

**CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL**

No: 500-11-048114-157

**SUPERIOR COURT
(Commercial Division)**

**IN THE MATTER OF THE
COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-
36, AS AMENDED**

**IN THE MATTER OF THE PLAN OF
COMPROMISE OR ARRANGEMENT
OF:**

**BLOOM LAKE GENERAL PARTNER
LIMITED, QUINTO MINING CORPORATION,
8568391 CANADA LIMITED, CLIFFS QUEBEC
IRON MINING ULC, WABUSH IRON CO.
LIMITED, WABUSH RESOURCES INC.**

Petitioners

-and-

**THE BLOOM LAKE IRON ORE MINE
LIMITED PARTNERSHIP, BLOOM LAKE
RAILWAY COMPANY LIMITED,
WABUSH MINES, ARNAUD RAILWAY
COMPANY, WABUSH LAKE RAILWAY
COMPANY LIMITED**

Mises-en-cause

-and-

FTI CONSULTING CANADA INC.

Monitor

-and-

**MICHAEL KEEPER, TERENCE WATT,
DAMIEN LEBEL AND NEIL JOHNSON**

PETITIONERS-Mises-en-cause

-and-

**UNITED STEELWORKERS, LOCAL 6254,
UNITED STEELWORKERS, LOCAL 6285**

Mises-en-cause

-and-

**MORNEAU SHEPELL
Mise-en-cause**

**MOTION FOR AN ORDER APPROVING THE EXCHANGE OF INFORMATION
BETWEEN REPRESENTATIVE COUNSEL AND UNITED STEELWORKERS,
LOCAL 6254 AND UNITED STEELWORKERS, LOCAL 6285, WITH THE
ADMINISTRATOR OF THE PENSION PLANS, MORNEAU SHEPELL
(Sections 11 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 ("CCAA"))**

TO THE HONOURABLE MR. JUSTICE STEPHEN W. HAMILTON, J.S.C., OR TO ONE OF THE HONOURABLE JUDGES SITTING IN THE COMMERCIAL DIVISION IN AND FOR THE JUDICIAL DISTRICT OF MONTRÉAL, THE PETITIONERS-MISES-EN-CAUSE RESPECTFULLY SUBMIT THE FOLLOWING:

INTRODUCTION

1. The Petitioners-Mises-en-cause, Michael Keeper, Terence Watt, Damien Lebel and Neil Johnson (the "**Representatives**") through their Representative Counsel, hereby request that this Honourable Court exercise its discretion under section 11 of the *Companies' Creditors Arrangement Act*, R.S.C. c. C-36, as amended (the "CCAA") to approve the exchange of certain member information between Representative Counsel, the United Steelworkers, Local 6254 and Local 6285 (the "**Union**"), the administrator of the pension plan, Morneau Shepell, and the Monitor, FTI Consulting Canada Inc. (together the "**Parties**") in order to ensure cost savings and efficiency.

BACKGROUND

2. On May 20, 2015 Wabush Iron Co. Limited, Wabush Resources Inc., Wabush Mines, Arnaud Railway Company, and Wabush Lake Railway Company Limited (collectively,

the "**Wabush CCAA Parties**") obtained protection from their creditors under the CCAA (the "**Wabush CCAA Proceedings**"). FTI Consulting Inc. was appointed as Monitor.

3. On June 22, 2015, by Order of Mr. Justice Hamilton, Michael Keeper, Terence Watt, Damien Lebel, and Neil Johnson were appointed as Representatives of all Non-Union Active Employees and Retirees in Wabush's CCAA Proceedings, and Koskie Minsky LLP and Scheib Legal were appointed as Representative Counsel with respect to all matters pertaining to any recovery, compromise of rights or entitlements of said individuals under the Wabush pension plans and other benefit plans.
4. The Union represents current and former unionized employees of the Pointe Noire and Scully Mines facilities.
5. On June 22, 2015, the Wabush CCAA Parties brought a motion seeking approval to terminate payment of post-employment benefits ("**OPEBs**") as of May 31, 2015. The motion was granted on June 26, 2015.
6. On November 5, 2015, the Wabush CCAA Parties brought a motion to commence a claims process to obtain the claims of creditors for amounts owing to them by the Wabush CCAA Parties, as amended on November 16, 2015 (the "**Claims Process**"). The Claims Process included claims of employees and retirees for various employment and post-employment claims, including OPEBs.
7. On December 14, 2015, the Newfoundland and Labrador Superintendent of Pensions (the "**Superintendent**") ordered that the union and salaried plans be wound up effective as at December 16, 2015.

8. A letter was sent by the Wabush CCAA Parties to retirees dated January 26, 2016 with information about the wind up process, including the reduction to monthly pension benefits to salaried retirees by 25% and to unionized retirees by 21%.
9. On March 1, 2016, the Wabush CCAA Parties requested that the Superintendent appoint a replacement administrator for the pension plans. On March 30, 2016, the Superintendent appointed Morneau Shepell as plan administrator ("**Morneau Shepell**") of each pension plan.

PERSONAL INFORMATION STATEMENTS SENT BY REPRESENTATIVE COUNSEL TO ALL EMPLOYEES AND RETIREES

10. In order to generate consistency in claim calculation methodology and costs-savings, the Salaried Members and Union agreed to retain one actuary for both the Salaried Members and the Union to calculate the OPEB claims in the Claims Process. In order to confirm the accuracy of the personal information and OPEB entitlements for each person in the company's records to be used for the calculation of claims, Representative Counsel, with the agreement of the Union and the Monitor, sent a document called a "Personal Information Statement" (the "**PIS** ") to individuals to confirm such information. The mailing was agreed to be done by Representative Counsel for both salaried and unionized employees at the beginning of July and members were given a deadline of July 31, 2016 to provide corrections and supporting documents.

11. Representative Counsel and the Union have received many corrections from employees and retirees to information contained in the PIS, including corrections to birth dates, retirement and termination dates, spousal information, and addresses (the "**Corrected Information**").
12. The Corrected Information is also relevant to the information statements that Morneau Shepell will be sending to members in the fall of 2016 with respect to the pension wind up process.
13. The Parties believe that it would be duplicative and an unnecessary expense, as well as inconvenient to the members, to have members provide Corrected Information twice, either through the PIS process or the upcoming information statement mailing from Morneau Shepell, to both their respective counsel or the plan administrator.

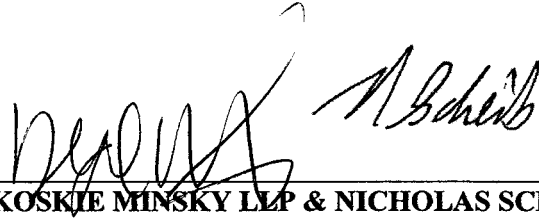
INSTRUCTIONS SOUGHT

14. In light of the foregoing, and to address privacy concerns, Representative Counsel hereby seek the issuance of an Order substantially in the form of the Draft Order attached herewith as Exhibit R-1, which provides that Representative Counsel, the United Steelworkers, Local 6254 and Local 6285, Morneau Shepell, and the Monitor, may share Corrected Information between themselves for the purpose of the Wabush CCAA proceedings except where one of the Parties objects to such sharing and provides reasons.

FOR THESE REASONS THE PETITIONERS-MISES-EN-CAUSE ASKS THAT THIS HONOURABLE COURT:

- [A] GRANT** the present Motion;
- [B] ISSUE** an Order in the form of the Draft Order communicated herewith as Exhibit P-1;
- [C] THE WHOLE** without costs, save and except in case of contestation.

Montreal and Toronto, August 22, 2016



KOSKIE MINSKY LLP & NICHOLAS SCHEIB
*Attorneys for the Petitioners-Mises-en-cause Michael
Keeper, Terence Watt, Damien Lebel and Neil Johnson*

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MICHAEL KEEPER, TERENCE WATT,
DAMIEN LEBEL AND NEIL JOHNSON

PETITIONERS-Mises-en-Cause

-and-

UNITED STEELWORKERS, LOCAL 6254,
UNITED STEELWORKERS, LOCAL 6285,

Mises-en-cause

-and-

MORNEAU SHEPELL

Mises-en-cause

AFFIDAVIT OF BARBARA WALANCIK
(Sworn August 22, 2016)

I, BARBARA WALANCIK, of the City of Toronto, in the Province of Ontario, SOLEMNLY DECLARE AND MAKE OATH AND SAY:

1. I am an associate lawyer with the firm of Koskie Minsky LLP, who is, along with Nicholas Scheib, the court-appointed Representative Counsel to the salaried employees and retirees of the Wabush CCAA Parties.
2. I have knowledge of the matters of which I hereinafter depose except where stated to be based on information or belief and regarding such matters I believe same to be true. All capitalized terms used herein are the same as used and defined in the Notice of Motion except where noted.
3. I swear this affidavit in support of a Motion for an Order permitting the sharing of certain personal information of the employees and retirees between Representative Counsel, and the United Steelworkers, Local 6254 and Local 6285 (the "**Union**"), the administrator of the pension plans, Morneau Shepell, and the Monitor (together the "**Parties**").
4. On May 20, 2015, Wabush Iron Co. Limited, Wabush Resources Inc., Wabush Mines, Arnaud Railway Company, and Wabush Lake Railway Company Limited (collectively, the "**Wabush CCAA Parties**") obtained protection from their creditors under the CCAA (the "**Wabush CCAA Proceedings**"). FTI Canada Consulting Inc. was appointed as Monitor.
5. On June 22, 2015, by Order of Mr. Justice Hamilton, Michael Keeper, Terence Watt, Damien Lebel, and Neil Johnson were appointed as Representatives of all Non-Union

Active Employees and Retirees in Wabush's CCAA Proceedings, and Koskie Minsky LLP and Scheib Legal were appointed as Representative Counsel with respect to all matters pertaining to any recovery, compromise of rights or entitlements of said individuals under the Wabush pension plans and other benefit plans.

6. The Union represents current and former unionized employees of the Pointe Noire and Scully Mines facilities.
7. On June 22, 2015, the Wabush CCAA Parties brought a motion seeking approval to terminate payment of post-employment benefits such as health benefits, life insurance benefits, and supplemental pensions for certain employees ("OPEBs") as of May 31, 2015. The motion was granted on June 26, 2015.
8. On November 15, 2015, the Wabush CCAA Parties brought a motion to commence a claims process to call for the claims of creditors for amounts owing to them by the Wabush CCAA Parties, as amended on November 16, 2015 (the "**Claims Process**"). The Claims Process included claims of employees and retirees for various employment and post-employment claims, including OPEBs.
9. On December 14, 2015, the Newfoundland and Labrador Superintendent of Pensions ("**Superintendent**") ordered that the union and salaried pension plans be wound up effective December 16, 2015.
10. A letter was sent by the Wabush CCAA Parties to retirees dated January 26, 2016 with information about the wind up process, including the reduction to monthly pension benefits to salaried retirees by 25% and to unionized retirees by 21%.

11. On March 1, 2016, the Wabush CCAA Parties requested the Superintendent to appoint a replacement administrator for the pension plans. On March 30, 2016, the Superintendent appointed Morneau Shepell as plan administrator ("**Morneau Shepell**") of each pension plan, effective immediately.

Personal Information Statements sent by Representative Counsel to all employees and retirees

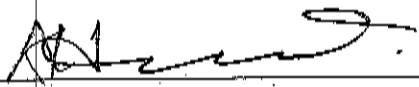
12. The Salaried Members and Union have retained an actuary to calculate the OPEB claims. In order to confirm that the accuracy of the information that was provided by the company with respect to personal information and benefit entitlements, Representative Counsel and the Union sent "Personal Information Statements" (the "**PIS**") to members to confirm the information. The mailing was done by Representative Counsel for both salaried and unionized employees at the beginning of July and members had a deadline of July 31, 2016 to provide any corrections and supporting documents. Attached as **Exhibit "P-2"** is an example of the PIS form that was sent to salaried members represented by Representative Counsel. A similar form was sent to members of the Union.
13. Representative Counsel and the Union have received many corrections to the PIS forms including with respect to birth dates, retirement and termination dates, spousal information, and addresses (the "**Corrected Information**").
14. The Corrected Information is relevant to information statements Morneau Shepell will be sending to members in the fall of 2016. Members will be asked to review and correct information relating to their birth date, retirement and termination dates, spousal

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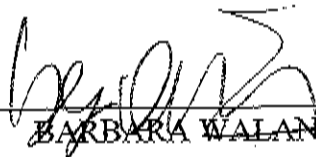
information, address, etc. and will have to provide the information a second time if the Parties are not able to exchange the information.

15. The Parties believe that it would be duplicative and an unnecessary expense, as well as inconvenient to the members, to have members provide Corrected Information twice, either through the PIS process or the upcoming information statement mailing from Morneau Shepell, to both their respective counsel or the plan administrator.
16. I have discussed the motion with Morneau Shepell and the Union and understand that both agree that the Motion will provide cost savings and generate efficiency on behalf of the members.

SWORN BEFORE ME at Toronto, in the
Province of Ontario, on August 22, 2016.


A Commissioner Oaths/Justice of the Peace

ANDREW HATWAY


BARBARA WALANCIK

NOTICE OF PRESENTATION

in support of Petitioners-Mise-en-causes'

Motion for an Order Approving the Exchange of Information Between Representative Counsel and United Steelworkers, local 6254 and United Steelworkers, local 6285, with the Administrator of the Pension Plans, Morneau Shepell

TO: **Me Bernard Boucher** (bernard.boucher@blakes.com)
Me Sébastien Guy (sebastien.guy@blakes.com)
BLAKE, CASSELS & GRAYDON LLP
600 de Maisonneuve West, Suite 2200
Montreal, Quebec H3A 3J2
Counsel for the Petitioners and the Mises-en-cause (i.e., Wabush CCAA Parties)

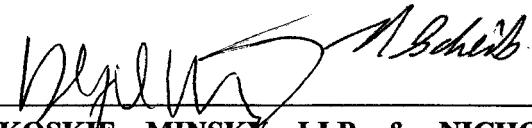
AND TO: **Me Sylvain Rigaud** (sylvain.rigaud@nortonrosefulbright.com)
NORTON ROSE FULBRIGHT CANADA LLP
1 Place Ville Marie, Suite #2500
Montreal, Quebec H3B 1R1
Counsel for the Monitor

AND TO: SERVICE LIST

TAKE NOTICE that the present *Motion for an Order Approving the Exchange of Information Between Representative Counsel and United Steelworkers, local 6254 and United Steelworkers, local 6285, with the Administrator of the Pension Plans, Morneau Shepell* will be presented for adjudication before The Honourable Mr. Justice Stephen W. Hamilton, J.S.C., or another of the honourable judges of the Superior Court, Commercial Division, sitting in and for the district of Montreal, at the Montreal Courthouse located at 1 Notre-Dame Street East, Montreal, Québec, on **August 30, 2016** at a room and at a time to be determined.

GOVERN YOURSELF ACCORDINGLY.

MONTREAL and TORONTO, August 22, 2016



KOSKIE MINSKY LLP & NICHOLAS SCHEIB
Attorneys for the Petitioners-Mises-en-cause Michael Keeper, Terence Watt, Damien Lebel and Neil Johnson

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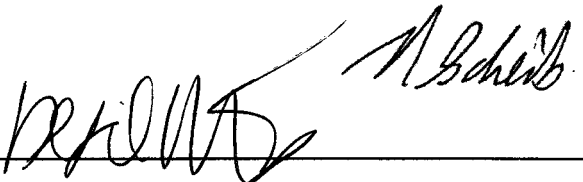
MORNEAU SHEPELL
Mise-en-cause

LIST OF EXHIBITS

(In support of the Motion for an Order Approving the Exchange of Information Between Representative Counsel and United Steelworkers, local 6254 and United Steelworkers, local 6285, with the Administrator of the Pension Plans, Morneau Shepell)

Exhibit P-1	Draft Order
Exhibit P-2	Example of the PIS form that was sent to salaried members represented by Representative Counsel

MONTREAL and TORONTO, August 22, 2016


KOSKIE MINSKY LLP & NICHOLAS SCHEIB
*Attorneys for the Petitioners-Mises-en-cause Michael
Keeper, Terence Watt, Damien Lebel and Neil Johnson*