

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

**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**

A. Taylor, M. Konyukhova for Applicant  
D. Bish for QSI  
A. Lockhart for Wacker Chemie  
D. Wray for CEP  
L. Rogers for FTI, Monitor  
C. Sinclair for USW  
A. Kaufman, G. Phoenix for IQ  
M. Bailey for Superintendent of Financial Services  
A. Hatnay for Mercer – Administrator of Timminco Haley Pension Plan  
K. McElheran for Dow Corning  
K. Peters for AMG Advanced

March 9, 2012

The motion was not opposed.

I am satisfied that it is appropriate to postpone the AGM during the Stay period. The factual basis for the request is set out in the factum and the legal basis for authorizing the postponement is set out at 22-25 of the factum.

With respect to the request to approve the Stalking Horse Bid Process I am satisfied that it is appropriate in these circumstances, to approve the request. In doing so, however, it is noted that counsel to CEP has noted, for the record, that CEP does have concerns about the process and specifically has reserved its rights to challenge certain provisions specifically 2.5(a) which addresses Excluded Obligations and in particular certain claims related to employees and pensioners. Counsel to CEP raised the issue as to the legality of the provision and whether it was contrary to law. Counsel also references section 9.14 – Severability. In addition counsel made reference to s.32 and 33 of the CCAA and certain

provisions of s.45 of the Quebec Labour Code. The position of CEP is noted. It is recognized that those points may be raised on a future motion.

Having reviewed the record and hearing submissions, I am satisfied that it is appropriate to approve the Stalking Horse agreement and the bidding procedures. Although the time lines are short, the Applicant is of the view that it will lead to a reasonable outcome. The Monitor is of the view that the bidding procedures are reasonable and appropriate in the circumstances.

I am also satisfied that the payment and priority of the Expense Reimbursement in the amount of \$500,000 is reasonable in the circumstances and it is approved. The DIP Amendment is also approved. Ancillary relief is also appropriate. The motion is granted and an Order has been signed in the form presented.

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Morawetz, J.