

2003 01 T No. 3807

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR  
TRIAL DIVISION

<b>BETWEEN:</b>	<b>CLIFFS MINING COMPANY in its capacity as Managing Agent of WABUSH MINES</b>	<b>PLAINTIFF</b>
<b>AND:</b>	<b>ROYAL BANK OF CANADA</b>	<b>DEFENDANT</b>
<b>AND BETWEEN:</b>	<b>ROYAL BANK OF CANADA</b>	<b>PLAINTIFF BY COUNTERCLAIM</b>
<b>AND:</b>	<b>CLIFFS MINING COMPANY in its capacity as Managing Agent of WABUSH MINES</b>	<b>DEFENDANT BY COUNTERCLAIM</b>

**ANSWERS TO INTERROGATORIES**

(on behalf of ArcelorMittal Dofasco Inc./Dofasco Inc.)

In answer to the interrogatories served by the Plaintiff and dated May 15, 2015, I, Lisa Marcuzzi of Toronto, Ontario, General Counsel of ArcelorMittal Dofasco Inc., make oath and say as follows:

1. I am an officer of ArcelorMittal Dofasco Inc. ("AMD") and duly authorized to make this affidavit on its behalf.
2. As to the first interrogatory, I say that I have no personal knowledge of any of the matters therein referred to, but to the best of my knowledge, information and belief after making inquiries I say that:

- a. AMD does not own or possess directly or beneficially, or through an affiliated company or individual, any property, either real or personal, in respect of the mine operation known as Wabush Mine in Newfoundland and Labrador; and, in particular,
  - b. AMD does not own or possess directly or beneficially, or through an affiliated company or individual, any of two Bucyrus Erie Electric Shovels, Model No. 295-B, Serial Nos. 136917 and 139500, or any part thereof.
3. As to the second interrogatory, I say that to the best of my knowledge, information and belief I am unable to answer the same. I do not know and cannot ascertain the ownership and/or possession (in any form set out in the first interrogatory) of such property referred to in the first interrogatory.
4. As to the third interrogatory, I say that I have no personal knowledge of any of the matters therein referred to, but to the best of my knowledge, information and belief after making inquiries I say that AMD does not own or possess directly or beneficially, or through an affiliated company or individual, any property, either real or personal, in respect of "the unincorporated joint venture or partnership known as "Wabush Mines", which consists of or consisted of Stelco Inc. (now US Steel Canada Co.), Dofasco Inc. (now ArcelorMittal Dofasco Inc.) and Wabush Iron Co. Ltd."
5. As to the fourth interrogatory, I say that to the best of my knowledge, information and belief I am unable to answer the same. I do not know and cannot ascertain the

ownership and/or possession (in any form set out in the third interrogatory) of such property referred to in the third interrogatory.

6. As to the fifth interrogatory, I say that I have no personal knowledge of any of the matters therein referred to, but to the best of my knowledge, information and belief after making inquiries I say that:

a. In or about May 2003 when an Option to Purchase the equipment described in interrogatory 1(a) was purportedly exercised pursuant to section 25 of the Master Lease Agreement at issue in this proceeding, Dofasco Inc. (which became ArcelorMittal Dofasco Inc. as a result of a name change through articles of amendment in 2007) was one of three joint venture members in the unincorporated joint venture known as "Wabush Mines". The other two members were Wabush Iron Co. Limited and Stelco Inc. By February 2010, Stelco Inc. had become U.S. Steel Canada Inc. Wabush Iron Co. Limited was a company owned, controlled, or otherwise affiliated with Cliffs Natural Resources Inc.

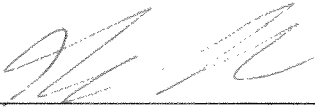
b. During the "Wabush Mines" budget process for the year 2003 (which was held from about September through December 2002), Cliffs Mining Company would have informed the members of the joint venture at one or more meetings of the joint venture members that (i) an Option to Purchase the equipment under the Master Lease Agreement was coming due, (ii) capital for the exercise of this purchase option would be required, and (iii) the required capital would be part of the 2003 budget.

- c. The "Wabush Mines" joint venture members would have approved the 2003 budget and the approved budget would have included the capital, in the amount requested by Cliffs Mining Company, required for buying out the referenced equipment under the Option to Purchase provision of the Master Lease Agreement.
  - d. Dofasco Inc. did not know then, and AMD does not now know, when the Option to Purchase the equipment under section 25 of the Master Lease Agreement was actually exercised. That was the sole responsibility of Cliffs Mining Company as the mine manager and managing agent for the Wabush Mines joint venture.
7. As to the sixth interrogatory, I say that to the best of my knowledge, information and belief I am unable to answer the same. I do not know and cannot ascertain "the current ownership structure of the mining operating Wabush Mine".
8. As to the seventh interrogatory, I say that I have no personal knowledge of any of the matters therein referred to, but to the best of my knowledge, information and belief after making inquiries I say that:
- a. By February 2010,
    - i. Stelco Inc. had become U.S. Steel Canada Inc.,

- ii. Dofasco Inc. had become AMD,
  - iii. the interest of Stelco Inc. in the unincorporated joint venture known as "Wabash Mines" was held by U.S. Steel Canada Inc., and
  - iv. the interest of Dofasco Inc. in the unincorporated joint venture known as "Wabush Mines" was held by AMD.
- b. In February 2010, Cliffs Natural Resources Inc. or companies owned, controlled, or otherwise affiliated with Cliffs Natural Resources Inc. purchased the interests of U.S. Steel Canada Inc. and AMD in the unincorporated joint venture known as "Wabash Mines".
- c. In the result, Cliffs Natural Resources Inc. or companies owned, controlled, or otherwise affiliated with Cliffs Natural Resources Inc. held 100% ownership of the unincorporated joint venture known as "Wabush Mines" as of some point in February 2010.
- d. AMD's interest in the unincorporated joint venture known as "Wabush Mines" was held through Wabush Resources Inc., a wholly owned company of Dofasco Inc. (and AMD as a result of the name change in 2007). AMD sold its interest in the unincorporated joint venture known as "Wabush Mines" by selling the shares of Wabush Resources Inc. The purchaser of the Wabush Resources Inc. shares was 7261471 Canada Inc., a company owned, controlled, or otherwise affiliated with Cliffs Natural Resources Inc.

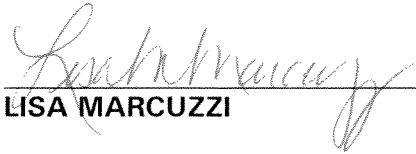
9. As to the eighth interrogatory, I say that to the best of my knowledge, information and belief I am unable to answer the same. I do not know and cannot ascertain the status of the unincorporated joint venture known as "Wabush Mines".

SWORN (OR AFFIRMED) at the City of Hamilton, in the Province of Ontario, this 22<sup>nd</sup> day of July, 2015, before me:



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A Commissioner of Oaths  
in and for the Province of Ontario

*New Toronto*



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LISA MARCUZZI