Docket #0699 Date Filed: 05/29/2026

THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
Vanderbilt Minerals, LLC,	)	Case No. 26-60110 (WAK)
Debtor.[1]	)	

DECLARATION OF DEAN VOMERO IN SUPPORT OF THE DEBTOR'S MOTION FOR ENTRY OF AN ORDER PURSUANT TO SECTIONS 105(A), 363(B) AND 363(C) OF THE BANKRUPTCY CODE (I) AUTHORIZING THE DEBTOR TO DISPOSE OF CERTAIN VALUELESS ASSETS WITHOUT FURTHER COURT APPROVAL AND (II) GRANTING RELATED RELIEF

I, Dean Vomero, make this Declaration pursuant to 28 U.S.C. § 1746:

1. I am the Chief Restructuring Officer of Vanderbilt Minerals, LLC (the "Debtor"), the debtor and debtor-in-possession in the above-captioned chapter 11 case (the "Chapter 11 Case"). I was appointed Chief Restructuring Officer ("CRO") of the Debtor in May 2025. I am also a Managing Director at Applied Business Strategy LLC ("ABS"), which I co-founded.

2. I submit this declaration (this "Declaration") in support of the Debtor's *Motion for Entry of an Order Pursuant to Sections 105(a), 363(b) and 363(c) of the Bankruptcy Code (I) Authorizing the Debtor to Dispose of Certain Valueless Assets Without Further Court Approval and (II) Granting Related Relief* (the "Motion"), which seeks authority for the Debtor to dispose

[1] The Debtor is Vanderbilt Minerals, LLC (EIN 13-1432885). The Debtor's noticing address in this chapter 11 case is 33 Winfield Street, Norwalk, Connecticut 06855.

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of certain valueless residual talc inventory in the ordinary course of business and without further court approval.[2]

3. Information regarding my professional background and qualifications can be found in the *Declaration of Dean Vomero, Chief Restructuring Officer of Vanderbilt Minerals, LLC, in Support of First Day Motions of Debtor and Debtor in Possession* (Docket No. 3).

4. As CRO, I am generally familiar with the Debtor's history, day-to-day operations, business and financial affairs, books and records, and the Debtor's restructuring efforts.

5. The statements in this Declaration, except where specifically noted, are based on (a) my personal knowledge, (b) information supplied to me by members of the Debtor's management team or the Debtor's professionals, (c) my review of relevant documents, and/or (d) my opinions, experience, and knowledge as a restructuring professional. I am over the age of 18 years and authorized to submit this Declaration. If I were called upon to testify, I could and would competently testify to the facts set forth herein.

6. On February 16, 2026 (the "Petition Date"), the Debtor commenced a case under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case").

7. The Debtor is a global supplier of mineral products and operates mines and processing facilities in six states. The Debtor mines bentonite clay, kaolin clay, pyrophyllite and wollastonite and processes and sells products used in industrial applications (e.g., construction coatings, ceramics and refractories) and life sciences (e.g., pharmaceuticals, personal care, animal care, agriculture and horticulture). Prior to 2008, a predecessor in interest to the Debtor mined and

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

sold talc for use in industrial applications, which is the source of the litigation and judgments that led to the commencement of the Chapter 11 Case.

8. On May 8, 2026, the Court entered the *Order (I) Authorizing and Approving the Sale of Substantially All of Debtor's Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief* [Docket No. 576] (the "Sale Order"). Pursuant to the Sale Order, the Debtor entered into an Asset Purchase Agreement with VM Buyer LLC (together with its affiliates, "VM Buyer") [Docket No. 576-1] (the "APA") for substantially all of the Debtor's assets. As I understand it, the Debtor will retain limited assets, including (a) talc inventory (the "New York Talc Inventory") located at the Debtor's Gouverneur, New York facility ("Gouverneur"), (b) talc samples located at the Debtor's headquarters in Norwalk, Connecticut (the "Connecticut Talc Samples" and, together with the New York Talc Inventory, the "Residual Talc Inventory"), and (c) core samples located at Gouverneur (the "New York Core Samples" and, together with the Residual Talc Inventory, the "Talc Property").

9. The Debtor previously mined talc at its Gouverneur facility and ceased mining talc by 2008. Over 350 tons of talc remains in two storage silos at Gouverneur, abutted to the main processing facility. Given that the Gouverneur milling facility is to be transferred as part of the Sale, and VM Buyer has no interest in the New York Talc Inventory, the APA requires the New York Talc Inventory to be removed from Gouverneur within six (6) months of the closing of the Sale. Therefore, I believe that safely disposing of the New York Talc Inventory as soon as possible will be in the best interests of the estate.

10. With my assistance, the Debtor identified Airmatic, Inc. ("Airmatic"), a company specializing in silo cleaning services, to safely remove, transport and dispose of the New York

Talc Inventory in a third-party licensed landfill. Upon entry of the Proposed Order and at the direction of the Debtor, Airmatic will mobilize specialized silo cleaning crews, equipment, and vacuum trucks to extract the New York Talc Inventory from the silos. Following the extraction, Airmatic will fill approximately thirty-five (35) specialty over-the-road vacuum trucks with the New York Talc Inventory and transport it for disposal to 23400 NYS Rt. 177, Rodman, New York 13682, a landfill operated by The Development Authority of The North Country (the "Landfill"). At the Landfill, the New York Talc Inventory will be placed in liners and permanently disposed of. Airmatic estimates the total cost for removing and disposing of the New York Talc Inventory, including mobilization, silo cleaning labor, vacuum truck operations, transportation, landfill placement fees, and liner costs will range between approximately $200,000 and $400,000.

11. Given my knowledge of ongoing talc-related litigation and conversations with the Debtor's management team, I believe it is in the best interests of the estate to retain samples of the New York Talc Inventory in anticipation of potential future evidentiary requests and/or requirements but recognize it would be prohibitively expensive to retain the entirety of the talc in the Gouverneur silos. It is my understanding that the Debtor intends to retain approximately one (1) pound of the New York Talc Inventory from each of the estimated thirty-five (35) specialty truck loads—totaling approximately thirty-five (35) pounds using routine industry retention practices (the "New York Talc Samples" and together with the Connecticut Talc Samples, the "Retained Talc Samples"). The sampling parameter is consistent with the Debtor's current ISO9001 Quality Program (one pound sample per truckload). The Retained Talc Samples will be transported to a third-party storage facility for long-term preservation.

12. In addition, the Debtor seeks similar relief with respect to the New York Core Samples. The New York Core Samples are separate and distinct from the Retained Talc Samples.

Core samples were taken to identify mineral deposits, determine the depth of an ore body, and to evaluate the overall feasibility and safety of a mining project. It is my understanding that the New York Core Samples do not contain a significant volume of, if any, talc and are unlikely to yield meaningful evidentiary information. Nonetheless, I believe it to be prudent to preserve the New York Core Samples for evidentiary preservation. I understand that VM Buyer has agreed to allow the New York Core Samples to remain on the Gouverneur property post-Sale for a period of up to two (2) years, which will provide sufficient time to develop a more comprehensive preservation plan, if necessary.

13. I do not believe there is any market for the Talc Property given, among other things, that the Debtor ceased New York talc sales nearly two decades ago and the existence of significant talc-related litigation that precipitated the Chapter 11 Case. I am not aware of any potential purchaser of the Talc Property and I understand that the Debtor did not receive any indication of interest throughout its months-long marketing process.

14. I understand that disposition of the New York Talc Inventory, storage of the Retained Talc Samples and New York Core Samples, and payment of the related disposal and storage costs is required for evidentiary purposes and is also typical and customary with respect to the end of a product's life cycle. I am aware that it is common for commercial businesses to dispose of inventory related to discontinued products because of storage, security, maintenance, and handling costs. It is my understanding that the vast majority of the New York Talc Inventory provides no benefit to the estate, has sat unused for nearly two decades, and given ongoing talc-related litigation, the Debtor does not intend to introduce the New York Talc Inventory into the marketplace.

15. Moreover, I believe retention of the New York Talc Inventory in excess of the Retained Talc Samples would unnecessarily cause a substantial economic strain on the Debtor as the Debtor would need to rent a substantial amount of space, transport the talc, and continue to oversee, maintain, and bear responsibility for the talc well after key operating personnel and other necessary resources are transferred as part of the Sale. I am of the opinion that the Debtor's remaining liquidity is better used to wind down the estate and make residual value available to creditors, rather than storing over 350 tons of talc.

16. For all of these reasons, and based on my experience as a restructuring professional, I believe that the disposition of the New York Talc Inventory, the retention of samples for evidentiary purposes, and the storage of the New York Core Samples as described in the Motion represents the best available path to maximize value for the estate and all stakeholders.

Pursuant to 28 U.S.C. § 1746, to the best of my knowledge, information and belief, and after reasonable inquiry, I declare under penalty of perjury that the foregoing is true and correct.

Dated: May 29, 2026

/s/ Dean A. Vomero
Dean A. Vomero
Chief Restructuring Officer
Vanderbilt Minerals, LLC