

CANADA		PROCÈS-VERBAL D'AUDIENCE		COUR SUPÉRIEURE	
PROVINCE DE QUÉBEC				Chambre commerciale	
DISTRICT DE MONTRÉAL				Référée de	Salle prévue 15.12
No : 500-11-048114-157				Date 28 juin 2017	
L'HONORABLE STEPHEN W. HAMILTON, J.C.S.					JH5439

Petitioners	Attorney(s)
BLOOM LAKE GENERAL PARTNER LIMITED QUINTO MINING CORPORATION 8568391 CANADA LIMITED	BLAKE CASSELS & GRAYDON S R L M ^e Bernard BOUCHER (P) M ^e Emily HAZLETT (P)
Mises-en-cause	Attorney(s)
THE BLOOM LAKE IRON ORE MINE LIMITED PARTNERSHIP ET AL.	BLAKE CASSELS & GRAYDON S R L M ^e Bernard BOUCHER (P) M ^e Emily HAZLETT (P)
Monitor	Attorney(s)
FTI CONSULTING CANADA INC.	NORTON ROSE FULLBRIGHT LLP M ^e Sylvain RIGAUD (P) M ^e Chrystal ASHBY (P)
Creditors	Attorneys)
CITY OF SEPT-ILES	STEIN MONAST M ^e Martin ROY (P)
SUPERINTENDENT OF PENSIONS – NEWFOUNDLAND	IRVING MITCHELL KALICHMAN M ^e Edward BÉCHARD-TURRES (P) M ^e Dory MITCHELL (P)
ATTORNEY GENERAL OF CANADA	DEPARTMENT OF JUSTICE – CANADA M ^e Pierre LECAVALIER (P) M ^e Michelle KELLAM (P)
FOR THE RETIREES/REPRESENTATIVES NON-UNION LOW RED SALARIED	KOSKIE MIWSKY M ^e Andrew HATNAY (P) M ^e Demetrios YIOKARIS (P) M ^e Jules MONTEYNE (P)
SYNDICAT DES MÉTALLOS	PHILION, LEBLANC, BEAUDRY, AVOCATS M ^e Daniel BOUDREAU (P)
MORNEAU SHEPELL, Administrator	M ^e Ronald A. PINK (P)
RETRAITE QUÉBEC	VAILLANCOURT CLOCCHIATTI M ^e Louis ROBILLARD (P)

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

STÉNOGRAPHE :

N/A

(Suite) Procès-verbal du 28 juin 2017
500-11-048114-157

NATURE DE LA CAUSE :

- | |
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| 1. #494 AMENDED MOTION BY THE MONITOR FOR DIRECTIONS WITH RESPECT TO PENSION CLAIMS |
| 2. # 531 MOTION FOR AN ORDER FOR LEGAL COSTS OF SALARIED/NON-UNION EMPLOYEES AND RETIREES |

Début : 09 :30 a.m.

Début : 13 :45 p.m.

Fin : 12 :46

Fin : 16 :00

09 :30 **OUVERTURE** de l'audience
Identification de la cause et des avocats
Gestion
M^e Lecavalier dépose un cahier additionnel d'autorités

2. MOTION FOR AN ORDER FOR LEGAL COSTS OF SALARIED/NON-UNION EMPLOYEES AND RETIREES (#531)

09 :36 Représentations de M^e Hatnay sur les amendements de la requête (#531).

09 :38 Aucune objection de M^e Rigaud quant aux amendements.

M. Nigel Meakin (Monitor), en appel conférence, n'a rien à ajouter.

09 :39 (Suite) Représentations de M^e Hatnay qui soumet au Tribunal un projet de jugement intitulé : Fourth order for legal costs of salaried/non-union employees and retirees.

JUDGMENT (Motion #531)

09 :40 Pour les motifs énoncés verbalement et enregistrés mécaniquement, le TRIBUNAL :

GRANTS this motion. Et

SIGNE séance tenante, le projet de jugement intitulé : FOURTH ORDER FOR LEGAL COSTS OF SALARIED/NON-UNION EMPLOYEES AND RETIREES. (Voir l'ordonnance jointe au procès-verbal)

1. AMENDED MOTION BY THE MONITOR FOR DIRECTIONS WITH RESPECT TO PENSION CLAIMS (#494)

09:41 Gestion – Échange de part et d'autre

09:43 Représentations de M^e Mitchell – Échange avec le Tribunal

PLAIDOIRIES EN DEMANDE

09: 52 **Argumentation de M^e Rigaud**

09:53 Remarques préliminaires de M^e Rigaud

09:58 Question du Tribunal

10:08 Référence au cahier d'autorités (Lacco – Onglet 6)

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- 10:26 Référence à R-24 (Régime de pension des employés salariés)
- 10:32 Référence au cahier d'autorités (Stelco – Onglet 7)
- 10:46 Référence au cahier d'autorités (Dinney – Onglet 14)
- 10:51 Référence au cahier d'autorités (Champagne – p. 13 – par. 39)
- 10:57 Référence au cahier d'autorités (Mc Leod - Onglet)

11:03 **SUSPENSION** de l'audience

11:25 **REPRISE** de l'audience

(Suite) Argumentation de M^e Rigaud

- 11:26 Référence au cahier d'autorités (Husky Oil – Onglet 25)
- 11:32 Référence au cahier d'autorités (Samson Bélair – Onglet 6)
- 12:10 Référence au cahier d'autorités (Lemare Lake Logging Ltd – Onglet)
- 12:27 Référence à R-14 (Avis de terminaison des régimes par OSFI et à R-13 (Avis de terminaison des régimes par le surintendant de Terre-Neuve)
- 12:35 Référence au cahier d'autorités (Dauphin Plains Credit Union Ltd – Onglet)
- 12:37 Référence au cahier d'autorités (Century Services – Onglet 20)
- 12:46 **SUSPENSION** de l'audience
- 13:45 **REPRISE** de l'audience

Ré identification de la cause et des avocats

(Suite) PLAIDOIRIES EN DEMANDE

(Suite) Argumentation de M^e Rigaud

- 13:56 Référence au cahier d'autorités (Indalex - Onglet)
- 14:01 Référence au cahier d'autorités (- Onglet 10)
- 14:03 Commentaire et questions du Tribunal
- 14:06 Intervention de M^e Hatnay
- 14:06 (Suite) Argumentation de M^e Rigaud
- 14:08 Question du Tribunal
- 14:09 Commentaire du Tribunal

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- 14:11 Référence à R-18 et R-19 (Proofs of claims)
Question du Tribunal
- 14:31 Fin de l'argumentation de M^e Rigaud
- 14:32 **Argumentation de M^e Boucher**
- 14:35 Référence au cahier d'autorités (Indalex)
- 14:37 Référence au cahier d'autorités (Onglet 11)
- 14:41 Référence au cahier d'autorités (Husky Oil - Onglet)
- 15:00 Fin de l'argumentation
Gestion
- 15:01 **SUSPENSION** de l'audience
- 15:19 **REPRISE** de l'audience
Argumentation de M^e Roy
M^e Roy dépose son cahier de Documents et autorités additionnelles
Référence à R-10 et R-12 (Approval vesting orders)
- 15:22 Référence au cahier des autorités du représentant des employés non-syndiqués (Onglet 14)
- 15:24 Référence au cahier des autorités (Pérusse – Onglet 12)
- 15:26 Référence au cahier des autorités (Sparrow et Indalex – Onglet)
- 15:28 Référence au cahier des autorités (- Onglet 18)
- 15:33 Référence au cahier des autorités (Gareau – Onglet 23)
- 15:35 Référence au cahier des autorités (Aveos - Onglet 20)
- 15:38 Référence à M-4 (Taxes foncières)
- 15:40 Référence au cahier des autorités (Les Sûretés, Louis Payette – Onglet 2)
- 15:45 Référence à R-16 et R-17
- 15:47 Référence au cahier des autorités (Les Priorités et hypothèques, Denise Pratte – Onglet 24)
- 15:48 Référence au cahier des autorités additionnelles (Louis Payette – Onglet 27)
- 15:50 Référence au cahier des autorités additionnelles (Loi sur la fiscalité municipale – Onglet 26)
Référence à M-4 (Taxes municipales)
- 15:53 Questions du Tribunal – Échange avec M^e Roy

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15:56 Intervention de M^e Rigaud

15:57 Fin de l'argumentation

Gestion

La cause #494 est continuée le 29 juin 2017 en salle 15.12 à 9 heures 30.

16:00 **FIN** de l'audience


Lucie Thibodeau, g.a.c.s.

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT
(Commercial Division)

File: No: 500-11-048114-157

Montreal, June 28, 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 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 LABEL, 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

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PW*

**FOURTH ORDER FOR LEGAL COSTS OF SALARIED/NON-UNION EMPLOYEES
AND RETIREES**

1. **THE COURT**, upon reading the Petitioners'-Mises-en-cause *Motion for an Order for Future Legal Costs of Salaried/Non-union Employees and Retirees* dated June 16, 2017 and having examined the affidavit of Barbara Walancik affirmed June 16, 2017;
2. **CONSIDERING** the submissions of counsel for the Petitioners-Mises-en-cause, the submissions of counsel for the Wabush CCAA Parties, the submissions of counsel for the Monitor, and of such other counsel as were present;
3. **GIVEN** the Monitor's 7th Report, the Monitor's 38th Report, and the recommendations contained therein concerning the appointment of the Representatives and Representative Counsel for the Salaried Members, as defined below;
4. **GIVEN** the Order approving the appointment of the Representatives and Representative Counsel for the Salaried Members 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, 2016; and
7. **GIVEN** the provisions of the *Companies' Creditors Arrangement Act*;

FOR THESE REASONS, THE COURT HEREBY:

8. **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 these CCAA proceedings, for the legal costs of the Salaried Members;

9. **ORDERS** that the legal fees, taxes and disbursements by the Representatives and by Representative Counsel for the period from July 1, 2017 to November 30, 2017 inclusive in the CCAA proceedings, shall be paid by the Wabush CCAA Parties, up to an amount of \$40,000 (CDN) per month in legal fees subject to a total cap of \$200,000 (CDN), however, such amounts shall not be in respect of the Newfoundland Reference, subject to further order of the court. 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), including for the month of June, 2017 if necessary, 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 38th Report, or (iii) any other proceedings other than the CCAA Proceedings, without further Order of the Court;
10. **DIRECTS** that any disagreement regarding the legal fees, taxes and disbursements of the Representatives and Representative Counsel may be remitted to this Court for determination;
11. **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;

12. **DECLARES** that service and notice of this motion was good and sufficient and hereby dispenses with further service thereof;
13. **WITHOUT COSTS.**

June 20, 2017



STEPHEN W. HAMILTON, J.S.C.