

<b>United States Bankruptcy Court</b> <b>Southern District of New York</b>						<b>Voluntary Petition</b>			
Name of Debtor (if individual, enter Last, First, Middle): <b>DIC Almatidis Midco B.V.</b>						Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):						All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):			
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>8008.62.843.V.01</b>						Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):			
Street Address of Debtor (No. and Street, City, and State): <b>Theemsweg 30</b> <b>3197 KM Botlek Rotterdam</b> <b>Netherlands</b> <span style="float: right; border: 1px solid black; padding: 2px 10px;">ZIP CODE</span>						Street Address of Joint Debtor (No. and Street, City, and State): <span style="float: right; border: 1px solid black; padding: 2px 10px;">ZIP CODE</span>			
County of Residence or of the Principal Place of Business:						County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address): <span style="float: right; border: 1px solid black; padding: 2px 10px;">ZIP CODE</span>						Mailing Address of Joint Debtor (if different from street address): <span style="float: right; border: 1px solid black; padding: 2px 10px;">ZIP CODE</span>			
Location of Principal Assets of Business Debtor (if different from street address above): <span style="float: right; border: 1px solid black; padding: 2px 10px;">ZIP CODE</span>									
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)  _____			<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  _____  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11  <input type="checkbox"/> Chapter 12  <input type="checkbox"/> Chapter 13               </div> <div> <input type="checkbox"/> Chapter 15 Petition for                Recognition of a Foreign                Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for                Recognition of a Foreign                Nonmain Proceeding             </div> </div> <hr/> <b>Nature of Debts</b> (Check one box.)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Debts are primarily consumer,                debts defined in 11 U.S.C.                § 101(8) as "incurred by an                individual primarily for a                personal, family, or house-hold                purpose."             </div> <div> <input checked="" type="checkbox"/> Debts are primarily                business debts             </div> </div>			
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.						<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$ 2,190,000. _____ <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input checked="" type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div>									
<b>Estimated Assets</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$10,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input checked="" type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>									
<b>Estimated Liabilities</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$10,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input checked="" type="checkbox"/> More than \$1 billion</div> </div>									

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>DIC Almatris Midco B.V.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>None</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>Please see attached Schedule 1</b>	Case Number: <b>TBD</b>	Date Filed: <b>April 30, 2010</b>	
District: <b>Southern District of New York</b>	Relationship: <b>Affiliates</b>	Judge: <b>TBD</b>	
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). <b>X</b> _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: right; margin-right: 100px;">         _____          (Name of landlord that obtained judgment)       </div> <div style="text-align: right; margin-right: 100px;">         _____          (Address of landlord)       </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

**Voluntary Petition***(This page must be completed and filed in every case.)*

Name of Debtor(s):

DIC Almatris Midco B.V.

**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney\***

X /s/ Michael A. Rosenthal

Signature of Attorney for Debtor(s)

Michael A. Rosenthal

Printed Name of Attorney for Debtor(s)

Gibson, Dunn & Crutcher LLP

Firm Name

\_\_\_\_\_  
Address

200 Park Avenue

New York, NY 10166-0193

(212) 351-3889

Telephone Number

April 30, 2010

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Remco de Jong

Signature of Authorized Individual

Remco de Jong

Printed Name of Authorized Individual

Chief Executive Officer

Title of Authorized Individual

April 30, 2010

Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

## **SCHEDULE 1**

### **Pending Bankruptcy Cases Filed By the Debtor and Affiliates of the Debtor**

The following affiliated debtors contemporaneously have filed chapter 11 petitions in the United States Bankruptcy Court for the Southern District of New York:

#### **Affiliated Debtors:**

1. Almatis B.V.
2. DIC Almatis Holdco B.V.
3. DIC Almatis Midco B.V.
4. DIC Almatis Bidco B.V.
5. Almatis Holdings 3 B.V.
6. Almatis Holdings 9 B.V.
7. Blitz F07-neunhundert-sechzig-drei GmbH
8. Almatis Holdings GmbH
9. Almatis GmbH
10. Almatis Holdings 7 B.V.
11. Almatis US Holding, Inc.
12. Almatis, Inc.
13. Almatis Asset Holdings LLC

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	
IN RE:	: Chapter 11
ALMATIS B.V., <i>et al.</i> ,	: Case No. _____
Debtors.	: Joint Administration Requested
	:
-----X	

**CONSOLIDATED LIST OF CREDITORS HOLDING  
THE 50 LARGEST UNSECURED CLAIMS**

The above-captioned debtors (collectively, the "***Debtors***") each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is the consolidated list of the Debtors' creditors holding the 50 largest unsecured claims (the "***Consolidated List***") based on the Debtors' books and records as of approximately April 28, 2010. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure and Rule 1007-2(4) of the Local Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims on a consolidated basis. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors' right to contest the validity, priority or amount of any claim.

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
1. <b>Wilmington Trust (London) Limited</b> 6 Broad Street Place Fifth Floor London EC2M 7JH United Kingdom	<b>Wilmington Trust (London) Limited</b> 6 Broad Street Place Fifth Floor London EC2M 7JH United Kingdom Ph. +44 (0) 20 7614 1111 Fax +44 (0) 20 7614 1122	Almatis B.V. and Almatis Holdings 9 B.V. mezzanine indebtedness under Mezzanine Credit Facility		\$203,600,000.00
2. <b>Wilmington Trust (London) Limited</b> 6 Broad Street Place Fifth Floor London EC2M 7JH United Kingdom	<b>Wilmington Trust (London) Limited</b> 6 Broad Street Place Fifth Floor London EC2M 7JH United Kingdom Ph. +44 (0) 20 7614 1111 Fax +44 (0) 20 7614 1122	DIC Almatis Bidco B.V. junior mezzanine indebtedness under Junior Mezzanine Credit Facility		\$81,200,000.00
3. <b>UBS Limited</b> 1 Finsbury Avenue London, EC2M 2PP United Kingdom	<b>UBS Limited</b> 1 Finsbury Avenue London, EC2M 2PP United Kingdom <a href="mailto:Graham.vance@ubs.com">Graham.vance@ubs.com</a> <a href="mailto:Andrew.Santacroce@ubs.com">Andrew.Santacroce@ubs.com</a>	Almatis B.V., Almatis US Holding, Inc., Almatis Holding GmbH Second Lien subfacility indebtedness under Senior Credit Facility		\$79,700,000.00
4. <b>MVV Energiedienstleistungen GmbH</b> Giulinistr. 2 Ludwigshafen 67065 Germany	<b>MVV Energiedienstleistungen GmbH</b> Giulinistr. 2 Ludwigshafen 67065 Germany Ph. 0621 5709701 Fax 0621 5709-711	Trade		\$1,253,776.96
5. <b>RWE Gas Verkoopmaatschappij NV</b> Diamantlaan 15 Hoofddorp 2132 WV Netherlands	<b>RWE Gas Verkoopmaatschappij NV</b> Diamantlaan 15 Hoofddorp 2132 WV Netherlands Ph. +31 23 5691350 Fax +31 23 5691315 <a href="mailto:Frans.dewit@rwe.nl">Frans.dewit@rwe.nl</a>	Trade		\$1,097,511.78

	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
6.	<b>Delta N.V.</b> Poelendaelesingel 10 Middelburg 4335 JA Netherlands	<b>Delta N.V.</b> Poelendaelesingel 10 Middelburg 4335 JA Netherlands Ph. +31 118 883883 Fax +31 118 882994 <a href="mailto:tknaapen@delta.nl">tknaapen@delta.nl</a>	Trade		\$729,386.78
7.	<b>BASF Construction Polymers GmbH</b> Dr.-Albert-Frank-Strasse 32 Trotsberg 83308 Germany	<b>BASF Construction Polymers GmbH</b> Dr.-Albert-Frank-Strasse 32 Trotsberg 83308 Germany Ph. 08621 86-2248 <a href="mailto:Anja.Christina.Hinz@basf.com">Anja.Christina.Hinz@basf.com</a>	Trade		\$712,014.18
8.	<b>BIS Maintenance Südwest GmbH</b> An der Bundesstrasse 3 Leimen 69181 Germany	<b>BIS Maintenance Südwest GmbH</b> An der Bundesstrasse 3 Leimen 69181 Germany Ph. 06224/701-701 Fax 06224/701-700	Trade		\$623,690.97
9.	<b>Helmut Kreutz GmbH</b> Helmut Kreutz Strasse Haiger-Langenaubach 35708 Germany	<b>Helmut Kreutz GmbH</b> Helmut Kreutz Strasse Haiger-Langenaubach 35708 Germany Ph. 02773/94410 Fax: 02773/944160	Trade		\$616,574.91
10.	<b>SD Lehnkering Logistics BV</b> Zweth 24 Barendrecht 2991 LH Netherlands	<b>SD Lehnkering Logistics BV</b> Zweth 24 Barendrecht 2991 LH Netherlands Ph. 0180698-500 <a href="mailto:martin.vanderhoeven@lehnkering.nl">martin.vanderhoeven@lehnkering.nl</a>	Trade		\$458,431.77
11.	<b>SD UPS Supply Chain Solutions Inc</b> 314B Moon Clinton Rd Moon Township, Pennsylvania 15108 USA	<b>SD UPS Supply Chain Solutions Inc</b> 314B Moon Clinton Rd Moon Township, Pennsylvania 15108 USA Ph. 412-631-1615 <a href="mailto:Ckrivoniak@UPS.com">Ckrivoniak@UPS.com</a>	Trade		\$421,308.35

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
12. <b>SD Bauxite &amp; Northern Railway Co.</b> 6232 Cyanamid Road Bauxite, Arkansas 72011 USA	<b>SD Bauxite &amp; Northern Railway Co.</b> 6232 Cyanamid Road Bauxite, Arkansas 72011 USA Ph. 501-776-4619 <a href="mailto:heather.gregoire@railamerica.com">heather.gregoire@railamerica.com</a>	Trade		\$421,257.46
13. <b>SD Wincanton GmbH</b> Rheinkaistrasse 2 Mannheim 68159 Germany	<b>SD Wincanton GmbH</b> Rheinkaistrasse 2 Mannheim 68159 Germany Ph. 0621 8048-0 <a href="mailto:petra.munderloh-kristofory@wincanton.eu">petra.munderloh-kristofory@wincanton.eu</a>	Trade		\$418,615.68
14. <b>Coral Energy Resources, L.P.</b> 909 Fannin, Plaza Level 1 Houston, Texas 77010 USA	<b>Coral Energy Resources, L.P.</b> 909 Fannin, Plaza Level 1 Houston, Texas 77010 Ph. 1-713-230-7597 <a href="mailto:Randy.ward@shell.com">Randy.ward@shell.com</a>	Trade		\$400,000.00
15. <b>Estron B.V.</b> Postbus 45 Spijkenisse 3200 AA Netherlands	<b>Estron B.V.</b> Postbus 45 Spijkenisse 3200 AA Netherlands Ph. 010 296 1616 <a href="mailto:Yvette@estron.nl">Yvette@estron.nl</a>	Trade		\$374,335.94
16. <b>UPS Supply Chain Solutions Inc</b> 636 Sandy Lake Road Coppell, Texas 75019 USA	<b>UPS Supply Chain Solutions Inc</b> 636 Sandy Lake Road Coppell, Texas 75019 USA Ph. 412-631-1615 Fax: 412-262-4544	Trade		\$365,142.89
17. <b>SD Wedig Int Spedition</b> Beindersheimer Str 102 Frankenthal 67227 Germany	<b>SD Wedig Int Spedition</b> Beindersheimer Str 102 Frankenthal 67227 Germany Ph. 6233 37 670 <a href="mailto:m.glaab@wedig.eu">m.glaab@wedig.eu</a>	Trade		\$327,395.79



	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
18.	<b>Entergy Corp.</b> 446 North Blvd. Baton Rouge, Louisiana 70891-8101 USA	<b>Entergy Corp.</b> 446 North Blvd. Baton Rouge, Louisiana 70891 USA Ph. 800-766-1648 <a href="mailto:dhester@entergy.com">dhester@entergy.com</a>	Trade		\$325,000.00
19.	<b>Aloysius Krenzer KG</b> Wasserkuppenstr 1 36163 Poppenhausen- Abtsroda Germany	<b>Aloysius Krenzer KG</b> Wasserkuppenstr 1 36163 Poppenhausen-Abtsroda Germany Ph. 06658 961610 Fax 06658 961630 <a href="mailto:kontakt@krenzer-paletten.de">kontakt@krenzer-paletten.de</a>	Trade		\$301,662.90
20.	<b>Carrieres Fours Chaux Dumont – Wautie</b> Parc Des Collines 50 Wavre 1300 Belgium	<b>Carrieres Fours Chaux Dumont – Wautie</b> Parc Des Collines 50 Wavre 1300 Belgium Ph. +32 10230711 Fax +32 10230950 <a href="mailto:Marco.Kluivers@lhoist.com">Marco.Kluivers@lhoist.com</a>	Trade		\$296,357.49
21.	<b>H.J. Schmidt Mineraltechnik Gmbh</b> Engerser Landstr. 60 Bendorf Germany	<b>H.J. Schmidt Mineraltechnik Gmbh</b> Engerser Landstr. 60 Bendorf Germany Ph. 02622/9274-0 Fax 02622/927450	Trade		\$266,452.99
22.	<b>Geidel Kraftverkehr GmbH</b> Wetzlarer Winkel 11 Mannheim 68262 Germany	<b>Geidel Kraftverkehr GmbH</b> Wetzlarer Winkel 11 Mannheim 68262 Germany Ph. 0621 5707286 <a href="mailto:uwe.geidel@freenet.de">uwe.geidel@freenet.de</a>	Trade		\$248,346.10

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
23. <b>Mondi Packaging Trebsen GmbH</b> Erich Hausmann Strasse 1 Trebsen 4687 Germany	<b>Mondi Packaging Trebsen GmbH</b> Erich Hausmann Strasse 1 Trebsen 4687 Germany Ph. 034383 91-100 Fax 03438391-114 <a href="mailto:bags.germany@mondigroup.com">bags.germany@mondigroup.com</a>	Trade		\$239,038.10
24. <b>Trimet Schweiz AG</b> Gotthardstr. 20 Zug 6300 Switzerland	<b>Trimet Schweiz AG</b> Gotthardstr. 20 6300 Zug Switzerland Fax: +417286041	Trade		\$220,592.85
25. <b>Exim Handelsonderneming Rotterdam B</b> Cairostraat 50 Rotterdam 3047 BC Netherlands	<b>Exim Handelsonderneming Rotterdam B</b> Cairostraat 50 Rotterdam 3047 BC Netherlands Ph. 104623511 <a href="mailto:Thom.vanZeeland@zakkencentrale.nl">Thom.vanZeeland@zakkencentrale.nl</a>	Trade		\$204,162.04
26. <b>Blok –Feedstock</b> Carrouselweg 4 Hellevoetsluis 3225 LN Netherlands	<b>Blok –Feedstock</b> Carrouselweg 4 Hellevoetsluis 3225 LN Netherlands Ph. +31 181 316000 Fax +31 181 313333 <a href="mailto:rien@bloktransport.nl">rien@bloktransport.nl</a>	Trade		\$201,843.55
27. <b>P. van der Wegen Gears BV</b> Lovense Kanaaldijk 113 Tilburg 5013 BJ Netherlands	<b>P. van der Wegen Gears BV</b> Lovense Kanaaldijk 113 Tilburg 5013 BJ Netherlands Ph. +31 5362000 Fax +31 5433122	Trade		\$169,835.40
28. <b>RHI AG</b> Magnesitstrasse 2 Leoben 8700 Austria	<b>RHI AG</b> Magnesitstrasse 2 Leoben 8700 Austria Fax: 0502135288 <a href="mailto:ilse.kolesnig@rhi-ag.com">ilse.kolesnig@rhi-ag.com</a>	Trade		\$162,626.83

(1) Name of creditor and complete mailing address, including zip code		(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
29.	<b>Freudenberg IT-Information Service KG</b> Höhnerweg 2-4 Weinheim 69469 Germany	<b>Freudenberg IT-Information Service KG</b> Höhnerweg 2-4 Weinheim 69469 Germany Ph. 06201 808095 <a href="mailto:fitlogistik-vu@freudenberg-it.com">fitlogistik-vu@freudenberg-it.com</a>	Trade		\$153,471.89
30.	<b>Exim Handelsonderneming Rotterdam B</b> Cairostraat 50 Rotterdam 3047 BC Netherlands	<b>Exim Handelsonderneming Rotterdam B</b> Cairostraat 50 Rotterdam 3047 BC Netherlands Ph. 104623511 <a href="mailto:Thom.vanZeeland@zakkencentrale.nl">Thom.vanZeeland@zakkencentrale.nl</a>	Trade		\$143,650.32
31.	<b>PKF B.V.</b> Sluisendijk 8 Heinenoord 3274 BM Netherlands	<b>PKF B.V.</b> Sluisendijk 8 Heinenoord 3274 BM Netherlands Ph. +31 186 608999 Fax +31 186 608988 <a href="mailto:ron.dehoog@pkfpallets.nl">ron.dehoog@pkfpallets.nl</a>	Trade		\$142,240.30
32.	<b>Mondi Packaging</b> Fort Willemweg 1 Maastricht 6219 PA Netherlands	<b>Mondi Packaging</b> Fort Willemweg 1 Maastricht 6219 PA Netherlands Ph. +31 43 3299299 Fax +31 43 3253496 <a href="mailto:paul.janssen@mondigroup.com">paul.janssen@mondigroup.com</a>	Trade		\$140,330.54
33.	<b>American Express TMS</b> P.O. Box 360001 Fort Lauderdale, FL USA	<b>American Express TMS</b> P.O. Box 360001 Fort Lauderdale, FL USA Ph. 800-528-2122 <a href="mailto:Jerrod.v.hebenstreit@aexp.com">Jerrod.v.hebenstreit@aexp.com</a>	Trade		\$140,000.00
34.	<b>Rhenus Logistics</b> Pg de Porceyo 1-13 Gijon 33392 Spain	<b>Rhenus Logistics</b> Pg de Porceyo 1-13 Gijon 33392 Spain Ph. 985307451 <a href="mailto:mariaoledad.urrea@es.rhenus.com">mariaoledad.urrea@es.rhenus.com</a>	Trade		\$139,456.55

(1) Name of creditor and complete mailing address, including zip code		(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
35.	<b>European Bulk Services BV</b> Elbeweg 117 Rotterdam 3180 AE Netherlands	<b>European Bulk Services BV</b> Elbeweg 117 Rotterdam 3180 AE Netherlands Ph. +31 181 262988 Fax +31 181 258144 <a href="mailto:p.van.poelgeest@ebsbulk.nl">p.van.poelgeest@ebsbulk.nl</a>	Trade		\$121,559.10
36.	<b>SD Wedig Int Spedition</b> Beindersheimer Str 102 Frankenthal 67227 Germany	<b>SD Wedig Int Spedition</b> Beindersheimer Str 102 Frankenthal 67227 Germany Ph. 6233 37 670 <a href="mailto:m.glaab@wedig.eu">m.glaab@wedig.eu</a>	Trade		\$119,843.85
37.	<b>Dadco Alumina &amp; Chemicals Ltd</b> Hamilton House Guemsey GY1 1WA United Kingdom	<b>Dadco Alumina &amp; Chemicals Ltd</b> Hamilton House Guemsey GY1 1WA United Kingdom Ph. 1481740605 <a href="mailto:Sarah.Girard@dadcoalumina.com">Sarah.Girard@dadcoalumina.com</a>	Trade		\$116,608.51
38.	<b>NV Gouda Vuurvast</b> Goudkade 16 Gouda 2802 AA Netherlands	<b>NV Gouda Vuurvast</b> Goudkade 16 Gouda 2802 AA Netherlands Fax: 0182584098 <a href="mailto:info@goudaservices.com">info@goudaservices.com</a>	Trade		\$100,358.39
39.	<b>CCC Construction Co. Inc.</b> 3828 Salem Road Benton, Arkansas USA	<b>CCC Construction Co. Inc.</b> 3828 Salem Road Benton, Arkansas USA Ph. (501) 316-0915 Fax (501) 316-1517	Trade		\$99,157.98
40.	<b>Reikon Aandrijftechniek BV</b> Edison Straat 5 Gouda 2809 PC Netherlands	<b>Reikon Aandrijftechniek BV</b> Edison Straat 5 Gouda 2809 PC Netherlands Fax: 0182518233	Trade		\$98,742.05
41.	<b>SD SAE</b> Via Brennero 45 Trento 38100 Italy	<b>SD SAE</b> Via Brennero 45 Trento 38100 Italy <a href="mailto:log.mannheim@saeit.com">log.mannheim@saeit.com</a>	Trade		\$90,499.83

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
42. <b>Duquesne Light Co.</b> P.O. Box 10 Pittsburgh, PA 15230-0010	<b>Duquesne Light Co.</b> P.O. Box 10 Pittsburgh, PA 15230-0010 Ph. 412-393-2343 Fax: 412-393-2314 <a href="mailto:paymentprocessing@duqlight.com">paymentprocessing@duqlight.com</a>	Trade		\$90,000.00
43. <b>Foison Packaging, Inc.</b> 5060 W. Royal Atlanta Dr. Suite 32 Tucker, Georgia 30084	<b>Foison Packaging, Inc.</b> 5060 W. Royal Atlanta Dr. Suite 32 Tucker, Georgia 30084 Fax: 770-939-2493 <a href="mailto:GRACE@FOISONINC.COM">GRACE@FOISONINC.COM</a>	Trade		\$88,340.48
44. <b>Fercam S. p. A.</b> Via Marie Curie 2 Bolzano 39100 Italy	<b>Fercam S. p. A.</b> Via Marie Curie 2 Bolzano 39100 Italy Ph. 0471 530 229 Fax: 0471 530 503 <a href="mailto:andreas.steiner@fercam.com">andreas.steiner@fercam.com</a>	Trade		\$85,306.40
45. <b>Little Rock Sheet Metal Co.</b> 625 W. Dixon Road Little Rock, Arkansas 72206	<b>Little Rock Sheet Metal Co.</b> 625 W. Dixon Road Little Rock, Arkansas 72206 Fax: 501-490-0788 <a href="mailto:lrsml@lrsheetmetal.com">lrsml@lrsheetmetal.com</a>	Trade		\$85,168.12
46. <b>SD Ewals Cargo Care B.V.</b> # 0 Tegelen Netherlands	<b>SD Ewals Cargo Care B.V.</b> # 0 Tegelen Netherlands Ph. 0031773202202 <a href="mailto:frank.van.den.brandt@nl.ewals.com">frank.van.den.brandt@nl.ewals.com</a>	Trade		\$83,609.47
47. <b>Ludwig GmbH</b> Mauerbergstr. 38 Baden-Baden 76534 Germany	<b>Ludwig GmbH</b> Mauerbergstr. 38 Baden-Baden 76534 Germany Fax: 07223 961660 <a href="mailto:kontakt@ludwig-paletten.de">kontakt@ludwig-paletten.de</a>	Trade		\$80,492.69
48. <b>Applied Industrial Technologies</b> 22510 Network Place Chicago, IL 60673-1225 USA	<b>Applied Industrial Technologies</b> 22510 Network Place Chicago, IL 60673-1225 USA Fax: 501-955-9505	Trade		\$80,444.07

(1) Name of creditor and complete mailing address, including zip code		(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
49.	<b>Surface Chemists of Florida, Inc.</b> 1303 Park Lane South Jupiter, FL 33458 USA	<b>Surface Chemists of Florida, Inc.</b> 1303 Park Lane South Jupiter, FL 33458 USA Fax: 561-745-8737 <a href="mailto:colleen@surfacechemists.com">colleen@surfacechemists.com</a>	Trade		\$77,962.50
50.	<b>Gericke</b> Zuiderinslag 18 Hoevelaken 3870 CA Netherlands	<b>Gericke</b> Zuiderinslag 18 Hoevelaken 3870 CA Netherlands Fax +31 (0) 332542600	Trade		\$77,232.65

**DECLARATION UNDER PENALTY OF PERJURY**

Pursuant to 28 U.S.C. § 1746, I, Remco de Jong, the duly authorized signatory of DIC Almatris Midco B.V., declare under penalty of perjury that I have read the forgoing Consolidated List of Creditors Holding the 50 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: New York, New York  
April 30, 2010

\_\_\_\_\_  
/s/ Remco de Jong  
By: Remco de Jong  
Title: Chief Executive Officer

	X	
	:	
<b>IN RE:</b>	:	<b>Chapter 11</b>
	:	
<b>ALMATIS B.V., et al.,</b>	:	<b>Case No.</b> _____
	:	
<b>Debtors.</b>	:	<b>Joint Administration Requested</b>
	:	
	X	

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and Local Rule of Bankruptcy Procedure 1007-3, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests:

Shareholder	Address of Shareholder	Approximate Percentage of Shares Held
DIC Almatris Holdco B.V.	Theemsweg 30 3197 KM Botlek Rotterdam Netherlands	100%



**DECLARATION UNDER PENALTY OF PERJURY**

Pursuant to 28 U.S.C. § 1746, I, Remco de Jong, the duly authorized signatory of DIC Almatris Midco B.V., declare under penalty of perjury that I have read the forgoing Corporate Ownership Statement and that it is true and correct to the best of my information and belief.

Dated: New York, New York  
April 30, 2010

	<u>/s/ Remco de Jong</u>
By:	Remco de Jong
Title:	Chief Executive Officer

## MINUTES BOARD MEETING

Minutes of the proceedings at the meeting of the managing board of **DIC Almatris Midco B.V.**, a private company with limited liability incorporated under the laws of the Netherlands with corporate seat in Amsterdam, the Netherlands, and having its address at Theemsweg 30, havennummer 5115, 3197 KM Botlek Rotterdam, the Netherlands, (the "**Company**"), which meeting was held by telephone on the twenty-ninth day of April, 2010 at 16.30 hours CET.

The meeting appointed Remco de Jong as Chairman and Rob van den Sigtenhorst as Secretary of the meeting.

The Chairman opened the meeting and recorded that the following managing directors were present:

- (a) Remco de Jong,
- (b) Charles Edward Nield Herlinger, and
- (c) Clear Management Company B.V. ("**CMC**") represented by R.H.W. Funnekotter and W.H. Kamphuijs,

together forming the entire managing board of the Company.

The managing board adopted the minutes of its meeting of 15 April 2010 as circulated earlier by e-mail and signed by the managing directors.

Then, having been presented by the Almatris group (the "**Group**") executive management and the Company's financial and legal advisors with materials regarding the liabilities and liquidity of the Company, the strategic alternatives available to the Company and the impact of the foregoing on the Company, its enterprise and its stakeholders, having reviewed, considered and discussed these materials and having had the opportunity to consult with the Company's financial and legal advisors, the managing board considered and discussed the current status, liabilities and liquidity of the Company and considered fully each of the strategic alternatives available to the Company in order to restructure its debt and the debt of the Group, including the high yield refinancing proposal presented by DIC.

With regard to the latter proposal, the managing board considered and discussed the current status thereof on the basis of a "Note of discussions with DIC regarding proposed alternative restructuring

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proposal and refinancing of Almatris first lien debt (24 to 28 April 2010)", a memorandum on the "Current status of discussions with DIC regarding alternative restructuring proposal" dated 29 April 2010 and a financial modelling and analysis of the DIC High Yield Bond proposal dated 28 April 2010, all three prepared by Close Brothers Corporate Finance Limited, the Company's financial advisor, which had been provided to the managing board prior to the managing board meeting. The managing board adopted the conclusions set out in the aforementioned documents and concluded, in accordance therewith, that the DIC proposal did not amount to a sufficiently credible and viable alternative restructuring option.

In that light, the managing board again considered and discussed the proposal of a majority of the first lien senior lenders and the hedge counterparties under the credit facilities of the Group for a restructuring of the debt of the Company and the other Group companies encompassed in the Plan Support Agreement and its attachments (the "PSA") which has been entered into by the Company on 14 April 2010. By entering into the PSA, the Company committed itself to supporting the Plan set out therein and commencing chapter 11 cases as soon as possible.

Furthermore, the managing board considered and discussed the most recent Valuation Analysis Materials, dated 22 April 2010, received by it from the Company's investment banker and financial advisor Moelis & Company. The managing board took note that according to Moelis' report, the enterprise value range of the Group is currently approximately \$510 – \$570 million (with a mid-point of \$540 million). This means that the value of the Group breaks squarely in the first lien senior debt.

The managing board took note that, as a result of the vote solicitation proceedings initiated pursuant to the resolutions adopted in the managing board meeting on 13 April 2010, over 61% of the creditors entitled to vote on the Plan had voted in favour thereof. As only the votes actually received count, this means that 100% has currently voted in favour, no votes against. As an important point, the managing board noted that the members of the senior co-ordinating committee had also voted in favour of the Plan and that they, as had become clear from discussions with the senior co-comm members and their legal counsel in the days preceding the managing board meeting and lastly immediately prior to the managing board meeting, shared the conclusion that the DIC refinancing proposal did not represent a viable restructuring option and was highly unlikely to timely mature sufficiently to attain such a status. Accordingly, the senior co-comm members had expressed as their strong view that the Company should live up to its obligations under the PSA and file a chapter 11 case without further delay.

Finally, the managing board reviewed, considered and discussed the letter from The Committee of Mezzanine and Junior Mezzanine Lenders to (among others) the directors of the Company and the letter from DIC to the Senior Lenders to the Almatris Group with a copy to the "Management Board Members of Almatris", both dated 28 April 2010, which had been provided to the managing board prior to the managing board meeting.

Pursuant to the above, the Chairman proposed the following resolutions:



- 1 The plan of reorganisation contemplated by the Commercial Term Sheet attached to the Plan Support Agreement represents the best restructuring alternative available to the Company. It is desirable and in the best interest of the Company, its enterprise and its stakeholders that the Company performs the Plan Support Agreement and files or causes to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "US Bankruptcy Code").
- 2 The Company will perform the Plan Support Agreement (including, without limitation, performance in accordance with the MIP Term Sheet and the Bonus Term Sheet attached thereto) and (if any) the DIP Credit Facility (as defined below).
- 3 The Company will file or cause to be filed a voluntary petition for relief under the US Bankruptcy Code and take or cause to be taken any steps necessary, proper, and/or desirable for the Company in connection with such filing.
- 4 Each of Remco de Jong and Charles Edward Herlinger is entitled to, on behalf and in name of the Company:
  - (a) negotiate, enter into, execute and deliver any agreement for the use of cash collateral in connection with the filing by the Company of a voluntary petition for relief under the US Bankruptcy Code, including agreements which require the Company to grant liens and pay interest to the Company's existing lender(s);
  - (b) negotiate, enter into, execute and deliver a debtor in possession loan facility (including such agreements, certificates, instruments, guaranties, notices and any and all other documents as he may deem necessary or appropriate to facilitate the execution and delivery thereof: a "DIP Credit Facility"), on the terms the he may deem necessary or appropriate for the consummation of the transactions contemplated thereby;
  - (c) negotiate, enter into, execute, deliver and file all petitions, schedules, lists and other motions, papers or documents and any amendments thereto in connection with the filing by the Company of a voluntary petition for relief under the US Bankruptcy Code; and
  - (d) perform any and all other legal and other acts, including acts of disposal, as in his judgment shall be or shall become necessary, proper, and/or desirable in connection with the filing by the Company of a voluntary petition for relief under the US Bankruptcy Code, the use of cash collateral in connection therewith, the Plan Support Agreement, the DIP Credit Facility, or otherwise to effectuate a successful reorganisation of the Company, including, without limitation, the negotiation of, entry into, execution, delivery, certification, filing, recording and/or performance of any agreements, instruments, motions, affidavits, applications for approvals or rulings of courts or other authorities, certificates or other documents.

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- 5 The proceeds of the DIP Credit Facility (if any) shall be used (i) to satisfy the obligations of the Company, (ii) to pay for fees and expenses associated with the DIP Credit Facility, (iii) to continue the conduct of the affairs of the Company under the US Bankruptcy Code, and (iv) for general corporate purposes.
- 6 The Company will employ the following financial and legal advisors to represent and assist the Company in the following matters:
- (a) the law firm of Gibson, Dunn & Crutcher LLP as bankruptcy counsel to represent and assist the Company in carrying out its duties under the US Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings;
  - (b) the law firm of Linklaters LLP as special English and German counsel to represent and assist the Company and to take any and all actions to advance the Company's rights and obligations;
  - (c) the law firm of De Brauw Blackstone Westbroek N.V. as Dutch counsel to represent and assist the Company and to take any and all actions to advance the Company's rights and obligations;
  - (d) the law firm of Schultze & Braun GmbH Rechtsanwaltsgesellschaft as counsel to advise management with respect to issues arising under German law;
  - (e) the law firm of Schultze & Braun GmbH Rechtsanwaltsgesellschaft-Wirtschaftsprüfungsgesellschaft as auditor to verify a restructuring opinion for the German companies of the Almatris group;
  - (f) the firm of Close Brothers Corporate Finance Limited as investment banker and financial advisor to represent and assist the Company in carrying out its duties under the US Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations;
  - (g) the firm of Moelis & Company as investment banker and financial advisor to represent and assist the Company in carrying out its duties under the US Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations;
  - (h) the firm of Epiq Bankruptcy Solutions, LLC as notice, claims, solicitation, balloting and tabulation agent to represent and assist the Company in carrying out its duties under the US Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations;

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- (i) the firm of PricewaterhouseCoopers as auditor to represent and assist the Company in carrying out its duties under the US Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations;
- (j) the firm of Ernst & Young as tax advisor to represent and assist the Company in carrying out its duties under the US Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations;
- (k) the firm of Talbot Hughes McKillop LLP as restructuring advisor to represent and assist the Company in carrying out its duties under the US Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and
- (l) any other advisors to assist the Company in carrying out its duties under the US Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations.

Each of Remco de Jong and Charles Edward Herlinger is entitled to, on behalf and in name of the Company, negotiate, enter into, execute and deliver appropriate retention agreements, pay appropriate retainers and to file or cause to be filed an appropriate application for authority to retain the services of the advisors mentioned here above.

- 7 To the extent required, any and all legal and other acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were adopted, are hereby in all respects approved and ratified (*goedgekeurd*).
- 8 The Company hereby grants the power of attorney set out here below:

#### POWER OF ATTORNEY

Name	:	DIC Almatidis Midco B.V.
Legal form	:	private company with limited liability
Country of incorporation	:	the Netherlands
Corporate seat	:	Amsterdam
Registered office address	:	Theemsweg 30, havennummer 5115
city and postal code	:	Botlek Rotterdam, 3197 KM
country	:	the Netherlands

(the "Principal"),

represented by:



Last name : De Jong  
 First name(s) : Remco  
 Address : Way Broek 17  
 City and postal code : Roermond, 6041 PJ  
 Country : the Netherlands  
 City and country of birth : Leeuwarden, the Netherlands  
 Date of birth : 19 February 1963  
 Nationality : Dutch  
 Country, type and number of identification document : Dutch passport NP2P30912

("De Jong")

Directeur B of the Principal

and

Last name : Herlinger  
 First name(s) : Charles Edward Nield  
 Address : Parkstrasse 3  
 City and postal code : Bad Soden am Taunus, 65812  
 Country : Germany  
 City and country of birth : Preston, United Kingdom  
 Date of birth : 5 November 1955  
 Nationality : British  
 Country, type and number of identification document : United Kingdom passport 761218334

("Herlinger")

Directeur B of the Principal

and

Name : Clear Management Company B.V.  
 Legal form : private company with limited liability  
 Country of incorporation : the Netherlands  
 Corporate seat : Amsterdam  
 Registered office address : Strawinskylaan 3105 Atrium  
 city and postal code : Amsterdam, 1077 ZX  
 Country : the Netherlands

Directeur A of the Principal

represented by:

Last name : Kamphuijs  
First name(s) : Wolbert Hinrik  
Address : Lisdoddelaan 23  
City and postal code : Amsterdam, 1087 KB  
Country : the Netherlands  
City and country of birth : Hengelo (O), the Netherlands  
Date of birth : 15 December 1960  
Nationality : Dutch  
Country, type and number of identification document : Dutch passport NY505KCK7

Procuratiehouder A of Clear Management Company B.V.

and

Last name : Funnekotter  
First name(s) : Rutger Herman Willem  
Address : 2e Schinkelstraat 7 3  
City and postal code : Amsterdam, 1075 TN  
Country : The Netherlands  
City and country of birth : Leidschendam, the Netherlands  
Date of birth : 26 February 1967  
Nationality : Dutch  
Country, type and number of identification document : Dutch passport NR99K6453

Procuratiehouder B of Clear Management Company B.V.

**hereby grants the following power of attorney:**

- (1) This power of attorney is granted to each of De Jong and Herlinger (each an "**Authorised Person**").
- (2) Reference is made to the Plan Support Agreement between the Principal, certain of its affiliates and certain of the first lien senior lenders and the hedge counterparties under the credit facilities of the Almatris group of companies relating to a restructuring of the debt of the Almatris group of companies (the "**Plan Support Agreement**") entered into by the Principal on 14 April 2010.
- (3) The Principal hereby grants power of attorney to each Authorised Person to, acting individually, perform the following acts in the name and on behalf of the Principal:





- (a) file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "**US Bankruptcy Code**");
- (b) negotiate, enter into, execute and deliver any agreement for the use of cash collateral in connection with the filing by the Principal of a voluntary petition for relief under the US Bankruptcy Code, including agreements which require the Principal to grant liens and pay interest to the Principal's existing lender(s);
- (c) negotiate, enter into, execute and deliver a debtor in possession loan facility (including such agreements, certificates, instruments, guaranties, notices and any and all other documents as he may deem necessary or appropriate to facilitate the execution and delivery thereof: a "**DIP Credit Facility**"), on the terms the he may deem necessary or appropriate for the consummation of the transactions contemplated thereby;
- (d) negotiate, enter into, execute, deliver and file all petitions, schedules, lists and other motions, papers or documents and any amendments thereto in connection with the filing by the Principal of a voluntary petition for relief under the US Bankruptcy Code;
- (e) employ the following financial and legal advisors to represent and assist the Principal in the following matters and for that purpose negotiate, enter into, execute and deliver appropriate retention agreements, pay appropriate retainers and file or cause to be filed an appropriate application for authority to retain the services of those advisors:
  - (i) the law firm of Gibson, Dunn & Crutcher LLP as bankruptcy counsel to represent and assist the Principal in carrying out its duties under the US Bankruptcy Code and to take any and all actions to advance the Principal's rights and obligations, including filing any pleadings;
  - (ii) the law firm of Linklaters LLP as special English and German counsel to represent and assist the Principal and to take any and all actions to advance the Principal's rights and obligations;
  - (iii) the law firm of De Brauw Blackstone Westbroek N.V. as Dutch counsel to represent and assist the Principal and to take any and all actions to advance the Principal's rights and obligations;
  - (iv) the law firm of Schultze & Braun GmbH Rechtsanwaltsgesellschaft as counsel to advise management with respect to issues arising under German law;
  - (v) the law firm of Schultze & Braun GmbH Rechtsanwaltsgesellschaft-Wirtschaftsprüfungsgesellschaft as auditor to verify a restructuring opinion for the German companies of the Almatris group;

- (vi) the firm of Close Brothers Corporate Finance Limited as investment banker and financial advisor to represent and assist the Principal in carrying out its duties under the US Bankruptcy Code and to take any and all actions to advance the Principal's rights and obligations;
  - (vii) the firm of Moelis & Company as investment banker and financial advisor to represent and assist the Principal in carrying out its duties under the US Bankruptcy Code and to take any and all actions to advance the Principal's rights and obligations;
  - (viii) the firm of Epiq Bankruptcy Solutions, LLC as notice, claims, solicitation, balloting and tabulation agent to represent and assist the Principal in carrying out its duties under the US Bankruptcy Code and to take any and all actions to advance the Principal's rights and obligations;
  - (ix) the firm of PricewaterhouseCoopers as auditor to represent and assist the Principal in carrying out its duties under the US Bankruptcy Code, and to take any and all actions to advance the Principal's rights and obligations;
  - (x) the firm of Ernst & Young as tax advisor to represent and assist the Principal in carrying out its duties under the US Bankruptcy Code, and to take any and all actions to advance the Principal's rights and obligations;
  - (xi) the firm of Talbot Hughes McKillop LLP as restructuring advisor to represent and assist the Principal in carrying out its duties under the US Bankruptcy Code, and to take any and all actions to advance the Principal's rights and obligations; and
  - (xii) any other advisors to assist the Principal in carrying out its duties under the US Bankruptcy Code and to take any and all actions to advance the Principal's rights and obligations.
- (f) perform any and all other legal and other acts, including acts of disposal, as in his judgment shall be or shall become necessary, proper, and/or desirable in connection with the filing by the Principal of a voluntary petition for relief under the US Bankruptcy Code, the use of cash collateral in connection therewith, the Plan Support Agreement, the DIP Credit Facility, the retention of advisors as set out above, or otherwise to effectuate a successful reorganisation of the Principal, including, without limitation, the negotiation of, entry into, execution, delivery, certification, filing, recording and/or performance of any agreements, instruments, motions, affidavits, applications for approvals or rulings of courts or other authorities, certificates or other documents.

A handwritten signature in black ink, appearing to be 'M. R. 27', is located in the bottom right corner of the page.

- (4) This power of attorney is irrevocable.
- (5) In performing acts pursuant to this power of attorney, each Authorised Person may act as a counterparty to the Principal or act pursuant to a power of attorney granted by one or more other persons involved in the acts referred to in paragraph (3).
- (6) Each Authorised Person may grant a power of attorney to another person to perform, directly or indirectly, acts in the Principal's name within the limits of this power of attorney, and he may substitute another person for himself as authorised person. If the first sentence applies, the other person shall be an Authorised Person for the purposes of this power of attorney.
- (7) The relationship between the Principal and the Authorised Persons arising from this power of attorney shall be governed exclusively by Dutch law.

\*\_\*\_\*

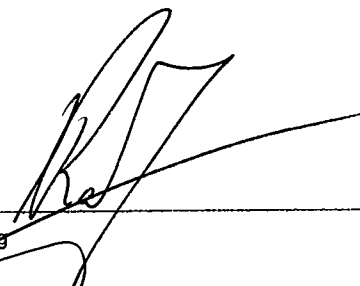
The managing board, after having discussed and considered them, voted on the proposals.


The Chairman recorded that De Jong and Herlinger voted in favour of the proposals and that CMC abstained from voting, so that the resolutions were adopted.

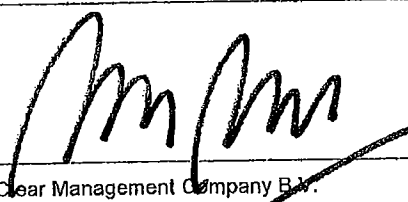
No other business to be transacted the Chairman closed the meeting at approximately 17.30 hours CET.

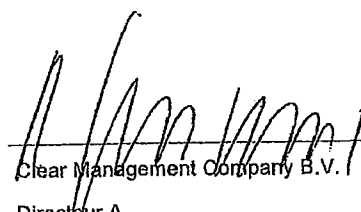
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Handwritten signature and initials, possibly 'R29', in the bottom right corner.

  
By: Remco de Jong  
Title: Directeur B  
Date: April 29 2010

  
By: Charles Edward Herlinger  
Title: Directeur B  
Date:

  
By: Clear Management Company B.V.  
Title: Directeur A  
Represented by: W.H. Kamphuijs  
Date: 29-04-2010

  
By: Clear Management Company B.V.  
Title: Directeur A  
Represented by: R.H.W. Funnekotter  
Date: 29-4-2010