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Montreal, August 13, 2015

## BY EMAIL

Mtre Bernard Boucher **BLAKE, CASSELS & GRAYDON S.E.N.C.R.L.**600 boulevard de Maisonneuve Ouest

Suite 2200

Montréal QC H3A 3J2

Re:

In the matter of the Plan of Compromise pursuant to

the Companies' Creditors Arrangements Act

of BLOOM LAKE GENERAL PARTNER LIMITED et als. (the "Petitioners")

Our file: 296328-000001

## Dear colleague:

The present is further to our partner Marc Duchesne's letter dated July 24<sup>th</sup>, to the telephone conversation between Mtre Duchesne and yourself on July 29<sup>th</sup> and to our telephone conversation of August 11<sup>th</sup>.

As you know, we represent the interests of EBC Inc. and Groupe UNNU-EBC s.e.n.c., secured creditors of the Petitioners who have registered construction legal hypothecs on the assets of the Bloom Lake Iron Ore Mine Limited Partnership and Bloom Lake General Partner Limited (hereinafter, together. "Bloom Lake"), more particularly, Bloom Lake's rights under Mining Lease BM 877 and the mining claims held by Bloom Lake, as more fully described in the legal hypothecs in favour of our clients, published in the Public Register of real and immoveable Mining Rights under numbers 55 903 and 55 904 and in the Land Registry for the Cadastral Division of Saguenay under numbers 21 400 256 and 21 400 270 (hereinafter, the "Mining Rights").

As you also know, our clients are, together, the holders of the largest construction legal hypothecs in value published against the Mining Rights, although several other creditors hold similar rights (the "Construction creditors"), and that as a result, our clients and the Construction Creditors have similar rights and interests. Moreover, to our knowledge, the construction legal hypothecs published in favour of our clients and of the Construction creditors against the Mining Rights constitute first ranking charges against such Mining Rights.

We have reviewed the *Motion for the Issuance of an Order Extending the Stay Period* served recently and we understand that the Petitioners have received a number of proposals from qualified bidders as well as liquidation proposals for their assets. Both the Eighth Report of the



Monitor and the Motion make reference to these proposals without any information on the assets subject to the offers and the purchase price offered.

As we discussed, our clients require, at the very least, certain information with respect to developments regarding the Sale and Investor Solicitation Process (the "SISP"), as such process relates to the Mining Rights.

More particularly, our clients require the following information:

- a) Have the Petitioners received any offers for the sale and purchase of their assets which encompass the Mining Rights (a "Subject Offer")?
- b) If so, have the Petitioners received i) one or ii) more than one Subject Offers?
- c) If the answer to a) above is affirmative, to provide the amount allocated to the purchase of the Mining Rights pursuant to each of the Subject Offers.
- d) If the answer to b) above is more than one, to provide details of the mechanics of the auction which is to be held as provided in the SISP, as same will relate to the Subject Offers, as soon as such information is available.
- e) As soon as Petitioners have selected a Subject Offer and prior to i) accepting same and ii) service of a motion for the approval of a sale of the Mining Rights pursuant to such Subject Offer, that Petitioners advise our clients, through the undersigned, of the amount allocated to the Mining Rights under such Subject Offer.

Our clients reserve the right to request further information in the event same becomes relevant.

As we have mentioned, our clients and the undersigned are willing and prepared to enter into a non-disclosure agreement with the Petitioners setting out terms and conditions that would typically apply in these circumstances.

In our last telephone conversation, you indicated that you would seek instructions from your clients in respect of the above and would revert shortly. We would kindly ask that you do so by no later than next Wednesday, August 19, 2015.

We do not see how providing this limited information under these conditions could be prejudicial to the Petitioners or affect the integrity of the SISP. Moreover, providing such information is appropriate under the circumstances, considering that the purpose of Petitioners' CCAA process is, for all intents and purposes, to allow for an orderly liquidation of Petitioners' assets, that the rights of our clients and of the Construction creditors are most affected by the Petitioners insolvency and the CCAA process, as same relate to the Mining Rights. Moreover, providing such information may, if the value allocated to the Mining Rights pursuant to the Subject Offers is sufficient, satisfy our clients and provide them with some comfort that the SISP will result in full payment of their secured claims.



Please note however that if Petitioners continue to refuse to provide the information above, our clients intend to seek redress from the Court, by way of a motion seeking the appointment of a representative creditors' committee and of a financial advisor to the committee, the communication of information to the representative creditors' committee and to its financial advisor, as well as a charge on the assets of the Petitioners to cover the fees and expenses of the representative creditors' committee and its financial advisor. In such circumstances, we intend to seek support from the Construction creditors as well as other creditors of the Petitioners.

We await your response.

Best regards,

BORDEN LADNER GERVAIS, S.E.N.C.R.L., S.R.L.

François D. Gagnon FDG/sb

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c.c.

Mtre Virginie Fortin, *EBC Inc*. Mr. Martin Houle, *EBC Inc*. Mtre Sylvain Rigaud, Norton Rose Fulbright

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