

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

(Sections 11 and 11.52 of the *Companies' Creditors Arrangement Act*)

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. Pursuant to the Order of the Honourable Mr. Stephen W. Hamilton dated June 22, 2015 (the "**Representation Order**"), Michael Keeper, Terence Watt, Damien Lebel and Neil Johnson are the court-appointed representatives (the "**Representatives**") of all Salaried/Non-union employees and retirees of the Wabush CCAA Parties (the "**Salaried Members**") in the CCAA proceedings and Koskie Minsky LLP ("**KM**") and Nicholas Scheib are the Representative Counsel of the Salaried Members;
2. Through Representative Counsel, the Representatives hereby request that this Honourable Court exercise its discretion under section 11 of the *Companies' Creditors Arrangement Act*, R.S.C. c. C-36, (the "**CCAA**") to approve the legal costs of the Representatives for the period from February 1, 2017 to June 30, 2017;

BACKGROUND

3. 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. FTI Consulting Inc. was appointed as Monitor;
4. On October 28, 2016, by Order of Mr. Justice Hamilton, the legal costs of the Representatives incurred prior to October 1, 2016 that were incurred in excess of the amount ordered in the June 22, 2015 Court Order, and the Representatives' legal costs for the period from October 1, 2016 until January 31, 2017, inclusive, were directed to be paid by the Wabush CCAA Parties;

THE ACTIVITIES OF THE REPRESENTATIVES AND REPRESENTATIVE COUNSEL

5. Since the appointment of Representatives and Representative Counsel, the Representatives and Representative Counsel have played a significant role in representing and advising the Salaried Members, including, but not limited to:
 - (a) the Wabush CCAA Parties have commenced a Sales and Investment Solicitation Process (“SISP”) to sell the assets of the Wabush CCAA Parties;
 - (b) the Wabush CCAA Parties have commenced a Claims Process; and
 - (c) the Newfoundland and Labrador Superintendent of Pensions appointed the actuarial consulting firm of Morneau Shepell to wind up the Wabush pension plans;
6. The SISP, Claims Process, and the pension wind up process are still ongoing;
7. There has not yet been any distributions to creditors;
8. The Representatives and Representative Counsel have been actively involved in the following:
 - (a) reviewing numerous motions and Monitor’s Reports, and advising the Representatives and individual employees and retirees on issues in the SISP;
 - (b) representing Salaried Members in the motion to the CCAA court, and on a motion for leave to appeal to the Québec Court of Appeal, opposing the termination of health and life insurance benefits by the company;
 - (c) preparing employee and retiree claims in respect of the total loss of their health benefits and life insurance, and the 25% reductions to their monthly pension benefits for submission in the claims process, including the assertion of deemed trust priorities for Salaried Plan beneficiaries pursuant to the Newfoundland and Labrador *Pension Benefits Act*, 1997, S.N.L. 1996, c. P-4.01;
 - (d) arranging and attending on-site meetings in Sept-Iles and Wabush in March, 2016 to give presentations to Salaried Members on the status of the CCAA proceedings, and answering questions about the terminated OPEBs, the pension plan wind up process and the CCAA process;
 - (e) preparing and conducting a webinar for those Salaried Members who were unable to attend the on-site meetings in Sept-Iles and Wabush due to the distances some members would have to travel to these towns, and posting the recording on the KM website;

- (f) in July 2016, attending second on-site meetings organized by Morneau Shepell at the request of the Representatives, in Sept-Îles and Wabush, to further explain the pension plan wind up process and the CCAA process; and
 - (g) dealing with a large number of salaried employee and retiree inquiries and questions with respect to claims calculations, the ongoing employment of the remaining active employees, and reporting to the employees and retirees on numerous individual issues relating to the CCAA proceedings;
9. In addition to continuing the above-described work, Representative Counsel has also undertaken the following on behalf of the Salaried Members over the period from October 1, 2016 to May 18, 2017, which work is on-going:
- (a) preparing the Salaried Members Claim for their terminated health benefits, life insurance benefits and supplemental pension benefits, which the actuary has calculated at approximately \$1,483,182.35 (subject to on-going negotiations with the Monitor);
 - (b) reviewing the wind-up report prepared by Morneau Shepell for the Wabush Mines Salaried Pension Plan setting out the wind-up deficiency and the amount owing to the Salaried Pension Plan by Wabush Mines of \$27,450,000;
 - (c) reviewing and addressing the Monitor's lengthy Motion for Directions regarding Pension Matters dated December 15, 2016 and its Amended Motion for Directions dated April 13, 2017 in which the Monitor seeks orders from the CCAA court that would render the bulk of the Salaried Members' pension deficit claims as unsecured claims, except for a *de minimus* amount as a deemed trust claim in relation to the amounts owing for unpaid current service costs and special payments as of the CCAA filing date, and including:
 - (i) legal research analyses of the issues presented by the Monitor, both as to the procedural elements and substantive positions;
 - (ii) discussions with the five other pension stakeholders, namely:
 - 1) Morneau Shepell;
 - 2) the Superintendent of Pensions of Newfoundland & Labrador;
 - 3) United Steelworkers International and Locals 6254 and 6285;
 - 4) Office of the Superintendent of Financial Institutions (OSFI); and
 - 5) Retraite Québec,in order to determine those parties' positions, the commonalities of interests, and the presentation of the pension parties' positions in an efficient and coordinated manner;
 - (iii) corresponding with the Monitor, its counsel, and counsel to the CCAA parties and other creditors' counsel to discuss the procedural framework to address and resolve the issues in the Monitor's motion;

- (iv) preparation of submissions to the CCAA Court as to the Salaried Members' positions on the jurisdictional issues raised in the Monitor's motion and the orders it seeks from the CCAA Court;
 - (v) preparation of submissions to the CCAA Court as to the Salaried Members' positions on the balance of the issues raised in the Monitor's motion and the orders it seeks from the CCAA Court;
- (d) conducting discussions with the Monitor and counsel to the Wabush CCAA Parties to work toward a consensual resolution of numerous potential claims of certain employees post-filing and certain active employees in respect of issues involving employer contributions to the Contributory Pension Plan for Salaried Members and the wind-up of that plan;
- (e) discussions with lawyers to the Department of Justice of the Government of Newfoundland and Labrador regarding the status of the Government's Reference to the Newfoundland and Labrador Court of Appeal (the "**NL Reference**") brought on March 29, 2017 and next steps regarding same. Attached hereto as **Exhibit P-1** is a copy of the Order in Council of the Newfoundland Government dated March 27, 2017, and the order of the Chief Justice of Newfoundland and Labrador dated May 5, 2017 as **Exhibit P-2**;
- (f) participating in the proceedings throughout and case conference(s) with the CCAA court;
10. As a consequence of the on-going CCAA proceedings and its direct prejudicial impact on the Salaried Members' pension and benefits, and the extension of the Stay Period in respect of the Wabush CCAA Parties until June 30, 2017 the Representatives require and seek funding for their reasonable legal costs in the on-going CCAA proceedings from the Wabush CCAA Parties for the period from February 1, 2017 to June 30, 2017 in furtherance of the Representation Order, and for payment of total of \$40,662.49¹ owing from the month of January, 2017, the whole as contemplated by Section 11.52(1)(b) and (c) of the CCAA and also seek an amendment to the Representation Order dated June 22, 2015 to expressly cover the legal fees of the Salaried Members in respect of the NL Reference, which we estimate at this time to be in the range of \$20,000;
11. Representative Counsel has provided the Representatives with regular reporting and an understanding and opportunity to participate in the CCAA proceedings in an organized and efficient manner on behalf of the Salaried Members who require representation in an adversarial proceeding that directly affects their rights and retirement income on which they base their livelihoods. Representative Counsel has also ensured that the Representatives and Salaried Members' interests are represented, and have also responded, and continue to respond, to a large number of inquiries from individual employees and retirees on various issues that impact them in the CCAA proceedings;

¹ comprised of \$15,483.00 (fees), \$20,501.42 (disbursements for a mass mailing report to all Salaried Members), and \$4,677.97 (taxes).

12. The Representatives have reviewed these motion materials and they approve and support the relief sought herein;
13. The shutdown of Wabush Mines and the CCAA proceeding is a highly sensitive matter given the losses imposed on the Québec and Newfoundland employees and retirees, and is regularly reported in the media, as appears from copies of two recent media articles filed herewith as **Exhibit P-3**;
14. Legal representation and funding for the Salaried Members' legal costs has ensured, and will continue to ensure, that the Salaried Members' rights and claims in respect of the amounts owing in respect of their registered pension plans and their OPEBs are protected and advanced throughout these adversarial proceedings, thereby helping to mitigate the on-going prejudicial effects of the CCAA proceedings on the Salaried Members;
15. Further, the effective participation of the Representatives, and Representative Counsel, ensures that any prejudice that may have already occurred due to the conflict of interest that had been acknowledged by the Wabush CCAA Parties in relation to the administration of the pension plans (prior to the appointment of Morneau Shepell as replacement pension administrator) has been contained and prevented going forward;
16. Representative Counsel has also ensured the uniformity of claims submissions and has avoided to the extent possible a multiplicity of claims being submitted by numerous individuals. This will also ensure that the Salaried Members' submissions about their relative priority of such claims, vis-à-vis other creditors in these CCAA proceedings, continue to be put before the Court in a uniform, and cost-effective manner. Representative Counsel provides a single voice for Salaried Members in the CCAA proceedings, ensuring that the potentially single largest voting bloc of creditors is effectively represented;
17. The Representatives and Representative Counsel have also worked closely with the other, above-mentioned pension interests in order to develop consistent positions and to streamline the issues before this Court;
18. Consistent with the Representation Order and, in accordance with section 11.52 of the CCAA, it is respectfully submitted that the funding for the next tranche of legal costs of the Salaried Members during the period from February 1, 2017 to June 30, 2017 should also be paid by the Wabush CCAA Parties upon the rendering of 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;

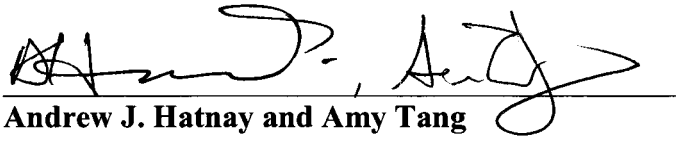
FOR THESE REASONS THE PETITIONERS-MISES-EN-CAUSE ASK THAT THIS HONOURABLE COURT:

[A] GRANT the present Motion;

- [B] **ISSUE** an Order in the form of the Draft Order communicated herewith as **Exhibit P-4**;
and
- [C] **DECLARE** that service and notice of this motion was good and sufficient;

THE WHOLE without costs, save and except in case of contestation.

Montreal and Toronto, May 19, 2017



Andrew J. Hatnay and Amy Tang
KOSKIE MINSKY LLP



Nicholas Scheib
SCHEIB LEGAL/ÉTUDE LÉGALE

Representative Counsel for the Petitioners-Mises-en-cause Michael Keeper, Terence Watt, Damien Lebel and Neil Johnson, the Representatives of the Salaried Members.

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT
(Commercial Division)

No.: 500-11-048114-157

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-

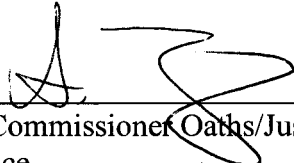
MORNEAU SHEPELL
Mise-en-cause

AFFIDAVIT

I, the undersigned Barbara Walancik, resident for the purposes hereof at 20 Queen Street West, Suite 900, in the City of Toronto, Province of Ontario, M5H 3R3, hereby solemnly declare and make oath and say the following:

1. I am an associate lawyer with the firm of Koskie Minsky LLP. I work with Andrew J. Hatnay, a partner of the firm. Koskie Minsky LLP, along with Québec counsel, Nicholas Scheib, are the court-appointed Representative Counsel to all the non-union employees and retirees of the Wabush CCAA Parties;
2. All of the facts alleged in the present *Motion for an Order for Legal Costs of Salaried/Non-Union Employees and Retirees* are true.

SWORN BEFORE ME at Toronto,
in the Province of Ontario, on May
19, 2017.



A Commissioner Oaths/Justice of the
Peace
AMY TANG



BARBARA WALANCIK

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT
(Commercial Division)

No.: 500-11-048114-157

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

IN THE MATTER OF THE PLAN
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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

ATTESTATION OF AUTHENTICITY

I, the undersigned, **NICHOLAS SCHEIB**, Advocate, practicing my profession at 600, de Maisonneuve Street West, 17th floor, in the City and District of Montréal, Province of Québec, under my oath of office declare as follows:

1. THAT the attached Affidavit of Barbara Walancik is an authentic copy of the facsimile received at my office's fax number. This facsimile was received at Montréal, Québec on May 19, 2017, and the number of the transmitting fax machine is 416-977-3316;
2. THAT the attached Affidavit constitutes a document which forms part of the court file number 500-11-048114-157 and is filed on behalf of my clients, the PETITIONERS-Mises-en-cause Michael Keeper, Terence Watt, Damien Lebel and Neil Johnson.

MONTREAL, May 19, 2017



NICHOLAS SCHEIB

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT
(Commercial Division)

No.: 500-11-048114-157

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

IN THE MATTER OF THE PLAN
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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

NOTICE OF PRESENTATION

in support of Petitioners-Mise-en-causes' Motion for an Order for Legal Costs of Salaried/Non-Union Employees and Retirees

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 for Legal Costs of Salaried/Non-Union Employees and Retirees* 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, May 31, 2017 at a room and at a time to be determined.

GOVERN YOURSELF ACCORDINGLY.

TORONTO and MONTREAL, May 19, 2017



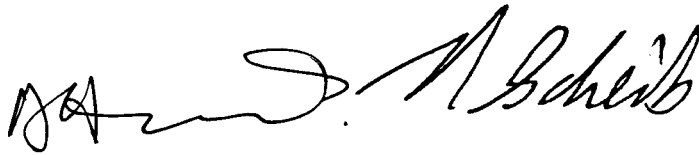
NICHOLAS SCHEIB & KOSKIE MINSKY LLP
Co-attorneys for the Petitioners-Mises-en-cause
Michael Keeper, Terence Watt, Damien Lebel and
Neil Johnson

LIST OF EXHIBITS

(In support of the *Motion for an Order for Legal Costs of Salaried/Non-Union Employees and Retirees*)

Exhibit P-1	Order in Council of the Newfoundland Government dated March 27, 2017
Exhibit P-2	Order of the Chief Justice of Newfoundland and Labrador dated May 5, 2017
Exhibit P-3	CBC News Articles
Exhibit P-4	Draft <i>Order for Legal Costs of Salaried/Non-Union Employees and Retirees</i> , with Schedule A

MONTREAL and TORONTO, May 19, 2017



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

Exhibit P-1

Executive
Council



Newfoundland
and Labrador

*Certified to be a true copy of a Minute of a Meeting
of the Committee of the Executive Council of Newfoundland and
Labrador approved by His Honour the Lieutenant-Governor on*

2017/03/27

OC2017-103

JPS/DM
Asst Sec/SPC
SNL/DM
FIN/DM
TB/Secretary
AG
Deputy Clerk
File

MC2017-0088. JPS2017-006. SPC2017-013.

Under the authority of section 13 of the *Judicature Act*, the Lieutenant-Governor in Council hereby refers the following to the Newfoundland and Labrador Court of Appeal:

In *Arrangement relatif à Bloom Lake*, 2017 QCCS 284 (CanLII), the Quebec Superior Court stated at paragraph 89: "If the Government of Newfoundland and Labrador wishes to obtain a judgment from the courts of the province on the interpretation of the *Pension Benefits Act, 1997*, SNL1996 cP-4.01, it can refer a matter to the Court of Appeal of Newfoundland and Labrador". In that context, the following questions stated at paragraph 25 of that decision are referred:

- 1) The Supreme Court of Canada has confirmed in *Sun Indalex Finance, LLC v. United Steelworkers*, 2013 SCC 6, that, subject only to the doctrine of paramountcy, provincial laws apply in proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c.C-36. What is the scope of section 32 of the *Pension Benefits Act, 1997*, SNL1996 cP-4.01 deemed trusts in respect of:
 - a) unpaid current service costs;
 - b) unpaid special payments; and
 - c) unpaid wind-up deficits?
- 2) The Salaried Plan is registered in Newfoundland and Labrador and regulated by the *Pension Benefits Act, 1997*.
 - a) (i) Does the federal *Pension Benefits Standards Act*, R.S.C. 1985, c-32 deemed trust also apply to those members of the Salaried Plan who worked on the

Executive
Council



Newfoundland
and Labrador

*Certified to be a true copy of a Minute of a Meeting
of the Committee of the Executive Council of Newfoundland and
Labrador approved by His Honour the Lieutenant-Governor on*

2017/03/27

- railway (i.e., a federal undertaking)?
- (ii) If yes, is there a conflict with the *Pension Benefits Act, 1997* and *Pension Benefits Standards Act*? If so, how is the conflict resolved?
- b) (i) Does the *Quebec Supplemental Pension Plans Act, CQLR, c. R-15.1* also apply to those members of the Salaried Plan who reported for work in Quebec?
- (ii) If yes, is there a conflict with the *Pension Benefits Act, 1997* and the *Quebec Supplemental Pension Plans Act*. If so, how is the conflict resolved?
- (iii) Do the *Quebec Supplemental Pension Plans Act* deemed trusts also apply to Quebec Salaried Plan members?
- 3) Is the *Pension Benefits Act, 1997* lien and charge in favour of the pension plan administrator in section 32(4) of the *Pension Benefits Act, 1997* a valid secured claim in favour of the plan administrator? If yes, what amounts does this secured claim encompass?


Clerk of the Executive Council

Exhibit P-2

File No. 2017 01H 0029

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR
COURT OF APPEAL

IN THE MATTER OF Section 13 of Part
I of the *Judicature Act*, RSNL 1990, c. J-4

AND

IN THE MATTER OF Section 32 of the
Pension Benefits Act, 1997, SNL 1996, c.
P-4.01

AND

IN THE MATTER OF a Reference of
The Lieutenant-Governor in Council to the
Court of Appeal for its hearing,
consideration and opinion on the
interpretation of the scope of s. 32 of the
Pension Benefits Act, 1997

ORDER

BEFORE: Green C.J.N.L.

WHEREAS the Attorney General of Newfoundland and Labrador has applied for an order that
the Reference be inscribed for hearing and for an order for directions;

AND UPON HEARING Rolf Pritchard Q.C. and Philip Osborne on behalf of the Attorney
General;

IT IS ORDERED AND DIRECTED THAT:

1. The Reference be inscribed for hearing;
2. The Attorney General shall give notice of the inscription of the Reference and of this
Order, in the attached form marked "A", to:

Filed	May 5/17	JB
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- (a) The Attorney General of Canada;
- (b) The attorneys-general of each other province and territory of Canada;
- (c) FTI Consulting Canada Inc. (the “Monitor” in the Québec Proceeding);
- (d) Those persons named as petitioners in a proceeding in the Québec Superior Court (Commercial Division) identified as File No. 500-11-048114-157 (the “Québec Proceeding”), namely:
 - (i) Bloom Lake General Partner Limited;
 - (ii) Quinto Mining Corporation;
 - (iii) 8568391 Canada Limited;
 - (iv) Cliffs Quebec Iron Mining ULC;
 - (v) Wabush Iron Co. Limited; and
 - (vi) Wabush Resources Inc.;(collectively, the “Petitioners”);
- (e) Those persons representing non-unionized pensioners in the Québec Proceeding, namely, Michael Keeper, Terence Watt, Damien LeBel and Neil Johnson (the “Non-unionized Pensioners”);
- (f) The bodies representing unionized pensioners in the Québec Proceeding, namely, Syndicat des Métallos, Sections Locales 6254 et 6285 (the “Unionized Pensioners”);
- (g) Morneau Shepell Ltd., in its capacity as Replacement Plan Administrator, as named in the Québec Proceeding (the “Replacement Plan Administrator”);
- (h) Her Majesty in Right of Newfoundland, as represented by the Superintendent of Pensions (the “NL Superintendent”);



- (i) The Attorney General of Canada, acting on behalf of the Office of the Superintendent of Financial Institutions, as named in the Québec Proceeding (the “Canadian Superintendent”);
 - (j) Régime de rentes du Québec, as named in the Québec Proceeding (the “Québec Regulator”); and
 - (k) Ville de Sept-Îles (the “Town”).
3. The persons notified in paragraph 2 of this Order shall on or before May 31, 2017 file a Notice of Intention to Intervene with the Registry of the Court if they wish to intervene and be heard, either orally or in writing, in the Reference. Thereafter, such persons who file a Notice shall, unless otherwise ordered by the Court, have the right to be heard in the Reference.
 4. Any other persons claiming to be interested parties to the Reference and wishing to intervene and be heard, either orally or in writing, shall on or before May 31, 2017 apply to the Court for leave to intervene, with the application returnable on June 9, 2017.
 5. The Attorney General shall cause a notice, in the attached form marked “B”, to be published on at least two occasions before May 26, 2017 in each of the newspapers listed in the attached schedule marked “C” and provide proof of publication by filing an affidavit in the Court.
 6. Every other party on the service list in the Québec Proceeding, attached as schedule “D”, who was not previously listed in paragraph 2 of this Order (collectively, the “Other Parties”), shall be given the notice published in the newspapers under paragraph 5 and they may apply for leave to intervene in the Reference under paragraph 4.



7. The Attorney General of Newfoundland and Labrador, the Attorney General of Canada the other Attorneys General and any person who has given Notice of Intention to Intervene under paragraph 3 or has applied to intervene and been granted intervenor status under paragraph 4 may be at liberty to adduce evidence on the Reference by the filing of materials, subject to further direction and order of the Court.
8. The timetable for the perfection of the Reference and the disposition of other preliminary matters shall, subject to further direction, amplification or modification by the Court, be as set forth in the attached schedule marked "E".
9. A status hearing shall be held on June 9, 2017 at 10:00 A.M. to address, amongst other things:
 - (a) Applications to intervene under paragraph 4 of this order;
 - (b) Whether any group of intervenors may be able to be treated as a class for the purpose of appointing a representative under section 19 of the *Judicature Act*;
 - (c) The nature of any evidence to be filed on the Reference and the manner and timing of its presentation;
 - (d) Any adjustments to the timetable for perfection of the Reference;
 - (e) The setting of dates and times for dealing with any other preliminary applications;
and
 - (f) The giving of any further directions or making of such further orders as may be necessary or desirable to advance the hearing of the Reference.
10. The Attorney General of Newfoundland and Labrador, the Attorney General of Canada and any other person who has given Notice of Intention to Intervene under paragraph 3 or who has applied to intervene and been granted intervenor status under paragraph 4 have



leave to apply for further directions and orders as may be appropriate and as their interests may appear.

DATED at St. John's, NL this 5th day of May 2017.

V Bishop

**COURT
OFFICER**

JTB


Schedule A ^{8/13}

NOTICE

Be advised that

- 1 The Lieutenant-Governor in Council for the Province of Newfoundland and Labrador has referred several questions (the Reference) to the Supreme Court of Newfoundland and Labrador, Court of Appeal (the NLCA) by Orders in Council 2017-103 and 2017-137. These Orders in Council are attached as Appendix 1.
- 2 Chief Justice Green ordered on April 27, 2017 that you be notified of the Reference and given an opportunity to apply to intervene. The order is attached as Appendix 2.
- 3 If you wish to intervene in the Reference and be heard, orally or in writing, you must file a Notice of Intention to Intervene in the NLCA Registry by **May 31, 2017**.
- 4 If you file a Notice of Intention to Intervene, you have the right to appear at and participate at a status hearing scheduled to be held on **June 9, 2017**.
- 5 The contact information for the NLCA is

Supreme Court of Newfoundland and Labrador
Court of Appeal
287 Duckworth Street, P.O. Box 937
St. John's, NL A1C 5M3
COAregistry@supreme.court.nl.ca (709) 729-0066

Schedule B 

NOTICE

Be advised that by Orders in Council 2017-103 and 2017-137 the Lieutenant-Governor in Council for the Province of Newfoundland and Labrador has, pursuant to the *Judicature Act*, RSNL 1990, c. J-4 (the "Act"), referred to the Supreme Court of Newfoundland and Labrador, Court of Appeal (the "NLCA") the following questions:

1. The Supreme Court of Canada has confirmed in *Sun Indalex Finance, LLC v. United Steelworkers*, 2013 SCC 6, that, subject only to the doctrine of paramountcy, provincial laws apply in proceedings under the *Companies' Creditors Arrangement Act*, RSC 1985 c. C-36. What is the scope of section 32 of the *Pension Benefits Act*, 1997, SNL 1996 cP-4.01 deemed trusts in respect of:
 - a) unpaid current service costs;
 - b) unpaid special payments; and
 - c) unpaid wind-up deficits?

2. The Salaried Plan is registered in Newfoundland and Labrador and regulated by the *Pension Benefits Act*, 1997.
 - a)
 - (i) Does the federal *Pension Benefits Standards Act*, RSC 1985, c-32 deemed trust also apply to those members of the Salaried Plan who worked on the railway (i.e., a federal undertaking)?
 - (ii) If yes, is there a conflict with the *Pension Benefits Act*, 1997 and *Pension Benefits Standards Act*? If so, how is the conflict resolved?
 - b)
 - (i) Does the Quebec *Supplemental Pension Plans Act*, CQLR, c. R-15.1 also apply to those members of the Salaried Plan who reported for work in Quebec?
 - (ii) If yes, is there a conflict with the *Pension Benefits Act*, 1997 and the Quebec *Supplement Pension Plans Act*. If so, how is the conflict resolved?
 - (iii) Do the Quebec *Supplemental Pension Plans Act* deemed trusts also apply to Quebec Salaried Plan members?

3. Is the *Pension Benefits Act*, 1997 lien and charge in favour of the pension plan administrator in section 32(4) of the *Pension Benefits Act*, 1997 a valid secured claim in favour of the plan administrator? If yes, what amounts does this secured claim encompass? (The reference as a whole being hereinafter referred to as the "Reference")

Pursuant to the Order of Chief Justice Green dated April 27, 2017, the Reference has been inscribed and the following procedure, unless amended by further Order or direction of the NLCA, shall govern the Reference:

1. All persons claiming to be interested parties to the Reference and wishing to intervene and be heard, either orally or in writing, shall on or before May 31, 2017

- apply to the NLCA for leave to intervene, with the application returnable on June 9, 2017.
2. A status hearing shall be held at the NLCA on June 9, 2017 at 10:00 A.M. to address, amongst other things:
 - a) applications to intervene referenced at item 1 above;
 - b) whether any group of intervenors may be able to be treated as a class for the purpose of appointing a representative under section 19 of the Act;
 - c) the nature of any evidence to be filed on the Reference and the manner and timing of its presentation;
 - d) any adjustments to the timetable for perfection of the Reference;
 - e) the setting of dates and times for dealing with any other preliminary applications; and
 - f) the giving of any further directions or making of such further orders as may be necessary or desirable to advance the hearing of the Reference.

 3. The schedule for filing documents and the hearing of the Reference is, subject to future modifications, as follows:
 - a) the Attorney General of Newfoundland and Labrador (“AGNL”) to file his factum no later than July 26, 2017;
 - b) the Attorney General of Canada, any other Attorney Generals and any intervenors to file their factums no later than August 23, 2017;
 - c) the AGNL to file his reply factum, if necessary, no later than September 8, 2017; and
 - d) the Reference to be heard on September 20 and 22, 2017.

The contact information for the NLCA is:

Supreme Court of Newfoundland and Labrador
Court of Appeal
287 Duckworth Street, P.O. Box 937
St. John's, NL A1C 5M3
COAregistry@supreme.court.nl.ca (709) 729-0066

Schedule C *AB*

The Attorney General shall cause a notice to be published on at least two occasions before May 26, 2017 in each of the newspapers listed below:

A handwritten signature in black ink, located in the top right corner of the page. The signature is stylized and appears to consist of several overlapping loops and lines.

1. *The Globe and Mail*
2. *The Telegram* (St. John's)
3. *The Western Star* (Corner Brook)
4. *The Aurora* (Labrador West)
5. *Le Nord Côtier* (Sept-Îles)
6. *Le Trait d'union du Nord* (Fermont)

Schedule D *JS*

CANADA

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. 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 QUEBEC IRON MINING ULC,
WABUSH IRON CO. LIMITED
AND
WABUSH RESOURCES INC.**

Petitioners

-and-

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

Mises-en-cause

-and-

FTI CONSULTING CANADA INC.

Monitor

**SERVICE LIST
(UPDATED AS OF APRIL 18, 2017)**

<p>Counsel for the Petitioners</p> <p><i>Blake, Cassels & Graydon LLP</i> 1 Place Ville Marie, Suite 3000 Montréal, Québec H3B 4N8</p> <p>Attention: Bernard Boucher (Montréal) Sébastien Guy (Montréal) Steven Weisz (Toronto) Milly Chow (Toronto) Aryo Shalviri (Toronto)</p> <p>Email: bernard.boucher@blakes.com sebastien.guy@blakes.com steven.weisz@blakes.com milly.chow@blakes.com aryo.shalviri@blakes.com</p>	<p>The Monitor</p> <p><i>FTI Consulting Canada Inc.</i> TD Waterhouse Tower 79 Wellington Street West Suite 2010, P.O. Box 104 Toronto, ON M5K 1G8</p> <p>Attention : Nigel Meakin Email : nigel.meakin@fticonsulting.com</p> <p>Attention: Steven W. Bissell Email: steven.bissell@fticonsulting.com</p> <p>Attention: Michael Basso Email: michael.basso@fticonsulting.com</p> <p>Attention: Ellen Dong Email: ellen.dong@fticonsulting.com</p>
<p>Counsel for the Monitor</p> <p><i>Norton RoseFulbright LLP</i> Suite 2500, 1 Place Ville Marie Montréal, QC H3B 1R1</p> <p>Attention : Sylvain Rigaud (Montréal) Chrystal Ashby (Montréal) Andre Anne Fortin (Montréal) Tony Reyes (Montréal) Evan Cobb (Toronto)</p> <p>Email : sylvain.rigaud@nortonrosefulbright.com chrystal.ashby@nortonrosefulbright.com evan.cobb@nortonrosefulbright.com AndreAnne.Fortin@nortonrosefulbright.com Tony.Reyes@nortonrosefulbright.com</p>	<p>Independent Counsel for the Board of Directors of the Petitioners</p> <p><i>Lax O'Sullivan Scott Lisus LLP</i> 145 King Street West, Suite 2750 Toronto, ON M5H 1J8</p> <p>Attention: Andrew Winton Email: awinton@counsel-toronto.com</p> <p>Attention: Matthew Gottlieb Email: mgottlieb@counsel-toronto.com</p>

<p>Counsel for Cliffs Mining Company</p> <p><i>Thornton Grout Finnigan LLP,</i> Suite 3200, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, ON M5K 1K7</p> <p>Attention: Grant B. Moffat Email: gmoftat@tgf.ca</p> <p><i>Dentons</i> 1 Place Ville Marie 39th Floor, Montréal Quebec H3B 4M7</p> <p>Attention: Roger Simard Louis Dumont</p> <p>Email: roger.simard@dentons.com louis.dumont@dentons.com</p> <p><i>Hicks Morley</i> 77 King Street West, 39th Floor Box 371, TD Centre Toronto, ON M5K 1K8</p> <p>Attention: Elizabeth M Brown John Prezioso</p> <p>Email: elizabeth-brown@hicksmorley.com john-prezioso@hicksmorley.com</p>	
<p>3858031 Canada Inc. (ASSI)</p> <p><i>Besnier Dion Rondeau S.E.N.C. Avocats</i> 865, Boul. Laure, Sept-Îles (Québec) G4R 1Y6</p> <p>Attention : Hubert Besnier Email : hbesnier.bdr@cgocable.ca</p>	<p>3887952 Canada Inc. (Équipements Nordiques)</p> <p><i>Besnier Dion Rondeau S.E.N.C. Avocats</i> 865, Boul. Laure, Sept-Îles (Québec) G4R 1Y6</p> <p>Attention : Luc Dion Email : besnier.avocats@cgocable.ca</p>
<p>8901341 Canada Inc. Canadian Development and Marketing Corporation</p> <p><i>Osler, Hoskin & Harcourt LLP</i> 1000 De La Gauchetière Street West, Suite 2100, Montréal QC H3B 4W5</p> <p>Attention: Julien Morissette Email: jmorissette@osler.com</p>	<p>Administration Portuaire de Sept-îles</p> <p><i>Fasken Martineau</i> PO Box 242, The Stock Exchange Tower 800 Victoria Place, Suite 3700 Montréal, QC H4Z 1E9</p> <p>Attention: Luc Morin Guillaume-Pierre Michaud</p> <p>Email: lmorin@fasken.com gmichaud@fasken.com</p>

<p>AIA Automation Inc. <i>Besnier Dion Rondeau S.E.N.C. Avocats</i> 865, Boul. Laure, Sept-Îles (Québec) G4R 1Y6 Attention : Luc Dion Email : besnier.avocats@cgocable.ca</p>	<p>Air Inuit Ltd. <i>Langlois, avocats senci</i> 1250, boul. René-Lévesque Ouest Montréal Qc H3B 4W8 Attention: Gerry Apostolatos Daniel Baum Email: gerry.apostolatos@langlois.ca daniel.baum@langlois.ca</p>
<p>Attorney General of Canada Department of Justice – Canada Surintendant des Institutions Financières Guy-Favreau Complex 200 René-Lévesque Blvd. West, 9th Floor Montréal, Québec H2Z 1X4 Attention: Pierre Lecavalier Email: pierre.lecavalier@justice.gc.ca</p>	<p>Axor Experts-Conseil Inc. <i>Besnier Dion Rondeau S.E.N.C. Avocats</i> 865, Boul. Laure, Sept-Îles (Québec) G4R 1Y6 Attention : Luc Dion Email : besnier.avocats@cgocable.ca</p>
<p>Bank of America <i>Osler, Hoskin & Harcourt LLP</i> 1000 De La Gauchetière Street West, Suite 2100 Montréal QC H3B 4W5 Attention: Martin Desrosiers Email: mdesrosiers@osler.com</p>	<p>BBA Inc. <i>Lavery, De Billy S.E.N.C.R.L.</i> 1, Place Ville-Marie, bureau 4000 Montréal, Québec H3B 4M4 Attention : Jean-Yves Simard Despina Mandilaras Email : jysimard@lavery.ca dmandilaras@lavery.ca</p>
<p>Béton Provincial Ltée 8090, rue Boyer Casier postal 87041 Québec, Québec G1G 5E1 Attention: Annie Guérette Email: a.guerette@betonprovincial.com</p>	<p>Beumer Corporation <i>Fasken Martineau</i> PO Box 242, The Stock Exchange Tower 800 Victoria Place, Suite 3700 Montréal, QC H4Z 1E9 Attention: Annie Bernard Brandon Farber Email: abernard@fasken.com bfarber@fasken.com</p>

<p>Bremo Inc (a.k.a. Rematech Division Bremo) <i>Bouchard Pagé Tremblay Avocats</i> 825, boul. Lebourgneuf, bureau 510 Québec, Québec G2J 0B9</p> <p>Attention : Katherine Boulianne Email : katherineboulianne@bptavocats.com</p>	<p>Canadian Iron Ore Railcar Leasing LP <i>McMillan LLP</i> Brookfield Place, Suite 4400 181 Bay Street, Toronto, Ontario M5J 2T3</p> <p>Attention : Wael Rostom Michael J. Hanlon and Emile Catimel-Marchand</p> <p>Email: wael.rostom@mcmillan.ca; michael.hanlon@mcmillan.ca Emile.Catimel-Marchand@mcmillan.ca</p>
<p>Canadian Transportation Agency 15 Eddy Street Gatineau, Quebec J8X 4B3</p> <p>Attention : Allan Matte Email: Allan.Matte@otc-cta.gc.ca</p>	<p>Caterpillar Financial Services Limited <i>Miller Thomson SENCRL / LLP</i> 1000, rue De La Gauchetière Ouest, Suite 3700 Montréal (Québec) H3B 4W5</p> <p>Attention : Michel La Roche Email : mlaroche@millerthomson.com</p>
<p>CIT Financial Ltd. <i>Miller Thomson SENCRL / LLP</i> 1000, rue De La Gauchetière Ouest, Suite 3700 Montréal (Québec) H3B 4W5</p> <p>Attention : Jean-François Gauvin Email : jfgauvin@millerthomson.com</p>	<p>City of Fermont <i>Cain Lamarre Casgrain Wells S.E.N.C.R.L.</i> 255, rue Racine Est, bureau 600, case postale 5420 Chicoutimi (Québec) G7H 6J6</p> <p>Attention : François Bouchard Jean-François Delisle</p> <p>Email : francois.bouchard@clcw.gc.ca; jean.francois.delisle@clcw.ca</p>
<p>Concassés de la Rive-Sud Inc. and Hatch Ltée <i>McCarthy Tétrault S.E.N.C.R.L., s.r.l.</i> Bureau 2500 1000, rue De La Gauchetière Ouest Montréal QC H3B 0A2</p> <p>Attention : Gabriel Querry Miguel Bourbonnais</p> <p>Email : gquerry@mccarthy.ca mbourbonnais@mccarthy.ca</p>	<p>Construction Fortin & Lévesque Inc. <i>BCF s.e.n.c.r.l. / LLP</i> 1100, boulevard René-Lévesque Ouest, 25e étage, Montréal (Québec) H3B 5C9 CANADA</p> <p>Attention : Bertrand Giroux Email : bertrand.giroux@bcf.ca</p>

<p>Construction L.F.G. Inc.</p> <p><i>Avocats BSL Inc.</i> 160 rue de l'Évêché West, Suite 202 Rimouski, QC G5L 4H9</p> <p>Attention: Chantal Gagnon Guillaume Amiot</p> <p>Email: cgagnon@avocatsbsl.com gamiot@avocatsbsl.com</p>	<p>CSL Group Inc.</p> <p><i>Davies Ward Phillips & Vineberg LLP</i> 155 Wellington Street West Toronto, ON M5V 3J7</p> <p>Attention: Robin Schwill Email: rschwill@dwpv.com</p> <p>With a copy to: Julie Lambert, Assistant General Counsel</p> <p>Email: julie.lambert@csllships.com</p>
<p>Dexter Québec Inc.</p> <p><i>Fasken Martineau</i> PO Box 242, The Stock Exchange Tower 800 Victoria Place, Suite 3700 Montréal, QC H4Z 1E9</p> <p>Attention : Brandon Farber Email : bfarber@fasken.com</p>	<p>DVB Bank S.E.</p> <p><i>Bennett Jones LLP</i> Ben 4500 Bankers Hall East, 855 2nd Street S.W. Calgary, Alberta T2P 4K7</p> <p>Att.: Patrick J. Brennan Email: brennanp@bennettjones.com</p>
<p>Dynamitage Castonguay Ltée</p> <p><i>Hackett Campbell Bouchard s.e.n.c.</i> 80 rue Peel, Sherbrooke QC J1H 4K1</p> <p>Attention: Me Julien Collin-Piché Email: julien.collin@hcblegal.com</p>	<p>Eabametoong First Nation; Ginoogaming First Nation; Constance lake First Nation; Long Lake #58 First Nation; Aroland First Nation; and Marten Falls First Nation</p> <p><i>Miller Thomson SENCLR / LLP</i> 1000, rue De La Gauchetière Ouest, bureau 3700, Montréal (Québec) H3B 4W5</p> <p>Att : Stéphane Hébert; Email : shebert@millerthomson.com</p>
<p>Gérald Leblond Ltée</p> <p><i>Avocats BSL Inc.</i> 160 rue de l'Évêché West, Suite 202 Rimouski, QC G5L 4H9</p> <p>Attention: Chantal Gagnon Guillaume Amiot</p> <p>Email: cgagnon@avocatsbsl.com gamiot@avocatsbsl.com</p>	<p>Golder Associates Ltd.</p> <p><i>BCF s.e.n.c.r.l. / LLP</i> 1100, boulevard René-Lévesque Ouest, 25e étage, Montréal (Québec) , H3B 5C9</p> <p>Attention : Bertrand Giroux Email : bertrand.giroux@bcf.ca</p>

<p>Government of Newfoundland and Labrador <i>Department of Justice and Public Safety</i></p> <p>Attention: Todd Stanley, Assistant Deputy Minister – Courts and Legal Services</p> <p>Email: toddstanley@gov.nl.ca</p>	<p>Groupe Unnu-EBC s.e.n.c. and EBC Inc.</p> <p><i>Borden Ladner Gervais</i> 1000 De La Gauchetière Street West, Suite 900 Montréal, QC H3B 5H4</p> <p>Attention: Gabriel Lefebvre Francois Gagnon Marc Duchesne Ouassim Tadlaoui</p> <p>Email: GLefebvre@blg.com fgagnon@blg.com mduchesne@blg.com otadlaoui@blg.com</p>
<p>Iron Ore Company of Canada</p> <p><i>Langlois, avocats sncrl</i> 1250, boul. René-Lévesque Ouest Montréal Qc H3B 4W8</p> <p>Attention: Gerry Apostolatos; Dimitri Maniatis; Daniel Baum</p> <p>Email: gerry.apostolatos@langlois.ca; dimitri.maniatis@langlois.ca; daniel.baum@langlois.ca</p>	<p>Jacques Blanchard, Arpenteur-geomètre Inc</p> <p><i>Besnier Dion Rondeau S.E.N.C. Avocats</i> 865, Boul. Laure, Sept-Îles (Québec) G4R 1Y6</p> <p>Attention : Luc Dion</p> <p>Email : besnier.avocats@cqocable.ca</p>
<p>KeyBank National Association</p> <p>127 Public Square Second Floor, Cleveland, Ohio 44114-1306</p> <p>Attention: Michael A. Axel, Esq. Senior Vice President & Senior Counsel</p> <p>Email: michael_axel@keybank.com</p>	<p>Kilotech Contrôle Inc. Kilotech-Contrôle (1995) Inc.</p> <p><i>Simard Boivin Lemieux</i> 1700 Talbot Blvd., Suite 420 Chicoutimi, QC G7H 7Y1</p> <p>Attention: Alain Provencher</p> <p>Email: a.provencher@sblavocats.com</p>
<p>Maxam Explosives, Inc.</p> <p><i>Fasken Martineau</i> PO Box 242, The Stock Exchange Tower 800 Victoria Place, Suite 3700 Montréal, QC H4Z 1E9</p> <p>Attention : Brandon Farber</p> <p>Email : bfarber@fasken.com</p>	<p>Metso Shared Services Ltd.</p> <p><i>Langlois, avocats sncrl</i> 1250, boul. René-Lévesque Ouest Montréal Qc H3B 4W8</p> <p>Attention: Gerry Apostolatos Daniel Baum</p> <p>Email: gerry.apostolatos@langlois.ca daniel.baum@langlois.ca</p>

<p>MFC Industrial Ltd. BCF S.E.N.C.R.L. / LLP 1100 René-Lévesque West, Suite 2500 Montréal, QC H3B 5C9</p> <p>Attention : Claude Paquet, Gary Rivard Email : claud.paquet@bcf.ca gary.rivard@bcf.ca</p> <p>AND</p> <p>Sangra, Moller LLP 925 W Georgia St Vancouver, BC V6C 3L2</p> <p>Attention: Rod Talaifar, Harjit Sangra</p> <p>Email: rtalaifar@sangramoller.com hsangra@sangramoller.com</p>	<p>Minister of Natural Resources; Minister of Environment and Conservation; Minister of Municipal and Intergovernmental Affairs; and Minister of Finance</p> <p>C/O - Attorney General of Newfoundland and Labrador</p> <p>Department of Justice and Public Safety 4th Floor, East Block, Confederation Building PO Box 8700, St. John's, NL A1B 4J6 Email: legcounsel@gov.nl.ca</p>
<p>Ministère de la Justice du Québec Direction des Affaires Juridiques Énergie et Ressources naturelles Forêts, Faune et Parcs 5700, 4^e avenue Ouest, B-301 Québec, Québec G1H 6R1</p> <p>Attention : Isabelle Giguère Email: isabelle.giguere@mern.gouv.qc.ca</p>	<p>Ministère du Développement durable, de l'Environnement et de la Lutte contre les changements climatiques</p> <p>Direction des affaires juridiques - MDDELCC 675, boul. René Lévesque Est, 5e étage Québec (Québec) G1R 5V7</p> <p>Attention : Anne Parent, Avocate Email : anne.parent@mddelcc.gouv.qc.ca</p> <p>Direction régionale de l'analyse et de l'expertise de la Côte-Nord 818, boulevard Laure Sept-Îles (Québec) G4R 1Y8</p> <p>Attention : Alain Gaudreault, Directeur Régional Email : alain.gaudreault@mddelcc.gouv.qc.ca</p>

<p>Morneau Shepell <i>(Wabush Mines Replacement Plan's Administrator)</i></p> <p>7071 Bayers Rd, suite 3007 Halifax, NS B3L 2C2</p> <p>Attention : Paul Chang Email: pchang@morneaushepell.com</p> <p>Attention : Paula Boyd Email: pboyd@morneaushepell.com</p> <p>Attention : Bettina Quistgaard Email: bquistgaard@pinklarkin.com</p> <p>Attention : Ronald Pink Email: rpink@pinklarkin.com</p>	<p>Non-Union Employees and Retirees <i>(Michael Keeper and Terence Watt, rep.)</i></p> <p>Scheib Legal / Étude Légale 600, de Maisonneuve West, Suite 1700 Montréal, Québec H3A 3J2</p> <p>Attention : Nicholas Scheib Email: nick@scheib.ca</p> <p>Koskie Minsky LLP 20 Queen Street West, Suite 900 Toronto, Ontario M5H 3R3</p> <p>Attention : Andrew J. Hatnay Barbara Walancik</p> <p>Email: ahatnay@kmlaw.ca bwalancik@kmlaw.ca</p>
<p>Office of the Superintendent of Financial Institutions (OSFI)</p> <p>Department of Justice – Canada Surintendant des Institutions Financières Guy-Favreau Complex 200 René-Lévesque Blvd. West, 9th Floor Montréal, Québec H2Z 1X4</p> <p>Attention: Pierre Lecavalier Email: pierre.lecavalier@justice.gc.ca</p>	<p>Quebec North Shore and Labrador Railway Company Inc.</p> <p>Langlois, avocats sncrl 1250, boul. René-Lévesque Ouest Montréal Qc H3B 4W8</p> <p>Attention: Gerry Apostolatos Dimitri Maniatis Daniel Baum</p> <p>Email: gerry.apostolatos@langlois.ca dimitri.maniatis@langlois.ca daniel.baum@langlois.ca</p>
<p>Quebec Iron Ore Inc. Champion Iron Limited</p> <p>McCarthy Tétrault LLP 1000 De La Gauchetière Street West Montréal, Québec</p> <p>Attention: Philippe Bélanger Jocelyn Perreault Marc Dorion Louis-Nicolas Boulanger</p> <p>Email: pbelanger@mccarthy.ca jperreault@mccarthy.ca mdorion@mccarthy.ca lnboulanger@mccarthy.ca</p>	<p>Regions Commercial Equipment Finance LLC</p> <p>BCF s.e.n.c.r.l. / LLP 1100, boulevard René-Lévesque Ouest, 25e étag, Montréal (Québec) H3B 5C9 CANADA</p> <p>Attention : Gary Rivard Email : gary.rivard@bcf.ca</p>

<p>Retraite Québec 2600, boul. Laurier, Suite 501 Québec, Québec G1V 4T3</p> <p>Attention: Marie-Josée Comeau Louis Robillard</p> <p>Email: marie-josée.comeau@retraitequebec.gouv.qc.ca louis.robillard@retraitequebec.gouv.qc.ca</p>	<p>Ritchie Bros Auctioneers (Canada) Ltd. <i>Stikeman Elliott</i> 1155, René-Lévesque Blvd. West, 40th Floor Montréal, Québec H3B 3V2</p> <p>Attention: Danny Duy Vu Email: ddvu@stikeman.com</p>
<p>Royal Bank of Canada <i>Stewart McKelvey</i> Suite 1100, Cabot Place, 100 New Gower Street St. John's, NL</p> <p>Attention: Neil Jacobs Email: njacobs@stewartmckelvey.com</p>	<p>Shetush-Ondel Inc. <i>Besnier Dion Rondeau S.E.N.C. Avocats</i> 865, Boul. Laure, Sept-Îles (Québec) G4R 1Y6</p> <p>Attention : Luc Dion Email : besnier.avocats@cgocable.ca</p>
<p>SMS Equipment Inc. <i>Fasken Martineau</i> PO Box 242, The Stock Exchange Tower 800 Victoria Place, Suite 3700 Montréal, QC H4Z 1E9</p> <p>Attention: Guillaume-Pierre Michaud Email: gmichaud@fasken.com</p>	<p>Société Ferroviaire et Portuaire de Pointe-Noire s.e.c. <i>McCarthy Tétrault LLP</i> 2500 – 1000 De La Gauchetière Street West Montréal, QC H3B 0A2</p> <p>Attention: Alain N. Tardif Email: notification@mccarthy.ca atardif@mccarthy.ca</p>
<p>Superintendent of Pensions (Newfoundland and Labrador) Service NL Government of Newfoundland and Labrador 2nd Floor, West Block, Confederation Bldg 100 Prince Phillip Drive, St. John's, NL A1B 4J6</p> <p>Attention: Michael Delaney, Director, Pension Benefit Standards Division Email : MichaelPDelaney@gov.nl.ca</p> <p><i>Irving Mitchell Kalichman</i> 3500, De Maisonneuve Blvd. West, Suite 1400 Montréal, Québec H3Z 3C1</p> <p>Attention : Doug Mitchell Email : dmitchell@imk.ca</p>	<p>Syndicat des Métallos, Section Locale 9996, Section Locale 6254, Section Locale 6285 <i>Philion Leblanc Beaudry Avocats s.a.</i> 5000, boul. des Gradins, bureau 280 Québec (Québec) G2J 1N3</p> <p>Attention : Daniel Boudreault; Jean-François Beaudry Email : dboudreault@plba.ca jfbaudry@plba.ca</p> <p>***</p> <p>United Steelworkers – National Office 234, Eglinton Avenue East, 8th Floor Toronto, Ontario M4P 1K7</p> <p>Attention: Katrina Peddle Email: kpeddle@usw.ca</p>

<p>The Bank of Nova Scotia <i>Kugler Kandestin, LLP (Québec Counsel)</i> 1 Place Ville Marie, Suite 2101 Montréal, QC H3B 2C6</p> <p>Attention : Jeremy Cuttler David Stolow</p> <p>Email : jcuttler@kklex.com; dstolow@kklex.com</p> <p><i>Cassels Brock LLP (Ontario Counsel)</i> Suite 2100, Scotia Plaza 40 King Street West Toronto, ON M5H 3C2</p> <p>Attention: Joseph J. Bellissimo Keri Wallace</p> <p>Email: jbello@caselsbrock.com kewallace@caselsbrock.com</p>	<p>Town of Wabush 15, Whiteway Dr. P.O. Box 190 Wabush, NL A0R 1B0</p> <p>Att. : Charlie Perry, Town Manager</p> <p>Email : townmanager@wabush.ca</p>
<p>Tyco International du Canada Ltée (AKA SimplexGrinnell)</p> <p><i>Dunton Rainville S.E.N.C.R.L.</i> Tour de la Bourse, 43e étage 800, Square Victoria, C.P. 303 Montréal (Québec) H4Z 1H1</p> <p>Att. : Gilles Metcalfe</p> <p>Email : gmetcalfe@duntonrainville.com</p>	<p>Ville de Sept-îles <i>Stein Monast LLP</i> 70, Dalhousie, Suite 300 Québec, Québec G1K 4B2</p> <p>Att. : Richard Laflamme Marc Germain Antoine Beaudoin Camille Roy Martin Roy</p> <p>Email : richard.laflamme@steinmonast.ca marc.germain@steinmonast.ca antoine.beaudoin@steinmonast.ca camille.roy@steinmonast.ca Martin.Roy@SteinMonast.ca</p>

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Schedule E ^{HB}

TIMETABLE FOR PERFECTION OF REFERENCE

EVENT	DEADLINE
Filing of Notices of Intention to Intervene (Order, para. 3)	May 31, 2017
Filing of Applications for Intervenor Status (Order, para. 4)	May 31, 2017
Status Hearing (Order, para. 8)	June 9, 2017
Filing of Evidentiary Materials	(TBD at status hearing)
Attorney General of Newfoundland to file Factum	July 26, 2017
Attorney General of Canada, other Attorney Generals and Intervenors to file Factums	August 23, 2017
Attorney General of Newfoundland to file reply Factum, if any	September 8, 2017
Hearing of Reference	September 21-22, 2017

Exhibit P-3

'We have members literally starving': Pasadena woman fights for Wabush pensioners

Young woman volunteers time to be the voice for hundreds of Wabush Mines retirees

By Gary Moore, [CBC News](#) Posted: May 16, 2017 8:00 AM NT Last Updated: May 16, 2017 8:00 AM NT

A woman in Western Newfoundland is volunteering her time to be a voice for hundreds of families who are facing hardships since losing medical benefits and large amounts of monthly income since the Wabush Mines closure.

- [Heart pills or food? Wabush Mines pensioners struggle after benefits cut](#)
- [Change the law to protect pensions, say Wabush pensioners](#)

It's been three years since Chelsea Lacey and her young family were forced to leave Labrador and start a new life. Lacey and her husband, like many others, lost their jobs in 2014 when Cliffs Natural Resources shut down Wabush Mines.

"It was a lot of what are we going to do now," said Lacey who remembers those days after getting the news.

Lacey worked in the union office which represented the workers at Wabush Mines. In her day-to-day job as office manager, she dealt with grievances, retirement questions, and helping widows fill out paperwork — just some of her duties.

It was a role that Lacey took pride in. She truly cared for the people that she worked with, and that's why three years later she's still helping them.

What's happened since the closure has blindsided Lacey and the pensioners.

"You work 30 years, you sign an agreement for a retirement package — you don't think it's going to be taken away."

But for hundreds of families that Lacey speaks with weekly, that's exactly what happened.

She said in the last couple years retirees have lost their medical benefits and life insurance and between 21 and 25 per cent of their pension which she says is a huge hit.

Still a voice

Three years after leaving Labrador Lacey and her family are settled into a new life in western Newfoundland, in Pasadena.

While her husband has found work at the mill in Corner Brook, Lacey is a stay-at-home mom who volunteers her time to speak up for the families from Wabush.

"A lot of people don't know where to go, how to get in touch with all these people, how to go about trying to get legislation changed, trying to get in touch with the premier's office."

Lacey figures she is a voice for 200 to 300 families, who are living all over the province.

"My father was a retiree and he was affected by this. So, I feel, I'm the daughter, and I shouldn't go down without a fight."

She is fighting for help, and for legislation to prevent something like this from happening again. She said the stories are heartbreaking.

"We have members literally starving. Literally dying because they can't afford to live — they can't afford anything."

Not giving up

Lacey said she's met with both the provincial and federal governments but the message is the same — their hands are tied. Lacey says that's not good enough.

But, it's more than what she's hearing from Cliffs Natural Resources.

"We haven't heard anything from them at all," says Lacey, who adds it's incredible frustrating.

In a statement to CBC News, the provincial Service NL department said it has done what it can in matters that fall within provincial jurisdiction.

It has also offered support to protect pensioners as the matter is heard in a Quebec court.

Heart pills or food? Wabush Mines pensioners struggle after benefits cut

'I lost over \$1,000 a month on my pension,' says Jim Skinner, who worked there for 35 years

By Sue Bailey, The Canadian Press Posted: Mar 20, 2017 10:55 AM NT Last Updated: Mar 20, 2017 10:55 AM NT

Jim Skinner thought after a 35-year career at the Wabush iron ore mine in Labrador he'd be set for the golden retirement he had earned.

He was wrong.

U.S.-based Cliffs Natural Resources shut the mine down in 2014, blaming high costs, falling prices and waning global demand. Its operations in Labrador and at Bloom Lake in Quebec were placed under creditor protection under the Companies' Creditors Arrangement Act as part of debt restructuring.

'I'm terminal with heart disease and it's medications that I need to buy that we just can't afford now.' - *Margie Hoben*

Health benefits for more than 2,400 retirees have since been cut and pensions slashed by 21 to 25 per cent because the plan was not fully funded, Skinner said in an interview.

"I lost over \$1,000 a month on my pension," he said. "I've lost all of my medical insurance, all of my life insurance.

"We have people that are in worse shape than I am. It's really life changing," added Skinner, 66.

"We have a terminally ill pensioner now who has been forced to choose between buying food and life-saving medication."

Looking for emergency meeting

Union leaders say it's just the latest example of how retirees get left behind when multinational companies leave the country.

Skinner, who negotiated contracts at the mine as the former United Steelworkers local president, said it's time for Ottawa to stop allowing corporations to walk out on pensioners.

He and current union leaders are calling for an emergency meeting with federal and provincial politicians to come up with an assistance plan.

They're also pushing for legislation that puts workers and pensioners ahead of other creditors when companies declare bankruptcy or seek creditor protection.

"We've got to figure out a way where working people don't come last," said Marty Warren, Ontario and Atlantic Canada director for the United Steelworkers.

- **'We've got to fight': Wabush mine pensioners hope courts will restore benefits**

"The way it's set up now, secured creditors come first," he said in an interview. "We get what's left. And by then, normally there's nothing left."

2016 a 'turnaround' year

Cleveland-based Cliffs Natural Resources Inc. blamed the Wabush Mines closure on rising costs and falling commodity prices as demand from prime steel buyers, such as China, slowed. A spokeswoman for the company did not respond to a request for comment.

An interview request sent to federal Innovation Minister Navdeep Bains was not answered by deadline.

A spokeswoman for Service NL Minister Perry Trimper said the governing Liberals and opposition parties have jointly called for a review of federal bankruptcy laws to help Wabush Mines pensioners or at least strengthen worker protections in future.

In a letter to shareholders dated Wednesday, Lourenco Goncalves, chairman, president and CEO of Cliffs Natural Resources, said 2016 was a "turnaround" year for the company.

"Our focus on cost reduction and ... efficiencies across our operations drove great operational results for the year," he wrote. "While there is still work to do, we ended the year with strong cash flow."

- **Cliffs needs to better protect Wabush pensioners, Dwight Ball says**

Cliffs is well positioned for even better performance amid higher iron ore prices and an improving business climate in the U.S., Goncalves wrote.

Cut by more than \$1,000

He said "shares appreciated 432 per cent in 2016, which was the second highest gain among the more than 3,000 companies listed on the NYSE (New York Stock Exchange) in 2016."

Skinner said his monthly pension income has gone from about \$1,800 to \$766.

"A lot of people right now are going through a lot of stress. They don't know what tomorrow's going to bring."

Margie Hoben, the daughter of a Wabush miner, married her high school sweetheart, Gary, who also worked at the mine for 32 years.

They raised two daughters but had to leave them and their grandchildren to be closer to health care in Clarendville, N.L., when she developed heart problems. Cuts to her husband's medical benefits have been devastating, Hoben said in an interview.

- **Wabush Mines 'done us very, very dirty,' widow says**

5/19/2017

Heart pills or food? Wabush Mines pensioners struggle after benefits cut - Newfoundland & Labrador - CBC News

"I'm terminal with heart disease and it's medications that I need to buy that we just can't afford now."

Hoben, 54, said she has cut back on several drugs and is back on oxygen as a result.

"I don't want anything that we didn't work for," she said. "I don't want handouts."

"It's just when you work so hard for everything that you have, and then all of a sudden somebody says: 'No, you can't. You're not having this anymore. We're taking it.'"

Exhibit P-4

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT
(Commercial Division)

File: No: 500-11-048114-157

Montreal, May __, 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 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

**THIRD 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 Legal Costs of Salaried/Non-union Employees and Retirees* dated May 19, 2017 and having examined the affidavit of Barbara Walancik affirmed May 19, 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 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 of this Court dated June 22, 2015 approving the appointment of the Representatives and Representative Counsel for the Salaried Members;
5. **GIVEN** the *Order for Legal Costs of Salaried/Non-union Employees and Retirees* dated October 28, 2016; and
6. **GIVEN** the provisions of the *Companies' Creditors Arrangement Act*;

FOR THESE REASONS, THE COURT HEREBY:

7. **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;

8. **ORDERS** that the legal fees, taxes and disbursements by the Representatives and by Representative Counsel for the period from February 1, 2017, until June 30, 2017 inclusive 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 for such legal fees of \$200,000 (CDN). 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) and 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 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
9. **ORDERS THAT** the *Order Appointing Representatives and Representative Counsel* dated June 22, 2015 is amended by adding the words in underlining in the form attached hereto as **Schedule "A"**;
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.**

May , 2017

STEPHEN W. HAMILTON, J.S.C.

SCHEDULE "A"

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT
(Commercial Division)

File: No: 500-11-048114-157

Montreal, May____, 2017

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

**IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.
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

**AMENDED ORDER APPOINTING REPRESENTATIVES
AND REPRESENTATIVE COUNSEL**

1. **THE COURT**, upon reading the Petitioners-Mises-en-cause *Motion for an order appointing the Petitions-Mises-en-cause as Representatives of Salaried/Non-Union and Retired Employees of the Wabush CCAA Parties*, having examined the affidavit of Michael Keeper affirmed the 15th day of June, 2015, and the exhibits thereto;
2. **CONSIDERING** the submissions of counsel for the Petitioners-Mises-en-cause, the submissions of counsel for the Wabush CCAA Parties, and such other counsel as were present;
3. **GIVEN** the Monitor's 7th Report and the recommendations contained therein concerning the appointment of the Representatives and Representative Counsel for the Salaried Members, as defined below; and
4. **GIVEN** the provisions of the *Companies' Creditors Arrangement Act*;

FOR THESE REASONS, THE COURT HEREBY:

5. **GRANTS** the motion of the Petitioners-Mises-en-cause (the "**Representatives**") appointing them as 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 (excluding Opt-Out Individuals, as defined below, if any), (collectively, the "**Salaried Members**"), in these CCAA proceedings, for the purpose of representing the Salaried Members in these CCAA proceedings and in particular with respect to proving, settling or compromising the rights and claims of the Salaried Members in these CCAA proceedings, who shall be bound by the actions of the Representatives and Representative Counsel (as defined below) in these CCAA proceedings, and in particular, with respect to

reporting to Salaried Members in the Reference brought by the Newfoundland Government before the Newfoundland Court of Appeal by Order in Council dated March 27, 2017 (the "NL Reference");

6. **GRANTS** the appointment of Koskie Minsky LLP and Nicholas Scheib (collectively, "**Representative Counsel**") as legal counsel to the Representatives in their capacity as representatives for the Salaried Members in these CCAA proceedings with the mandate to provide assistance to the Salaried Members so that the Salaried Members are able to participate in the CCAA proceedings and the restructuring process and the NL Reference in a more efficient manner, including to assist the Salaried Members in the evaluation of their entitlements and claims in a cost-effective and timely manner;

7. **ORDERS** that, subject to an agreement among the Representatives, Representative Counsel and the Wabush CCAA Parties (the "**Representative Counsel Letter**"), all reasonable legal fees, taxes and disbursements that may be incurred on or after the Filing Date by the Representatives and by Representative Counsel in these CCAA proceedings and in the NL Reference only shall be paid by the Wabush CCAA Parties on a monthly basis, forthwith upon the rendering of 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, in the following amounts: \$45,000 (CDN) in respect of legal fees of the Salaried Members as an initial payment in respect of the legal fees incurred by the Salaried Members from the inception of these CCAA proceedings to the date of this order; an amount of up to \$30,000 per month for the legal fees of the Salaried Members thereafter commencing for and including the month of June, 2015 for a total cap for legal fees of \$150,000. 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) and has not been paid. 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 if payment thereof by the Wabush CCAA Parties would be prohibited by the Interim Financing Term

Sheet approved by Order of the Court dated May 20, 2015, in particular, any legal fees, taxes and disbursements of the Representatives and Representative Counsel in respect of: a) any contestation by the Representatives or Representative Counsel to the Interim Facility provided by Cliffs Mining Company pursuant to the Interim Financing Term Sheet (the “**Interim Facility**”), including any terms thereof or b) 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 or against Cliffs Mining Company, in its capacity as Interim Lender under the Interim Facility;

8. **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;
9. **DIRECTS** a notice of the granting of this Order be provided to the Salaried Members by advertisement in a national and French newspaper at the expense of the Wabush CCAA Parties and under such other terms and conditions as to be agreed upon by the Representatives, the Wabush CCAA Parties and the Monitor, and the form of the advertisement shall be as agreed by Representative Counsel, the Wabush CCAA Parties and the Monitor (and in the event of any dispute, such dispute to be decided by this Court);
10. **ORDERS** that any individual Salaried Member who does not wish to be represented by the Representatives and Representative Counsel and thereby bound by their subsequent actions and decisions shall, within the later of 90 days of publication of the newspaper notice so notify the Monitor, in writing, by facsimile, mail or email, substantially in the form attached hereto as Appendix A, that he or she wishes to opt out of representation by the Representatives or Representative Counsel (an “**Opt-Out Notice**”) and thereafter he or she shall not be represented by the Representatives or Representative Counsel in these proceedings and shall represent himself or herself, personally or through counsel that he or she may retain at his or her own expense as an independent, individual party to the extent that they wish to participate in these proceedings (any such persons who deliver an Opt-Out Notice in compliance with the terms of this paragraph are hereinafter referred to

individually as an “Opt-Out Individual and collectively, “**Opt-Out Individuals**”) and the Representatives and Representative Counsel shall have no obligation to represent the Opt-Out Individuals;

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. **DIRECTS** the Wabush CCAA Parties to provide to the Representatives and Representative Counsel, without charge, the following information, documents and data (the “Information”):
 - a. the names, last known address and last known email addresses (if any) of all the Salaried Members as well as applicable data regarding their entitlements, subject to a confidentiality agreement as applicable and to only be used for the purposes of these proceedings; and
 - b. upon request of Representative Counsel, such documents and data as may be relevant to matters relating to the issues in these proceedings, including documents and data pertaining to pension plans, group RRSPs, supplemental retirement arrangements, and post-retirement benefit plans of the Salaried Members, including up to date financial information regarding the funding and investments of any of these arrangements and including, in particular, documents and data pertaining to: (i) the Contributory Pension Plan for Salaried Employees of Wabush Mines, Cliffs Mining Company, Managing Agent (CRA registration No. 0343558) (the “**Salaried Plan**”); (ii) Participants in the Wabush Mines Registered Retirement and Savings Plan (the “**Group RRSP**”); (iii) Wabush Mines, Cliffs Mining Company, Managing Agent – Supplemental Retirement Arrangement (the “**SRA**”); and (iv) post-retirement benefit plans applicable to salaried employees of the Wabush Group (the “**Health Benefits**”);

and that, in so doing, the Wabush CCAA Parties are not required to obtain express consent from such Salaried Members authorizing disclosure of the Information to the Representatives and Representative Counsel and, further, in accordance with section 18(9) of *An Act respecting the Protection of Personal Information in the Private Sector*, CQLR c P-39.1, this Order shall be sufficient to authorize the disclosure of the Information without the knowledge or consent of the Salaried Members;

13. **AUTHORIZES** the Representatives and Representative Counsel, the Wabush CCAA Parties and the Monitor to apply to this Honourable Court for advice and directions in respect of any matter in relation to the discharge or variation of their respective powers and duties in relation to this Order;
14. **DECLARES** that the Representatives and Representative Counsel shall have no liability as a result of their appointment or the fulfilment of their duties in carrying out the provisions of this Order save and except for claims based on any gross negligence or wilful misconduct on their part;
15. **DECLARES** that service and notice of this motion was good and sufficient and hereby dispenses with further service thereof;
16. **WITHOUT COSTS.**

May , 2017

STEPHEN W. HAMILTON, J.S.C.

N° / 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 QUÉBEC
IRON MINING ULC, WABUSH IRON CO. LIMITED, WABUSH RESOURCES INC.,

- and -
Petitioners

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

- and -
Mises-en-cause

FTI CONSULTING CANADA INC.

Monitor

- and -

MICHAEL KEEPER, TERENCE WATT, DAMIEN LABEL & 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 for Legal Costs of Salaried/Non-Union Employees and Retirees”, Affidavit, Attestation of
Authenticity, Notice of Presentation, List of Exhibits, Exhibit P-1, P-2, P-3, and P-4*

M^{es} NICHOLAS SCHEIB, ANDREW HATNAY AND BARBARA WALANCIK
Co-Attorneys for the Petitioners-Mises-en-cause Michael Keeper, Terence Watt, Damien Lebel and Neil Johnson

AS-0G41

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