

C A N A D A

PROVINCE OF QUÉBEC  
DISTRICT OF **MONTREAL**

N°: 500-11-048114-157

**SUPERIOR COURT**

Commercial Division

(Sitting as a court designated pursuant to the *Companies' Creditors Arrangement Act*, 1985 R.S.C., c. C-36, as amended)

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

**BLOOM LAKE GENERAL PARTNER LIMITED**

**QUINTO MINING CORPORATION**

**8568391 CANADA LIMITED**

**CLIFFS QUÉBEC 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

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**MOTION FOR THE ISSUANCE OF AN ORDER  
EXTENDING THE STAY PERIOD\***  
(Section 11 *ff.* of the *Companies' Creditors Arrangement Act*)

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**TO MR. JUSTICE STEPHEN W. HAMILTON, J.S.C. OR ONE OF THE HONORABLE JUDGES OF THE SUPERIOR COURT, SITTING IN THE COMMERCIAL DIVISION FOR THE DISTRICT OF MONTRÉAL, THE CCAA PARTIES (AS DEFINED BELOW) SUBMIT:**

**1. BACKGROUND**

1. On January 27, 2015, Mr. Justice Martin Castonguay, J.S.C., issued an Initial Order (as subsequently amended, rectified and/or restated, the "**Bloom Lake Initial Order**") commencing these proceedings (the "**CCAA Proceedings**") pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**") in respect of the Petitioners Bloom Lake General Partner Limited ("**Bloom Lake GP**"), Quinto Mining Corporation ("**Quinto**"), 8568391 Canada Limited and Cliffs Québec Iron Mining ULC ("**CQIM**") and the Mises-en-cause The Bloom Lake Iron Ore Mine Limited Partnership ("**Bloom Lake LP**") and Bloom Lake Railway Company Limited ("**Bloom Lake Railway Company**") (collectively, the "**Bloom Lake CCAA Parties**"), as appears from the Initial Order dated January 27, 2015, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-1**.
2. Pursuant to the Bloom Lake Initial Order, *inter alia*, FTI Consulting Canada Inc. was appointed as monitor of the Bloom Lake CCAA Parties (the "**Monitor**") (para. 39 of the Bloom Lake Initial Order) and a stay of proceedings was ordered in respect of the Bloom Lake CCAA Parties until February 26, 2015 (the "**Bloom Lake Stay Period**") (para. 8 *ff.* of the Bloom Lake Initial Order).
3. On February 20, 2015 and on April 17, 2015, Mr. Justice Stephen W. Hamilton amended the Bloom Lake Initial Order, *inter alia*, extending the Bloom Lake Stay Period to April 30, 2015 and then to July 31, 2015, as appears from the Amended Initial Order dated February 20, 2015 and from the Order dated April 17, 2015, both of which form part of the Court record and are communicated herewith for convenience respectively as **Exhibit R-2** and **Exhibit R-3**.
4. On April 17, 2015, Mr. Justice Hamilton also issued, *inter alia*, the following orders:
  - a) an Order (the "**Sale Advisor Order**"), *inter alia*, authorizing the engagement of Moelis & Company LLC as the Bloom Lake CCAA Parties' mergers and acquisitions financial advisor (the "**Sale Advisor**"), as appears from a copy of the Sale Advisor Order, which forms part of the Court record and is communicated herewith as **Exhibit R-4**; and

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\* Except as otherwise provided for herein, all capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Bloom Lake Initial Order (as defined herein) and the Wabush Initial Order (as defined herein).

- b) an Order (the "**SISP Order**"), *inter alia*, approving sale and investor solicitation procedures (the "**Initial SISP**") in respect of the Bloom Lake CCAA Parties, as appears from a copy of the SISP Order, which forms part of the Court record and is communicated herewith as **Exhibit R-5**.
5. On May 20, 2015, Mr. Justice Hamilton, issued an Initial Order (as subsequently amended, rectified and/or restated the "**Wabush Initial Order**") extending the scope of the CCAA Proceedings to the Petitioners Wabush Iron Co. Limited ("**Wabush Iron**") and Wabush Resources Inc. ("**Wabush Resources**") and the Mises-en-cause Wabush Mines, an unincorporated contractual joint venture (the "**Wabush Mines JV**"), Arnaud Railway Company ("**Arnaud**") and Wabush Lake Railway Company Limited (collectively, the "**Wabush CCAA Parties**"; collectively with the Bloom Lake CCAA Parties, the "**CCAA Parties**"), as appears from the Initial Order dated May 20, 2015, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-6**.
6. Pursuant to the Wabush Initial Order, *inter alia*, the Monitor was appointed as the monitor of the Wabush CCAA Parties (para. 39 of the Wabush Initial Order) and a stay of proceedings was granted until June 19, 2015 (the "**Wabush Stay Period**"; collectively with the Bloom Lake Stay Period, the "**Stay Period**") (para. 7 *ff.* of the Wabush Initial Order).
7. On June 9, 2015, Mr. Justice Hamilton, issued an order (the "**Wabush Comeback Order**"), *inter alia*:
  - a) extending the Wabush Stay Period to July 31, 2015;
  - b) approving the Initial SISP as it relates to the Wabush CCAA Parties, *nunc pro tunc to the* date of the Wabush Initial Order, authorizing the amendment and restatement of the Initial SISP, and approving the amended and restated sale and investor solicitation procedures (the "**SISP**") communicated herewith as **Exhibit R-7**; and
  - c) approving the engagement of the Sale Advisor as relates to the Wabush CCAA Parties, *nunc pro tunc* to the date of the Wabush Initial Order;the whole as appears from a copy of the Wabush Comeback Order, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-8**.
8. On July 30, 2015, Mr. Justice Hamilton, issued an order, *inter alia*, extending the Stay Period to November 6, 2015, as appears from the Order dated July 30, 2015, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-9**.
9. On November 5, 2015, Mr. Justice Hamilton issued an order, *inter alia*, extending the Stay Period to January 29, 2016, as appears from the Order dated November 5, 2015, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-10**.
10. Also on November 5, 2015, Mr. Justice Hamilton issued an order (as amended on November 16, 2015, the "**Claims Procedure Order**"), *inter alia*, approving and setting out a Claims Procedure (as defined in the Claims Procedure Order) in respect of the

CCAA Parties, as appears from the Claims Procedure Order, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-11**.

11. On January 27, 2016, Mr. Justice Hamilton issued an order, *inter alia*, extending the Stay Period to April 22, 2016, as appears from the Order dated January 27, 2016, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-12**.

## 2. ORDERS SOUGHT

12. On this Motion, the CCAA Parties hereby seek the extension of the Stay Period in respect of the CCAA Parties until September 30, 2016.

## 3. THE SISP

13. As outlined above, Mr. Justice Hamilton approved the SISP and the engagement of the Sale Advisor in respect of the assets of the Bloom Lake CCAA Parties and the Wabush CCAA Parties pursuant to the SISP Order, the Sale Advisor Order and the Wabush Comeback Order. All initially capitalized terms in this section shall have the meanings given to them in the SISP unless otherwise defined herein.

14. Pursuant to the SISP, certain of the CCAA Parties entered into definitive asset purchase agreements for the sale of Pointe-Noire Port Facility, Block Z Lands and the Bloom Lake Mine (each as defined below). The status of each of these transactions is set out below.

### 3.1 Bunker "C" Oil Transaction

15. Wabush Resources and Wabush Iron entered into a definitive purchase and sale agreement (as amended, modified or restated from time to time, the "**Bunker C Purchase Agreement**") for the sale of certain Bunker C type fuel (the "**Bunker C Transaction**") with 9108-7189 Quebec Inc. (the "**Bunker C Purchaser**"), which was approved by this Court pursuant to the Approval and Vesting Order dated November 5, 2015 (the "**Bunker C Oil Approval and Vesting Order**"), which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-13**. The purchase price in respect of this transaction has been received in full by the Monitor and the transaction closed on December 8, 2015.

16. Pursuant to the Bunker C Purchase Agreement, the Bunker C Purchaser had until February 11, 2016 to remove the Bunker C Fuel and complete the cleaning of the Bunker C oil tanks. The Bunker C fuel was not removed by such date but the Bunker C Purchaser executed an acknowledgement to the access agreement with the Port Purchaser (as defined below) post-closing of the Port Transaction and has therefore made arrangements with the Port Purchaser to access the Pointe-Noire Port Facility premises to complete the removal of the Bunker C fuel.

### 3.2 Port Transaction

17. Pursuant to an asset purchase agreement dated as of December 23, 2015, CQIM, Wabush Resources, Wabush Iron and Arnaud (collectively, the "**Port Vendors**") agreed to sell to Investissement Québec, as purchaser, as assigned to Société ferroviaire et portuaire de Pointe-Noire s.e.c., as assignee pursuant to an assignment and assumption

agreement dated as of January 29, 2016 (the "**Port Purchaser**"), substantially all of the assets, with the exception of certain excluded assets, of the Port Vendors relating to (a) an iron ore pellet production facility located in Pointe-Noire, Québec, (b) the port facility located in Pointe-Noire, Québec in the Bay of Sept-Îles, and (c) the Arnaud Railway (collectively, the "**Port Transaction**").

18. The Port Transaction was approved by this Court pursuant to an approval and vesting order dated February 1, 2016 (the "**Port Approval and Vesting Order**"), which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-14**.
19. The Port Transaction closed on March 8, 2016 and the Monitor is holding the Net Proceeds (as defined in the Port Approval and Vesting Order) in trust to be held and released from time to time subject to the terms and conditions of the Port Approval and Vesting Order.
20. On March 9, 2016, following the closing of the Port Transaction, the Wabush CCAA Parties' interim lender was fully repaid the amount of USD \$8,340,351.02, plus CAD \$71,465.78 in expenses and the Sale Advisor was paid its fee of USD \$602,098.72, from the proceeds of the Port Transaction, in accordance with the provisions of the Port Approval and Vesting Order.

### **3.3 Block Z Transaction**

21. Pursuant to an asset purchase agreement dated as of January 26, 2016, Wabush Resources and Wabush Iron agreed to sell to Administration Portuaire de Sept-Îles / Sept-Îles Port Authority the immovable property known as "Block Z" located near the Pointe-Noire Port Facility (the "**Block Z Transaction**"), which was approved by this Court pursuant to an approval and vesting order dated February 1, 2016 (the "**Block Z Approval and Vesting Order**"), which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-15**.
22. The Block Z Transaction closed on March 10, 2016 and the Monitor is holding the Net Proceeds (as defined in the Block Z Approval and Vesting Order) in trust to be held and released from time to time subject to the terms and conditions of the Block Z Approval and Vesting Order.

### **3.4 Bloom Lake Mine Transaction**

23. Pursuant to an asset purchase agreement dated December 11, 2015, as amended (the "**Bloom Lake Sale Agreement**"), CQIM, Quinto, Bloom Lake GP, Bloom Lake LP and Bloom Lake Railway Company (collectively, the "**Bloom Lake Vendors**") agreed to sell to Québec Iron Ore Inc. as purchaser, as partially assigned to Champion Iron Limited pursuant to an assignment and assumption agreement dated as of March 31, 2016 (collectively, the "**Bloom Lake Purchaser**"), substantially all of the assets of the Bloom Lake Vendors, with the exception of certain excluded assets (the "**Bloom Lake Transaction**") related to (a) the iron ore mine and processing facility located approximately 13 kilometres north of Fermont, Québec, in the Labrador Trough, known as the Bloom Lake mine (the "**Bloom Lake Mine**"); and (b) the provincially regulated short-line railway subject to the laws of Newfoundland & Labrador, known as the Bloom Lake Railway (the "**Bloom Lake Railway**"), comprising a 32 kilometre rail spur contained wholly within Newfoundland and Labrador that connects the Bloom Lake Mine

to the railway owned by Northern Land Company Limited, the Québec North Shore & Labrador operated railway, and ultimately to the railway owned by Arnaud (a Wabush CCAA Party and an affiliate of the Bloom Lake Vendors) (the "**Arnaud Railway**"), which was approved by this Court pursuant to the Approval and Vesting Order dated January 27, 2016 (the "**Bloom Lake Approval and Vesting Order**"), which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-16**.

24. The Bloom Lake Purchaser's Private Placement Regulatory Approvals (as defined in the Bloom Lake Sale Agreement) and the closing conditions for the Bloom Lake Sale Agreement are substantially satisfied but for the receipt of the Newfoundland *Rail Services Act* approval and related permit from the Newfoundland & Labrador government (the "**RSA Approval**"). Closing documents have been finalized and, other than those documents which are required to be executed on closing, are being held in escrow pending receipt of such approval and related permit.
25. The RSA Approval is awaiting Newfoundland & Labrador government cabinet approval, which the Bloom Lake CCAA Vendors understand to be in progress. The Bloom Lake CCAA Vendors understand that due to confidentiality restrictions timing of such cabinet approval is confidential.
26. The Bloom Lake Sale Agreement provides for an Outside Date for the closing of the Bloom Lake Transaction of 75 days following the issuance of the Bloom Lake Approval and Vesting Order (which is April 11, 2016), or such other date as the parties may mutually agree.

### **3.5 Additional Transactions for Residual Assets**

27. The CCAA Parties have been approached by and are currently in discussions with additional interested parties with respect to transactions which would see them sell substantially all of the remaining portions of the Property and Business of the CCAA Parties, including, the Wabush Mine (collectively, the "**Additional Transactions**").
28. As definitive purchase and sale agreements are entered into with respect to the Additional Transactions, the CCAA Parties will bring such definitive purchase and sale agreements to the Court for approval thereof, on notice to the service list as required by the Bloom Lake Initial Order and the Wabush Initial Order.
29. As previously disclosed, given that at the Bid Deadline no offers had been received for the Wabush Mine, the Wabush CCAA Parties pursued the liquidation proposals that had been received for the moveable equipment located at the Wabush Mine. To date, negotiations between the Wabush CCAA Parties and interested third parties have not resulted in any definitive documentation with respect to the sale of such moveable equipment.
30. As set out in the Monitor's fifteenth report dated December 31, 2015 and sixteenth report dated January 22, 2016 (the "**Monitor's Sixteenth Report**"), the Monitor was introduced to a new party expressing an interest in the acquisition of the Wabush Mine on December 23, 2015. Since that time, the Wabush CCAA Parties have entered into discussions with such interested party and negotiations with the potential purchaser with respect to a definitive asset purchase agreement are continuing. Although the Wabush CCAA Parties are hopeful that such negotiations will lead to a definitive asset purchase

agreement for the Wabush Mine in the near term, there is no guarantee that this transaction will proceed.

31. If such negotiations do not result in a definitive asset purchase agreement with respect to the Wabush Mine, the Wabush CCAA Parties will consider the revised liquidation proposals received for the moveable equipment by the Monitor.
32. As disclosed to the Court in the Monitor's Sixteenth Report, the Bloom Lake CCAA Parties have been in discussions with a party potentially interested in sponsoring a plan of arrangement that could generate significant value for the estates of the Bloom Lake CCAA Parties in connection with the corporate attributes of certain of the Bloom Lake CCAA Parties, which value would be in addition to the proceeds of the various proposed sale transactions. These discussions are ongoing.
33. The Bloom Lake CCAA Parties have received a confidential restructuring letter of intent dated December 30, 2015 (the "**Restructuring Letter of Intent**"). The Bloom Lake CCAA Parties are continuing negotiations with the potential plan sponsor in relation to the Restructuring Letter of Intent. There is no guarantee that the proposed restructuring set out in the Restructuring Letter of Intent will proceed.

#### 4. EXTENSION OF THE STAY PERIOD

##### 4.1 General Developments and Overview

34. Since the issuance of the Bloom Lake Initial Order and the Wabush Initial Order, the CCAA Parties have acted and continue to act in good faith and with due diligence.
35. On December 16, 2015, the Wabush CCAA Parties received notice (the "**Salaried Pension Plan Termination Notice**") from the Superintendent of Pensions for the province of Newfoundland & Labrador (the "**Provincial Pension Regulator**") of the termination, effective on that date, of the Contributory Pension Plan for Salaried Employees of Wabush Mines, Cliffs Mining Company, Managing Agent, Arnaud Railway Company and Wabush Lake Railway Company, Limited, Newfoundland & Labrador registration number 0021314 (the "**Salaried Pension Plan**"). A copy of the Salaried Pension Plan Termination Notice is attached hereto as **Exhibit R-17**.
36. Also on December 16, 2015, the Wabush CCAA Parties received notice (the "**Union Pension Plan Termination Notices**") from the Office of the Superintendent of Financial Institutions (the "**Federal Pension Regulator**") and the Provincial Pension Regulator of the termination, effective on that date, of the Pension Plan for Bargaining Unit Employees of Wabush Mines, Cliffs Mining Company, Managing Agent, Arnaud Railway Company, and Wabush Lake Railway Company, Limited, Newfoundland & Labrador Registration Number 0024699 and Office of the Superintendent of Financial Institutions registration number 57777 (the "**Union Pension Plan**" and together with the Salaried Plan, the "**Wabush Pension Plans**"). Copies of the Union Pension Plan Termination Notices are attached hereto *en liasse* as **Exhibit R-18**.
37. On March 30, 2016, after having received written requests from the Wabush CCAA Parties to appoint a replacement administrator for the applicable Wabush Pension Plans, the Provincial Pension Regulator appointed Morneau Shepell (the "**Replacement Pension Plan Administrator**") as new pension plan administrator for the Wabush

Pension Plans and the Federal Pension Regulator appointed the Replacement Pension Plan Administrator as new pension plan administrator for the Union Pension Plan. Copies of the two notices sent by the Provincial Pension Regulator to the Replacement Pension Plan Administrator and of the notice sent by the Federal Pension Regulator to the Replacement Pension Plan Administrator are the attached hereto *en liasse* as **Exhibit R-19**.

38. On March 29, 2016, the CCAA Parties received service of a motion by the Sept-îles Port Authority seeking the lifting of the Stay Period and the issuance of an order in relation to the payment of excluded claims. No hearing date has been scheduled yet for this motion.
39. Since the Stay Period was last extended on January 27, 2016, the CCAA Parties have, with the assistance of and in consultation with the Monitor, respectively, *inter alia*:
  - a) met regularly with the Monitor and provided the Monitor with full co-operation and complete access to the CCAA Parties' Property, premises and books and records;
  - b) continued to adhere to procedures for the monitoring of the CCAA Parties' operations and financial circumstances, including receipts and disbursements. Since the closing of the Port Transaction, at the CCAA Parties' request, the Monitor has been performing the cash management functions for the Wabush CCAA Parties. The Bloom Lake CCAA Parties have also asked the Monitor to perform their cash management functions following the closing of the Bloom Lake Transaction;
  - c) communicated with applicable environmental and regulatory authorities in relation to the property of the CCAA Parties;
  - d) as described above, continued to carry out the SISP in accordance with the terms thereof, including closing the Port Transaction and the Block Z Transaction, meeting and holding discussions with parties potentially interested in purchasing or investing in certain of the CCAA Parties' Property or Business and have been negotiating with such interested parties towards definitive purchase and sale agreements, subject to Court approval, in respect of the CCAA Parties' remaining Property and/or Business;
  - e) reviewed a number of liquidation proposals with the assistance of the Monitor and compared such liquidation proposals to the results of the bids received in respect of the SISP and negotiated with persons submitting such liquidation proposals;
  - f) fully repaid the amount due to the Interim Lender and paid the fee due to the Sale Advisor on March 9, 2016 upon the closing of the Port Transaction, from the proceeds thereof, in accordance with the provisions of the Port Approval and Vesting Order, as discussed above;
  - g) continued to assist and cooperate with the Monitor in the implementation of the Claims Procedure approved by this Court as set out in the Claims Procedure Order;



- h) continued to pursue the Bloom Lake CCAA Parties' Re-Amended Motion to Obtain the Release of Escrowed Funds, for the benefit of the Bloom Lake CCAA Parties' creditors, which Motion is scheduled to be heard by this Court on April 22, 2016; and
  - i) provided to MFC Industrial Ltd. a series of information and documents pursuant to the order issued during the pre-trial conference held on January 13, 2016. The sufficiency of the information provided will be debated during a second pre-trial conference to be held on April 13, 2016.
40. It is respectfully submitted that the extension of the Stay Period to September 30, 2016 is required to provide all CCAA Parties with sufficient time to, *inter alia*:
- a) close the Bloom Lake Transaction;
  - b) in consultation with the Sale Advisor and the Monitor, complete, if possible, the negotiation of definitive purchase and sale agreements in connection with the Additional Transactions, seek Court approval thereof, and, if approved, close such transactions, in the alternative, obtained revised liquidation proposals;
  - c) continue to assist the Monitor in connection with the implementation of the Claims Procedure with respect to the CCAA Parties;
  - d) continue and complete the ongoing litigation with Beumer and MFC; and
  - e) determine, subject to Court approval, the appropriate manner in which to distribute to creditors the sale proceeds of the various transactions by the CCAA Parties, including appropriate mechanisms for the allocation of realization and costs amongst the various CCAA Parties and assets classes.
41. It is anticipated that the requested extension of the Stay Period until September 30, 2016, will afford the CCAA Parties sufficient time to progress the foregoing, to seek Court approval of transactions and to complete any transactions that are approved.
42. The Monitor has advised the CCAA Parties that it supports the requested extension of the Stay Period. The Monitor will file a report regarding the proposed extension of the Stay Period.
43. The Monitor's report will also include the CCAA Parties' revised and extended cash flow forecast. Subject to the underlying assumptions therein, the CCAA Parties believe that there is sufficient liquidity to fund their participation in these CCAA Proceedings until September 30, 2016.
44. The CCAA Parties have acted and are acting with good faith and due diligence, circumstances exist that make the extension of the Stay Period appropriate and no parties will be materially prejudiced by the extension of the Stay Period.
45. In light of the foregoing, the CCAA Parties respectfully ask this Court to extend the Stay Period to September 30, 2016, the whole subject to all other terms of the Bloom Lake Initial Order and the Wabush Initial Order.

**5. PROCEDURAL MATTERS**

46. The CCAA Parties submit that the notices given of the presentation of the present Motion are proper and sufficient.
47. Pursuant to paragraph 54 of the Bloom Lake Initial Order and paragraph 56 of the Wabush Initial Order, all motions in these CCAA Proceedings are to be brought on not less than ten (10) calendar days' notice to all Persons on the service list. Each motion must specify a date (the "**Initial Return Date**") and time for the hearing.
48. The service of the present Motion serves as notice pursuant to paragraphs 47 and 54 of the Bloom Lake Initial Order and paragraphs 47 and 56 of the Wabush Initial Order.
49. Paragraph 55 of the Bloom Lake Initial Order and paragraph 57 of the Wabush Initial Order require that any Person wishing to object to the relief sought on a motion in the CCAA Proceedings must serve responding motion materials or a notice stating the objection to the motion and grounds for such objection (a "**Notice of Objection**") in writing to the moving party and the Monitor, with a copy to all persons on the service list, no later than 5 p.m. Montréal time on the date that is four (4) calendar days prior to the Initial Return Date (the "**Objection Deadline**"). Accordingly, any parties wishing to object to the relief sought on this Motion must serve responding motion materials or a Notice of Objection by no later than 5 p.m. Montréal time on April 15, 2016.
50. Paragraph 56 of the Bloom Lake Initial Order and paragraph 58 of the Wabush Initial Order further provide that if no Notice of Objection is served by the Objection Deadline, the Judge having carriage of the motion may determine whether a hearing is necessary, whether such hearing will be in person, by telephone or in writing and the parties from whom submissions are required (collectively, the "**Hearing Details**").
51. Paragraph 57 of the Bloom Lake Initial Order and paragraph 59 of the Wabush Initial Order provide that the Monitor shall communicate with the Judge and the service list with respect to the Hearing Details.

**6. CONCLUSIONS**

52. In light of the foregoing, the CCAA Parties hereby seek the issuance of an Order substantially in the form of the draft Order communicated herewith as **Exhibit R-20**, which provides for the extension of the Stay Period in respect of the CCAA Parties until September 30, 2016.
53. The present Motion is well founded in fact and in law.

**FOR THESE REASONS, MAY IT PLEASE THE COURT TO:**

**GRANT** the present Motion;

**ISSUE** an order in the form of the draft Order communicated in support hereof as Exhibit R-20;

**WITHOUT COSTS**, save and except in case of contestation.

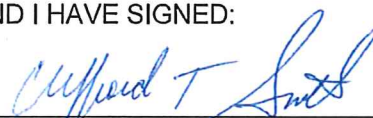
Montréal, April 8, 2016

  
**BLAKE, CASSELS & GRAYDON LLP**  
Attorneys for the CCAA Parties

**AFFIDAVIT**

I, the undersigned, **CLIFFORD T. SMITH**, the Executive Vice-President and a director of Bloom Lake General Partner Limited and Cliffs Quebec Iron Mining ULC, the President and a director of Bloom Lake Railway Company Limited and 8568391 Canada Limited, the President of Wabush Resources Inc., the President and a director of Wabush Iron Co. Limited, the Vice-President and a director of Arnaud Railway Company Limited and Wabush Lake Railway Company Limited, and a director of Quinto Mining Corporation, having a place of business at 755, Route 389, P.O. Box 2029, Fermont, Québec G0G 1J0, solemnly affirm that all the facts alleged in the present *Motion for the Issuance of an Order Extending the Stay Period* are true.

AND I HAVE SIGNED:



**CLIFFORD T. SMITH**

SOLEMNLY DECLARED before me at  
Cleveland, on this 8<sup>th</sup> day  
of April, 2016



Notary Public

Irene Sisamis  
Notary Public  
State of Ohio  
My Commission Expires  
September 14, 2019



**NOTICE OF PRESENTATION**

**TO: Service List**

**TAKE NOTICE** that the present *Motion for the Issuance of an Order Extending the Stay Period* will be presented for adjudication before the Honourable 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 Montréal, in the Montréal Courthouse located at 1, Notre-Dame Street East, Montréal, Québec, on **April 20, 2016** at a time and in a room to be determined.

**DO GOVERN YOURSELF ACCORDINGLY.**

Montréal, April 8, 2016

  
**BLAKE, CASSELS & GRAYDON LLP**  
Attorneys for the CCAA Parties

C A N A D A

PROVINCE OF QUÉBEC  
DISTRICT OF **MONTREAL**

**SUPERIOR COURT**  
Commercial Division  
(Sitting as a court designated pursuant to the *Companies'*  
*Creditors Arrangement Act*, R.S.C., c. C-36, as amended)

N°: 500-11-048114-157

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

**BLOOM LAKE GENERAL PARTNER LIMITED,  
QUINTO MINING CORPORATION,  
8568391 CANADA LIMITED,  
CLIFFS QUÉBEC 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

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**LIST OF EXHIBITS**

(In support of the *Motion for the Issuance of an Order Extending the Stay Period*)

- 
- R-1 Initial Order in respect of the Bloom Lake CCAA Parties dated January 27, 2015;
  - R-2 Amended Initial Order in respect of the Bloom Lake CCAA Parties dated February 20, 2015;
  - R-3 Order dated April 17, 2015;
  - R-4 Sale Advisor Order dated April 17, 2015;
  - R-5 SISP Order dated April 17, 2015;
  - R-6 Initial Order in respect of the Wabush CCAA Parties dated May 20, 2015;
  - R-7 SISP;

- R-8 Wabush Comeback Order dated June 9, 2015;
- R-9 Order dated July 30, 2015;
- R-10 Order extending the Stay Period, dated November 5, 2015;
- R-11 Amended Claims Procedure Order dated November 16, 2015
- R-12 Order extending the Stay Period, dated January 27, 2016;
- R-13 Bunker C Oil Approval and Vesting Order dated November 5, 2015;
- R-14 Port Approval and Vesting Order dated February 1, 2016;
- R-15 Block Z Approval and Vesting Order dated February 1, 2016;
- R-16 Bloom Lake Approval and Vesting Order dated January 27, 2016;
- R-17 Salaried Pension Plan Termination Notice dated December 16, 2015;
- R-18 Union Pension Plan Termination Notices dated December 16, 2015, *en liasse*;
- R-19 Notices of appointment of the Replacement Pension Plan Administrator dated March 30, 2016, *en liasse*;
- R-20 Draft Order.

The exhibits are available at the following link:

<https://blakes.sharefile.com/d-s7ba3c1bd1ea4110b>

Montréal, April 8, 2016

  
**BLAKE, CASSELS & GRAYDON LLP**  
Attorneys for the CCAA Parties

N°: 500-11-048114-157

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SUPERIOR COURT  
DISTRICT OF MONTREAL  
(Commercial Division)

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

BLOOM LAKE GENERAL PARTNER LIMITED & AL.

Petitioners

-and-

THE BLOOM LAKE IRON ORE MINE LIMITED  
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Mises-en-cause

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FTI CONSULTING CANADA INC.

Monitor

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MOTION FOR THE ISSUANCE OF AN ORDER  
EXTENDING THE STAY PERIOD, AFFIDAVIT,  
NOTICE OF PRESENTATION  
AND EXHIBITS R-1 TO R-20

(Sections 11 ff. of

*The Companies' Creditors Arrangement Act*)

ORIGINAL

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