

30 SEP. 2016

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re	:	Chapter 11
	:	
MOLYCORP, INC., <i>et al.</i> , ¹	:	Case No. 15-11357 (CSS)
	:	
Debtors.	:	(Jointly Administered)
	:	

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NOTICE OF (I) OCCURRENCE OF THE EFFECTIVE DATE OF PLAN DEBTORS' FOURTH AMENDED JOINT PLAN OF REORGANIZATION AND (II) BAR DATES FOR CERTAIN ADMINISTRATIVE CLAIMS AND REJECTION DAMAGES CLAIMS

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. **Confirmation of the Plan.** On April 8, 2016, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered an order [Docket No. 1580] (the "Confirmation Order") confirming the *Plan Debtors' Fourth Amended Joint Plan of Reorganization*, dated April 8, 2016 [Docket No. 1580, App'x I], and as further modified on May 2, 2016 [Docket No. 1663, Ex. II] (as it may be further modified, the "Plan").² The "Plan Debtors" and, as of the Effective Date, the "Reorganized Plan Debtors", will mean all of the debtors in the above-captioned cases.

2. **Effective Date.** The Reorganized Plan Debtors hereby certify and give notice that the Plan became effective in accordance with its terms on August 31, 2016 (the "Effective Date").

3. **Reorganized Parent Common Equity Distributions.** Holders of Allowed General Unsecured Claims against Molycorp, Inc. in Class 5A of the Plan who (a) returned a properly completed distribution registration and election form by the August 1, 2016 deadline and (b) will receive Reorganized Parent Common Equity; will receive a letter within 15 days of the date hereof setting forth the number of shares that they are receiving pursuant to the Plan. With respect to any distribution of Reorganized Parent Common Equity that is not distributed on the Effective Date, either on account of any reserve for Disputed Claims or withholdings, the Reorganized Plan Debtors intend to earmark additional shares to be issued

¹ The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Molycorp, Inc. (1797); Magnequench, Inc. (1833); Magnequench International, Inc. (7801); Magnequench Limited; MCP Calco ULC; MCP Canada Holdings ULC; MCP Canada Limited Partnership; MCP Exchangeco Inc.; Molycorp Chemicals & Oxides, Inc. (8647); Molycorp Luxembourg Holdings S.à r.l.; Molycorp Metals & Alloys, Inc. (9242); Molycorp Minerals Canada ULC; Molycorp Rare Metals Holdings, Inc. (4615); Molycorp Rare Metals (Utah), Inc. (7445); Neo International Corp.

² Unless otherwise defined in this Notice, capitalized terms and phrases used herein have the meanings given to them in the Plan and the Confirmation Order

to such holders when and if (a) in the case of any reserve, their Claims are determined to be Allowed Claims and (b) in the case of any withholdings, they provide the Cash necessary to satisfy the withholding tax obligation or are otherwise exempted (as described in greater detail in paragraph 4 below). It is anticipated that there likely will be a subsequent distribution of the Reorganized Parent Common Equity to true-up equity ownership percentages after the Plan Debtors complete the claims reconciliation process and certain tax withholding issues are resolved.

4. **Tax Withholding.** A Holder of a Convertible Notes Claim that is entitled to receive Reorganized Parent Common Equity pursuant to the Plan will not receive its distribution unless and until such Holder has either (a) returned to the Plan Debtors a properly completed and executed IRS Form W-9 (or otherwise established an exemption from withholding to the satisfaction of the Plan Debtors) or (b) has provided the Plan Debtors with sufficient Cash to pay all applicable withholding tax obligations with respect to the distribution. (See Plan § VII.G). If you are a Holder of Convertible Notes and you are entitled to receive Cash pursuant to the Plan, the Plan Debtors will automatically withhold and pay over to the IRS 15% of the gross Cash proceeds to which you are entitled unless you returned to the Plan Debtors a properly completed and executed IRS Form W-9 (or otherwise establish an exemption from withholding to the satisfaction of the Plan Debtors).

IF YOU ARE A HOLDER OF CONVERTIBLE NOTES AND HAVE NOT YET COMPLETED, EXECUTED AND RETURNED TO PRIME CLERK AN IRS FORM W-9 OR IRS FORM W-8, AS APPLICABLE, PLEASE DO SO AS SOON AS POSSIBLE.

YOU MAY REQUEST ADDITIONAL INFORMATION AND A COPY OF IRS FORM W-9 BY CONTACTING PRIME CLERK BY PHONE AT (866) 240-9393 OR BY E-MAIL AT MOLYREGISTRATION@PRIMECLERK.COM. COPIES OF IRS FORM W-9 AND APPLICABLE IRS FORMS W-8 MAY ALSO BE OBTAINED FROM THE IRS WEBSITE (WWW.IRS.GOV).

5. **Plan Injunction.** Confirmation of the Plan operates as an injunction against the commencement or continuation of any act or action to collect, recover, or set off against any Claim or Interest treated in the Plan from the Plan Debtors, the Reorganized Plan Debtors or their respective property or any actions to interfere with the implementation and consummation of the Plan, except as otherwise expressly permitted by the Plan or the Confirmation Order or by an order of the Bankruptcy Court. The Bankruptcy Court shall have jurisdiction to determine and award damages and/or other appropriate relief at law or in equity for any violation of such injunction, including compensatory damages, professional fees and expenses, and exemplary damages for any willful violation of said injunction.

6. **Discharge of Claims.** Except as provided in the Plan or in the Confirmation Order, the rights afforded under the Plan and the treatment of Claims and Interests under the Plan will be in exchange for, and in complete satisfaction, discharge, and release of, all Claims, including any interest accrued on Claims from the Petition Date to the full extent permitted by section 1141 of the Bankruptcy Code. Except as provided in the Plan or in the Confirmation Order, Confirmation will, as of the Effective Date, discharge the Plan Debtors from all Claims and other Liabilities that arose on or before the Effective Date and all debts of the kind specified in section 502(g), 502(h) or 502(i) of the Bankruptcy Code to the full extent permitted by section 1141 of the Bankruptcy Code, whether or not (a) a Proof of Claim based on such debt has been Filed or deemed Filed pursuant to section 501 of the Bankruptcy Code, (b) a Claim based on such debt is Allowed pursuant to section 502 of the Bankruptcy Code, or (c) the holder of a Claim based on such debt has accepted the Plan.

As of the Effective Date and in accordance with the foregoing and except as provided in the Plan or the Confirmation Order, the Confirmation Order will be a judicial determination of a discharge of all Claims, including any debts and Liabilities against the Plan Debtors, pursuant to sections 524 and 1141 of the Bankruptcy Code, and such discharge will void any judgment obtained against the Plan Debtors or Reorganized Plan Debtors at any time to the extent that such judgment relates to a discharged Claim.

7. **Enforcement of the Bar Date Order.** Except as specifically set forth in the Plan, the Confirmation Order and this Notice, the Bar Date Order remains in full force and effect, including, without limitation, the establishment of October 13, 2015 as the Bar Date for the Filing of General Unsecured Claims and Claims arising under section 503(b)(9) of the Bankruptcy Code.

8. **Administrative Claims Bar Date.** Pursuant to Section II.B of the Plan, except as otherwise provided in Article II of the Plan, section 503(b)(1)(D) of the Bankruptcy Code and the Bar Date Order, and subject to any exceptions specifically set forth in the Confirmation Order, requests for payment of Administrative Claims (other than (1) DIP Facility Claims, (2) Fee Claims, (3) Ordinary Course Administrative Claims, (4) fees payable pursuant to 28 U.S.C. § 1930, (5) Professionals asserting a Fee Claim for services rendered before the Effective Date and (6) Claims pursuant to section 503(b)(9) of the Bankruptcy Code) must be Filed and served on the Reorganized Plan Debtors pursuant to the procedures specified in the Confirmation Order and the notice of entry of the Confirmation Order no later than September 30, 2016 or such earlier date as specified in the Bar Date Order for a particular Administrative Claim (the "Administrative Claims Bar Date"). Absent further Court order, Holders of Administrative Claims that are required, but fail, to File and serve a request for payment of such Administrative Claims on or before the Administrative Claims Bar Date will be forever barred, stopped, and enjoined from asserting such Administrative Claims against the Plan Debtors, the Reorganized Plan Debtors or their respective property. Objections to a request for the payment of an Administrative Claim, if any, must be Filed and served on the Reorganized Plan Debtors and the Entity asserting such Administrative Claim no later than October 31, 2016 subject to any exceptions specifically set forth in the Plan or Confirmation Order.

9. **Professional Fee Claims.** Professionals asserting a Fee Claim for services rendered or reimbursement of expenses incurred before the Effective Date under sections 328, 330(a), 331, 503 or 1103 of the Bankruptcy Code must (a) File a Final Fee Application no later than September 30, 2016 and (b) serve it on the Reorganized Plan Debtors and such other Entities required under the Bankruptcy Rules, the Fee Order, the Confirmation Order, or other order of the Bankruptcy Court. Objections to any Fee Claim must be Filed and served on the Reorganized Plan Debtors and the Entity asserting the Fee Claim no later than October 31, 2016.

10. **Rejection Damages Claims.** In accordance with Section VI.C of the Plan, unless otherwise provided by an order of the Bankruptcy Court, any Proofs of Claim based on the rejection of any Executory Contracts or Unexpired Leases pursuant to the Plan or otherwise, must be Filed with Prime Clerk no later than September 30, 2016. Any Holder of a Claim arising from the rejection of an Executory Contract or Unexpired Lease for which a Proof of Claim was not timely Filed will not participate in any distribution in the Chapter 11 Cases on account of such Claim and such Claim will be deemed fully satisfied, released, settled and compromised and be subject to the provisions of Section IX.G of the Plan, notwithstanding anything in the Schedules or any Proof of Claim to the contrary.

11. **Service Upon Claims Agent.** Administrative Claims and Proofs of Claim that are required to be Filed in accordance with the bar dates set forth above must be served on Prime Clerk by delivering the original Administrative Claim or Proof of Claim by regular mail, overnight courier or hand delivery to the following address:

**Molycorp, Inc. Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022**

Administrative Claims and Proofs of Claim submitted by facsimile or electronic mail will not be accepted and will not be deemed properly Filed.

12. **Notice Parties' Service Addresses.** Any pleading, notice or other document required by the Plan, the Confirmation Order, other order of the Bankruptcy Court or Bankruptcy Rules to be served on or delivered to, as applicable, the Reorganized Plan Debtors and the U.S. Trustee must be sent by overnight delivery service, facsimile transmission, courier service or messenger to: (i) counsel to the Reorganized Plan Debtors, Jones Day, 250 Vesey Street, New York, New York 10281 (Attn: George R. Howard and Bryan M. Kotliar) and Jones Day, 77 West Wacker, Chicago, Illinois 60601 (Attn: Brad B. Erens and Joseph M. Tiller) and (ii) the Office of the United States Trustee, 844 King Street, Suite 2270 Wilmington, DE 19801 (Attn: David L. Buchbinder).

13. **Copies of the Plan and the Confirmation Order.** Copies of the Plan and the Confirmation Order may be obtained free of charge at <https://cases.primeclerk.com/molycorp>.
(f)

BY ORDER OF THE BANKRUPTCY COURT

Dated: August 31, 2016
Wilmington, Delaware

Respectfully submitted,

/s/ Justin H. Rucki

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ATTORNEYS FOR THE REORGANIZED PLAN DEBTORS