

CANADA  
PROVINCE DE QUÉBEC  
District de Montréal

N° 500-11-048114-157

ENREGISTREMENT

CASSETTE

AM DÉBUT 8 :34  
FIN 9 :31

PM DÉBUT  
FIN

**PROCÈS-VERBAL D'AUDIENCE**

**COUR SUPÉRIEURE**

par défaut  ex parte  
 contesté  enquête au fond

**COUR DU QUÉBEC**

**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**

and

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

**Petitioners-Mis-en-cause**

and

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

**(Non union employees)**

**Mises-en-cause**

and

**MORNEAU SHEPELL**

**Mise-en-cause**

Division : Commerciale    Salle n°: 14.09    Référée du :

Le 21 décembre 2017

**PRÉSENT : L'HONORABLE STEPHEN W. HAMILTON, J.C.S. (JH5439)**

PRÉSENT(E)  ABSENT(E)

**M<sup>e</sup> Ilia Kratsov (P)** by Conference call

PRÉSENT(E)  ABSENT(E)

**BLAKE CASSELS 7 CRAYDON LLP**

(pour le Petitioners et Mises en cause)

PRÉSENT (E)  ABSENT (E)

**M<sup>e</sup> Sylvain Rigaud (P)**

PRÉSENT(E)  ABSENT(E)

**NORTON ROSE FULBRIGHT LLP**

(pour le Monitor)

**Me Mark E. Meland (P)** pour Petitionner  
mis en cause

PRÉSENT (E)  ABSENT (E)

**Me Andrew Hatnay (P)** by Conference  
call

NATURE DE LA CAUSE (#611) Motion to amend the representation order and for an order for legal costs of salaried/non-union employees and retirees

INTERPRÈTE : N/A Demandé à nouveau  oui  non

GREFFIER : Lucie Thibodeau g.a.c.s.

STÉNOGRAPHE : N/A

CANADA  
PROVINCE DE QUÉBEC  
District de Montréal

**PROCÈS-VERBAL D'AUDIENCE (suite)**

**Le 21 décembre 2017**

N° 500-11-048114-157

08 :34 **Ouverture de l'audience**

Identification de la cause et des avocats

Monsieur Nigel Meakin (FTI Consulting Canada Inc.) est présent par conférence téléphonique ainsi que Me Ilia Kratsov

Représentations de Me Hatnay  
The motion is not contested

08 :41 Représentations de Me Rigaud

Référence à P-5

08 :47 Réponse de Me Hatnay

08 :53 Questions du Tribunal

08 :54 Représentations de Me Meland

09 :12 Le Tribunal s'adresse aux procureurs sur la question de duplication des frais

09 :16 Représentations de Me Meland à l'effet qu'il n'y aura aucune duplication des frais

09 :18 Avec la permission du Tribunal, commentaires de Me Hatnay au même effet

09 :25 Commentaire du Tribunal à l'effet que le contrôleur aura à faire la révision des comptes pour s'assurer qu'il n'y a pas eu duplication.

09 :30

**Jugement**

**THE COURT** is signing the order as prepared:

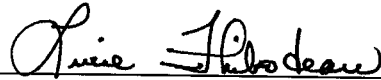
Le 21 décembre 2017

N° 500-11-048114-157

**AUTHORIZES** the payment subject to the approval of the Monitor.

09 :31

**FIN de l'audience**



*Lucie Thibodeau, gacs*

CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL

SUPERIOR COURT  
(Commercial Division)

File: No: 500-11-048114-157

Montreal, December 21, 2017

Presiding: The Honourable Mr. Justice Stephen W.  
Hamilton, J.S.C.

**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 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

-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

---

**FIFTH ORDER FOR FUTURE LEGAL COSTS OF SALARIED/NON-UNION  
EMPLOYEES AND RETIREES and APPOINTMENT OF REPLACEMENT  
QUÉBEC REPRESENTATIVE COUNSEL**

---

1. **THE COURT**, upon reading the Petitioners'-Mises-en-cause *Motion to Amend the Representation Order and for an Order for Future Legal Costs of Salaried/Non-union Employees and Retirees and Appointment of Replacement Québec Representative Counsel* dated December 8, 2017 (the "**Motion**") and having examined the affidavit of Andrew J. Hatnay sworn on December 8, 2017;
2. **CONSIDERING** the submissions of counsel for the Petitioners-Mises-en-cause, the submissions of counsel for the Monitor, and of such other counsel as were present;
3. **GIVEN** the Monitor's 41<sup>ST</sup> Report dated November 23, 2017 and the Monitor's 42<sup>nd</sup> Report dated December 15, 2017, and the comments contained therein concerning the appointment of the Representatives and Representative Counsel for the Salaried Members, as defined below;
4. **GIVEN** the *Order Appointing Representatives and Representative Counsel* dated June 22, 2015;
5. **GIVEN** the *Order for Legal Costs of Salaried/Non-union Employees and Retirees* dated October 28, 2016;
6. **GIVEN** the *Third Order for Legal Costs of Salaried/Non-union Employees and Retirees* dated May 31, 2017;
7. **GIVEN** the *Fourth Order for Legal Costs of Salaried/Non-union Employees and Retirees* dated June 28, 2017; and
8. **GIVEN** the provisions of the *Companies' Creditors Arrangement Act*;

**FOR THESE REASONS, THE COURT HEREBY:**

9. **GRANTS** the motion of the Petitioners-Mises-en-cause (the “**Representatives**”) of all salaried/non-Union employees and retirees of the Wabush CCAA Parties (namely, Wabush Iron Co. Limited, Wabush Resources Inc., Wabush Mines, Arnaud Railway company and Wabush Lake Railway Company Limited) or any person claiming an interest under or on behalf of such employees or former employees or pensioners and surviving spouses, or group or class of them (collectively, the “**Salaried Members**”), in the present CCAA proceedings (the “**CCAA Proceedings**”), for the deletion of Nicholas Scheib as Québec Representative Counsel effective as of June 26, 2017, and for the appointment of Fishman Flanz Meland Paquin LLP (“**FFMP**”) as replacement Québec Representative Counsel effective as of October 1, 2017;
  
10. **ORDERS** that the legal fees, taxes and disbursements of the Representatives of the Salaried Members, and of Representative Counsel, for the period from December 1, 2017 to March 31, 2018 inclusive in the CCAA Proceedings, shall be paid by the Wabush CCAA Parties, up to an amount of \$65,000 (CDN) per month in legal fees notionally split with \$40,000 per month attributable to Koskie Minsky LLP and \$25,000 per month to FFMP, for a total cap for this period of \$260,000 (CDN) plus applicable taxes and disbursements. Any amount that is remaining in the cap in a given month can be carried forward to be applied to increase the cap in a future month, or can be applied toward the legal fees incurred in a past month(s) that exceeded the cap in such past month(s) which has not been paid. In each case, the Representatives and Representative Counsel shall render sufficiently detailed accounts (subject to reasonable redaction due to solicitor-client privilege) to the Wabush CCAA Parties and subject to the invoices being approved by the Monitor. Notwithstanding any other provision of this Order, the Wabush CCAA Parties shall not pay any legal fees, taxes or disbursements of the Representatives and Representative Counsel in respect of (i) any litigation that may be brought or supported by the Representatives or Representative Counsel against the directors of the Wabush CCAA Parties in their personal capacity; (ii) the Newfoundland Reference, as defined in the Monitor's 38<sup>th</sup> Report, or; (iii) any other proceedings other than the CCAA Proceedings, without further Order of the Court, it being understood, however, that any and all appeals

from a decision rendered in the CCAA Proceedings shall be deemed to be a proceeding in the CCAA Proceedings;

11. **ORDERS** that the legal fees of FFMP for the months of October and November 2017, in the aggregate amount of \$51,579 plus applicable taxes and disbursements, be paid by the Wabush CCAA Parties provided that FFMP renders sufficiently detailed accounts (subject to reasonable redaction due to solicitor-client privilege) to the Wabush CCAA Parties and subject to the invoices being approved by the Monitor;
12. **DIRECTS** that any disagreement regarding the legal fees, taxes and disbursements of the Representatives and Representative Counsel may be submitted to this Court for determination;
12. **AUTHORIZES** the Representatives and Representative Counsel to take all steps and to perform all acts necessary or desirable to carry out the terms of this Order, including dealing with any Court, regulatory body and other government ministry, department or agency, and to take all such steps as are necessary or incidental thereto;
13. **DECLARES** that service and notice of this motion was good and sufficient and hereby dispenses with further service thereof;
14. **WITHOUT COSTS.**

December 21, 2017

  
STEPHEN W. HAMILTON, J.S.C.