

CANADA

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, R.S.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

Petitioners

-and-

**THE BLOOM LAKE IRON ORE MINE LIMITED
PARTNERSHIP**

BLOOM LAKE RAILWAY COMPANY LIMITED

Mises-en-cause

-and-

FTI CONSULTING CANADA INC.

Monitor

MOTION FOR AUTHORIZATION OF A SPECIAL MODE OF SERVICE
(Article 138 C.C.P.)

**TO THE HONOURABLE STEPHEN W. HAMILTON, J.S.C. OR ONE OF THE HONOURABLE
JUDGES OR CLERKS OF THE SUPERIOR COURT, SITTING IN AND FOR THE DISTRICT
OF MONTREAL, THE PETITIONERS AND THE MISES-EN-CAUSE SUBMIT:**

1. BACKGROUND

1. On January 27, 2015, the Honourable Justice Martin Castonguay, J.S.C., issued an Initial order (the "Initial Order") commencing these proceedings (the "CCAA

¹ Except as otherwise provided for herein, all capitalized terms not otherwise defined herein shall have the meaning ascribed to them in Initial Order.

Proceedings) pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**") in respect of the Petitioners and the Mises-en-cause (collectively, the "**CCAA Parties**"), as appears from the Initial Order communicated herewith as **Exhibit R-1**.

2. Pursuant to the Initial Order, *inter alia*, FTI Consulting Canada Inc. was appointed as monitor of the CCAA Parties (the "**Monitor**") (para. 39 of the Initial Order) and a stay of proceedings was granted until February 26, 2015 (the "**Stay Period**") (para. 8 *ff.* of the Initial Order).
3. On February 19 and 20, 2015, the CCAA Parties will present a *Motion for an Order Extending the Stay Period and Amending the Initial Order* (the "**Motion**") in the CCAA Proceedings for the purpose of extending the Stay Period and amending the Initial Order to grant CCAA Charges created by the Initial Order priority ahead of the Encumbrances affecting the Property of the CCA Parties, as appears from a copy of said Motion communicated herewith as **Exhibit R-2**.
4. Paragraph 62 of the Initial Order provides that Persons against whom an order is sought who are not previously involved in the CCAA Proceedings must receive service of documents, orders and other materials in respect of the CCAA Proceedings.
5. Many of the Persons whose rights may be affected by the conclusions sought in the Motion have no known domicile or place of business in Quebec.
6. The CCAA Parties hereby request authorization to serve the Motion on all Persons with no known domicile or place of business in Quebec by sending a copy thereof by way of UPS, FedEx, Purolator or other similar courier service to the address of the domicile or place or business of such Persons as known to the CCAA Parties.
7. The CCAA Parties hereby also request authorization to serve any subsequent documents, orders and other materials for which service is required pursuant to paragraph 62 of the Initial Order by way of UPS, FedEx, Purolator or other similar courier service to the address of the domicile or place or business of Persons to be served as known to the CCAA Parties.
8. The present Motion is well-founded in fact and in law.

FOR THESE REASONS, MAY IT PLEASE THE COURT TO:

GRANT the present Motion;

AUTHORIZE the CCAA Parties to serve the *Motion for an Order Extending the Stay Period and Amending the Initial Order* on all Persons upon whom service is required pursuant to paragraph 62 of the Initial Order herein by way of UPS, FedEx, Purolator or other similar courier service to the address of the domicile or place or business of such Persons as known to the CCAA Parties.

AUTHORIZE the CCAA Parties to serve any subsequent documents, orders and other materials for which service is required pursuant to paragraph 62 of the Initial Order by way of UPS, FedEx, Purolator or other similar courier service to the address of the domicile or place or business of Persons to be served as known to the CCAA Parties.

WITHOUT COSTS.

Montréal, February 6, 2015

Blake, Cassels & Graydon LLP

BLAKE, CASSELS & GRAYDON LLP

Attorneys for the CCAA Parties

Blake Cassels & Graydon

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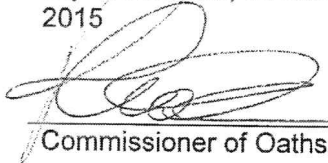
AFFIDAVIT

I, the undersigned, **ADAM T. SPIRO**, attorney, practicing my profession at the law firm Blake, Cassels & Graydon LLP located at 600 De Maisonneuve Boulevard West, Suite 2200, Montréal, Québec, H3A 3J2, solemnly affirm that all the facts alleged in the present *Motion for Authorization of a Special Mode of Service*.


AND I HAVE SIGNED:


ADAM T. SPIRO

SOLEMNLY DECLARED before me in the city of Montreal, on this 6th day of February, 2015

 96566
Commissioner of Oaths




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