing obligations which are stayed by the Initial Order (as defined below); and
- (b) In response to a motion brought by J. Thomas Timmins pursuant to s. 32(2) of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as

amended (the "CCAA"), seeking an order that the Agreement not be disclaimed or resiliated.

3. Attached hereto as **Exhibit "A"** is a copy of the Statement of Pension, Retirement, Annuity, and Other Income ("**T4A Form**") (redacted for certain personal information) filed by Timminco with the Canada Revenue Agency in connection with the payments made by Timminco to Mr. Timmins in 2002 (the "**2002 T4A Form**") which, among other things, lists the amount of \$249,999.96 as "Non-eligible retiring allowances".

4. I am advised by Mr. Paul Switzer, an external tax consultant to Timminco, that T4A Forms and/or, following Mr. Timmins becoming a non-resident of Canada in 2008, Statements of Amounts Paid or Credited to Non-Residents of Canada ("**NR4 Forms**") listing similar amounts under the category of "Retiring Allowances" have been filed by Timminco in respect of Mr. Timmins in each year from 2002 through to 2011.

5. I am also advised by Mr. Switzer, Heidi Koch, Timminco's Corporate Securities Clerk & Office Manager, and Lisa Girard, Timminco's Accounts Payable Analyst and Payroll Clerk, that Mr. Timmins did not at any time request Timminco to amend or re-file the 2002 T4A Form or any of the other T4A Forms filed by Timminco since 2002.

6. This affidavit is sworn in respect of the motions described in paragraph 2 hereof and for no improper purpose.

SWORN BEFORE ME at the City of Toronto, Province of Ontario, on May 23, 2012.




Commissioner for Taking Affidavits



Peter A.M. Kalins

Patrick John Corney, a Commissioner,
etc., Province of Ontario,
while a Student-at-Law.
Expires May 4, 2015.

PK THIS IS EXHIBIT "A", referred to in the Affidavit of Peter A. M. Kalins, sworn on May 22, 2012.
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Commissioner for Taking Affidavits

Patrick John Comey, a Commissioner,
etc., Province of Ontario, [REDACTED]
while a Student-at-Law.
Expires May 4, 2015.

16 Pension or superannuation Prestations de retraite ou autres pensions	18 Lump-sum payments Paiements forfaitaires	20 Self-employed commissions Commissions d'un travail indépendant	22 Income tax deducted Impôt sur le revenu retenu 75000.00	24 Annuities Rentes	26 Eligible retiring allowances Allocations de retraite admissibles	27 Non-eligible retiring allowances Allocations de retraite non admissibles 249999.96
28 Other income Autres revenus	30 Patronage allocations Répartitions selon l'apport commercial	32 Registered pension plan contributions (past service) Cotisations à un régime de pension agréé (services passés)	34 Pension adjustment Facteur d'équivalence	36 Pension plan registration number Numéro d'agrément d'un régime de pension	40 RESP accumulated income payments Paiements de revenu accumulé d'un REEE	42 RESP educational assistance payments Paiements d'aide aux études d'un REEE
46 Charitable donations Dons de bienfaisance	12 Social insurance number Numéro d'assurance sociale	38 Footnote codes Codes de notes	13 Business Number (BN) Numéro d'entreprise (NE)	14 Payer's number Numéro de bénéficiaire DR009	51 Payer's Business Number (BN) Numéro d'entreprise du payeur 10528 9094 RP0803	

Recipient's name and address - Nom et adresse du bénéficiaire
 Last name (in capital letters) - Nom de famille (en lettres majuscules): **TIMMINS J. THOMAS**
 First name - Prénom: [REDACTED]
 Initials - initiales: [REDACTED]

TIMMINCO METALS
 Footnote codes and explanation - Explication des codes de notes

TORONTO
ONT.

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Court File No. CV12-9539-00C1

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Proceeding commenced at Toronto

**AFFIDAVIT OF PETER A.M. KALINS
(SWORN MAY 23, 2012)**

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