

CANADA  
PROVINCE OF QUÉBEC  
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 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

---

---

**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 Stephen W. Hamilton J.S.C. dated June 22, 2015, as revised by the Order issued on December 21, 2017, (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 the firms of Koskie Minsky LLP (“**KM**”) of Toronto, and Fishman Flanz Meland Paquin LLP (“**FFMP**”) of Montreal are the Representative Counsel of all of the Salaried Members (as defined below).
2. The Representatives and Representative Counsel are responsible for the representation of approximately 656 former non-union employees and retirees (the “**Salaried Members**”) in the CCAA proceedings.

**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 Canada Inc. was appointed as Monitor.
4. The Salaried Members are elderly individuals who are directly and profoundly impacted by the CCAA proceedings due to the underfunding of the Wabush Salaried Pension Plan and the resulting 25% reduction to their monthly pension benefits, coupled with the total loss of their OPEBs that were terminated by the Wabush CCAA Parties immediately after they obtained CCAA protection.
5. This case involves pension and insolvency issues in the jurisdictions of Québec, Newfoundland and Labrador, and the federal jurisdiction.

6. The Salaried Members are not commercial creditors, do not have union representation, and constitute the most vulnerable creditor group in these proceedings with no means to represent themselves in complex insolvency proceedings of their employers where they have been prejudiced.
7. On June 22, 2015, as part of the Representation Order of Mr. Justice Hamilton, the legal costs of the Representatives incurred from the inception of the CCAA proceedings to June 22, 2015 were ordered to be paid by the Wabush CCAA Parties in the amount as set out in the June 22, 2015 Order, subject to review and approval by the Monitor.
8. 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, subject to review and approval by the Monitor.
9. On May 31, 2017, by Order of Mr. Justice Hamilton, the legal costs of the Representatives prior to February 1, 2017 that were incurred in excess of the amount ordered in the October 28, 2016 Court Order, and the Representatives' legal costs for the period from February 1, 2017 until June 30, 2017, inclusive, were directed to be paid by the Wabush CCAA Parties, subject to review and approval by the Monitor.
10. On June 28, 2017, by Order of Mr. Justice Hamilton, the legal costs of the Representatives prior to July 1, 2017 that were incurred in excess of the amount ordered in the May 31, 2017 Court Order, and the Representatives' legal costs for the period from July 1, 2017 until November 30, 2017, inclusive, were directed to be paid by the Wabush CCAA Parties, subject to review and approval by the Monitor.
11. On December 21, 2017, by Order of Mr. Justice Hamilton, the firm FFMP was appointed as Québec Representative Counsel, and the legal costs of the Representatives prior to November 30, 2017 that were incurred in excess of the amount ordered in the May 31, 2017 Court Order, and the Representatives' legal costs for the period from December 1, 2017 until March 31, 2018, inclusive, were directed to be paid by the Wabush CCAA Parties, subject to review and approval by the Monitor.
12. On April 16, 2018, by Order of Mr. Justice Hamilton, the legal costs of the Representatives for the period of April 1, 2018 to June 29, 2018 were directed to be paid by the Wabush CCAA Parties, subject to review and approval by the Monitor.

**ACTIVITIES OF REPRESENTATIVE COUNSEL DURING THE PERIOD OF APRIL 1 TO JUNE 29, 2018**

13. Since the April 16, 2018 Court hearing, there have been significant developments in the present file which resulted in an overall settlement involving the major stakeholders of the Bloom Lake and Wabush CCAA Parties (collectively the “**CCAA Parties**”) including, notably, the Representatives, which was incorporated into a new amended joint CCAA Plan of Compromise and Arrangement (the “**Final Plan**”) which was presented to creditors at meetings held on June 18, 2018 and overwhelmingly approved.
14. During the early part of April 2018, Representative Counsel completed a Responding Factum in connection with the Court of Appeal proceedings relating to the pension directions decision rendered by Justice Hamilton on September 11, 2017 (the “**Pension Directions Decision**”) and were actively pursuing their preparation for the appeal hearing scheduled for June 11, 12 and 13, 2018, as well as performing other required file matters in connection with the CCAA Proceedings.
15. Upon receipt of the CCAA Parties' Motion for the Issuance of a Plan Filing Meetings Order, Representative Counsel filed a notice of objection thereto and thereafter strenuously advocated for the granting of a deemed proxy in their favour to allow them to vote the claims of the individual Salaried Members at meetings to be held to consider the joint plan of compromise and arrangement.
16. The initial joint plan of compromise and arrangement proposed by the CCAA Parties and supported by the Monitor (the “**Initial Plan**”) had been negotiated without any involvement of the Representatives or the USW, and Representative Counsel were of the view that it did not adequately address the claims and interests of the Salaried Members and especially the claim resulting from the large pension deficit in the Salaried Members' pension plan.
17. Notwithstanding numerous discussions and negotiations prior to the Court hearing on April 16, 2018, the parties were unable to agree upon acceptable language to propose to the Court in connection with the Plan Meetings Order, with the result that the issues related to the requested deemed proxy were debated before this Court on that date. The Representatives cross examined the Monitor and submitted detailed affidavit evidence to support their position that a deemed proxy would best ensure that the votes of all Salaried Members would be taken into account in assessing the plan of compromise to be submitted by the CCAA Parties to their creditors.
18. Representative Counsel also asserted that the granting of a deemed proxy would further facilitate, and possibly jump-start, negotiations and would provide Representative Counsel with greater leverage to achieve the best possible outcome for the vulnerable group that they represent.

19. By Judgment of Mr. Justice Hamilton dated April 20, 2018, the Court ordered that Representative Counsel would be deemed to be a proxyholder for all Salaried Members (subject to opt-out rights), with the discretionary right to vote on their behalf at creditors' meetings, provided that Representative Counsel disclose their voting intention by May 18, 2018. Furthermore, the Court pushed back the mailing of the meeting materials to May 21, 2018, in order to allow for a month of negotiations between the parties and major stakeholders.
20. In view of the one-month period that the Court contemplated for possible negotiations, extensive work had to be performed by Representative Counsel on an urgent basis in order to formulate a cogent and supportable position that could be proposed to other stakeholders, the whole with a view to arriving at a settlement that would potentially dispense with the requirement of further lengthy and costly litigation before the Court of Appeal and the Supreme Court of Canada and, thus, save the estates of the CCAA Parties (and increase distributions to creditors by) substantial amounts of professional fees.
21. During this negotiating period, Representative Counsel took the lead in proposing detailed amendments to the financial terms of the Initial Plan, putting forward counter proposals, negotiating with the various stakeholders and making presentations to the Monitor. In this connection, Representative Counsel coordinated their efforts with counsel for the USW and conferred with representatives of the pension plan administrator, the NL Superintendent, OSFI and other stakeholders to attempt to put forward positions that could garner widespread support.
22. Throughout these negotiations (including negotiations on the contents of the Final Plan and all documentation related thereto), Representative Counsel were dealing with multiple law firms, each utilizing multiple lawyers, in a high stakes, intensive and complex process.
23. Furthermore, Representative Counsel interacted with the Representatives on negotiation and litigation strategy, made presentations on site to Salaried Members in Sept-Îles and Wabush on May 14 and 15, 2018 to provide an update on the CCAA Proceedings. Representative Counsel also responded (and continue to respond) to many queries from retirees and pensioners.
24. Representative Counsel used their best efforts throughout this period to avoid duplication and to allocate the work between KM and FFMP, bearing in mind that they were often negotiating under difficult, time sensitive circumstances with multiple lawyers representing the CCAA Parties, the parent CNR, the Monitor, and various other stakeholders, and that each of KM and FFMP were required to be signatories on all settlement documents and thus had to be satisfied with the contents thereof before doing so.
25. An analysis of the work performed by Representative Counsel must therefore necessarily consider the resources devoted on behalf of the parties with whom they were negotiating.

26. As a result of the efforts of Representative Counsel and others, a global settlement was ultimately arrived at, which included the CCAA Parties, the Monitor, the Representatives, the pension plan administrator, USW, and QNS&L, and which had the support of regulators such as the NL Superintendent and OSFI.
27. Pursuant to the global settlement, the Salaried Members' pension plan and the USW pension plan will each receive a guaranteed distribution of \$18 million (or \$36 million in total) on account of the respective pension deficits.
28. In the case of the Salaried Members' pension deficit, the Final Plan guarantees an additional recovery of more than \$11 million, without the time, expense and uncertainty related to future litigation.
29. The global settlement, which was then incorporated into the Final Plan, results in a distribution to the Salaried Members' pension plan of approximately two-thirds (2/3) of the pension plan deficit (\$18 million on a deficit of approximately \$27 million).
30. As a direct consequence of the efforts of Representative Counsel, it is anticipated that the Salaried Members' pension plan will now be approximately 91% funded, with the result that pensioners can expect to receive the vast majority of their earned pension benefits going forward.
31. In addition, due to the efforts of Representative Counsel, an agreement was arrived at between the Monitor and Representative Counsel to settle outstanding disputes regarding the quantification of the OPEB and other employees' claims, which will dispense with the need for further litigation and allow for timely distributions to the Salaried Members shortly after the Final Plan is sanctioned, as opposed to the previous scenario where distributions would have possibly occurred years later.
32. Representative Counsel have received very positive feedback from the Salaried Members for their representation and efforts to negotiate very meaningful improvements to the pension benefits of the Salaried Members as well as timely payments on account of the terminated OPEBs.
33. In view of the intensive work required to bring this restructuring to a successful conclusion, Representative Counsel were obliged to devote more time and resources than were anticipated when they made their last funding request in April 2018.
34. During the course of the negotiations referenced above, Representative Counsel advised the Monitor that their professional fees for the period of April 1 to June 29, 2018 would necessarily exceed the caps imposed in the Judgment rendered on April 16, 2018 due to the significant additional workload referenced herein. In fact, Representative Counsel disclosed to the Monitor on May 16, 2018 (before the settlement was finalized and papers signed) that they would exceed their fee cap due to the volume of work required to bring this restructuring to a successful conclusion.

35. Although these fee caps were exceeded during the current 3-month period, the effect of the successful resolution of the present restructuring proceedings and the presentation of a Final Plan that was met with overwhelming approval by creditors is that all creditors will benefit from early distributions by the Monitor, and the debtors' estates will avoid substantial amounts of further professional fees related to ongoing appeals before the Court of Appeal and the Supreme Court of Canada, ongoing litigation relating to the OPEB claims, and other litigation referenced in earlier reports of the Monitor.
36. Furthermore, without the efforts referenced herein, the Initial Plan proposed by the CCAA Parties was doomed to fail, which would have likely led to more litigation, possible bankruptcy proceedings, and significantly lower recoveries by all stakeholders.
37. The following chart summarizes the professional fees (net of disbursements and taxes) that were incurred by Representative Counsel during the current 3-month period of April 1 to June 29, 2018<sup>1</sup>.

<b>MONTH</b>	<b>FFMP</b>	<b>KM</b>
<b>April 2018</b>	\$82,205	\$61,029
<b>May 2018</b>	\$42,820	\$83,749
<b>June 2018</b>	\$34,750	\$33,550
<b>TOTAL</b>	\$159,775	\$178,328

38. As appears from the foregoing, Representative Counsel have exceeded their aggregate fee cap for the current three-month period by the aggregate amount of \$83,103, net of disbursements and taxes.
39. Consequently, Representative Counsel seek an Order from this Honourable Court directing the payment by the Wabush CCAA Parties of the excess fees of Representative Counsel incurred for the current period in the aggregate amount of \$83,103 (plus disbursements and taxes), the whole subject to the submission of detailed invoices for review and approval by the Monitor.

**PROJECTED ACTIVITIES OF REPRESENTATIVE COUNSEL AFTER JUNE 29, 2018**

40. Assuming that the Final Plan is sanctioned on June 29, 2018 and that a further stay period is ordered by the Court, Representative Counsel will continue to represent the interests of the Salaried Members until the termination of the CCAA Proceedings.

---

<sup>1</sup> Because this Motion is being made on June 19, 2018, an estimate has been included for the final 10 days of the current month that includes, *inter alia*, professional fees related to the sanction hearing scheduled for June 29, 2018 and the various other matters that are anticipated in the present CCAA Proceedings prior to that date.

41. In view of the fact, however, that the workload after June 29, 2018 will necessarily be very significantly diminished, it is respectfully submitted that the fees for work performed by Representative Counsel (KM and FFMP together) from June 30, 2018 until the discharge of Representative Counsel or termination of the CCAA Proceedings should be capped at \$100,000 plus disbursements and taxes, provided that 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.
42. A draft of the present Motion has been provided to the Monitor and Monitor's counsel and they have confirmed their support of the conclusions herein sought.
43. The present Motion is well founded in fact and in law.

**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-1**; 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.

Toronto and Montreal, June 19, 2018

*(s) Koskie Minsky LLP*

---

**KOSKIE MINSKY LLP**

*(s) Fishman Flanz Meland Paquin LLP*

---

**FISHMAN FLANZ MELAND PAQUIN LLP**

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



---

**AFFIDAVIT**


---

I, the undersigned Mark E. Meland, carrying on his practice at 1250 René Lévesque West, Suite 4100, in the City of Montreal, Province of Quebec, H3B 4W8, hereby solemnly declare and make oath and say the following:

1. I am a partner with the firm of Fishman Flanz Meland Paquin LLP, one of the Court-appointed Representative Counsel to all the Salaried Members 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 Montreal,  
in the Province of Quebec,  
on June 19, 2018

  
A Commissioner Oaths



  
Mark E. Meland

**NOTICE OF PRESENTATION**

***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](mailto:bernard.boucher@blakes.com))  
**Me Sébastien Guy** ([sebastien.guy@blakes.com](mailto:sebastien.guy@blakes.com))  
*BLAKE, CASSELS & GRAYDON LLP*  
600 de Maisonneuve West, Suite 2200  
Montreal, Québec 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](mailto:sylvain.rigaud@nortonrosefulbright.com))  
*NORTON ROSE FULBRIGHT CANADA LLP*  
1 Place Ville Marie, Suite #2500  
Montreal, Québec 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 Justices 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, on June 29, 2018 at 9:30 a.m. in a room to be determined by the Court.

**GOVERN YOURSELVES ACCORDINGLY.**

Toronto and Montreal, June 19, 2018

*(s) Koskie Minsky LLP*

---

**KOSKIE MINSKY LLP**

*(s) Fishman Flanz Meland Paquin LLP*

---

**FISHMAN FLANZ MELAND PAQUIN LLP**

*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)

File: No: 500-11-048114-157

Montreal, June 29, 2018

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

---

**SEVENTH 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 June 19, 2018 (the "**Motion**") and having examined the affidavit of Mark E. Meland sworn on June 19, 2018;
2. **CONSIDERING** the submissions of counsel for the Petitioners-Mises-en-cause (the "**Representatives**"), 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 *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;
8. **GIVEN** the *Fifth Order for Future Legal Costs of Salaried/Non-Union Employees and Retirees, and Appointment of Replacement Québec Representative Counsel* dated December 21, 2017;
9. **GIVEN** the *Sixth Order for Future Legal Costs of Salaried/Non-Union Employees and Retirees* dated April 16, 2018;
10. **GIVEN** the conclusion of an agreement amongst the major stakeholders, including the Representatives, for a global settlement in relation to the restructuring of the CCAA Parties and the efforts of Representative Counsel to achieve this result; and

11. **GIVEN** the provisions of the *Companies' Creditors Arrangement Act*;

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

12. **ORDERS** that the Wabush CCAA Parties shall pay the excess legal fees (over and above the fee caps previously ordered) in the amount of \$28,328 for Koskie Minsky LLP, and in the amount of \$54,775 for Fishman Flanz Meland Paquin LLP, plus disbursements and taxes, for work performed by Representative Counsel on behalf of the Representatives and Salaried Members during the period of April 1, 2018 to June 29, 2018, provided that 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.
13. **ORDERS** that the legal fees, taxes and disbursements incurred by Representative Counsel on behalf of the Representatives and Salaried Members for the period from June 30, 2018 until the discharge of Representative Counsel or the termination of the CCAA Proceedings shall be paid by the Wabush CCAA Parties, up to an aggregate cap of \$100,000 in legal fees, plus applicable taxes and disbursements, provided that 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.
14. **DIRECTS** that any disagreement regarding the legal fees, disbursements and taxes of the Representative Counsel may be submitted to this Court for determination.
15. **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.

16. **DECLARES** that service and notice of this Motion were good and sufficient and hereby dispenses with further service thereof;
17. **THE WHOLE WITHOUT COSTS.**

June 29, 2018

STEPHEN W. HAMILTON, J.S.C.

N° / No. C.S.: 500-11-048114-157

**SUPERIOR COURT OF DISTRICT OF MONTREAL  
(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.**

**Petitioners**

**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**

**FTI CONSULTING CANADA INC.**

**Monitor**

**MICHAEL KEEPER, TERENCE WATT, DAMIEN LABEL AND NEIL JOHNSON as Representatives of the Salaried/Non-  
Union Employees and Retirees)**

**Mises-en-cause**

**FTI CONSULTING CANADA INC.**

**Monitor**

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

**Mises-en-cause**

**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*)**

**MARK MELAND, NICOLAS BROCHU, ANDREW HATNAY AND AMY TANG**  
Attorneys for the Mises-en-Cause, Michael Keeper, Terence Watt, Damien Label and Neil Johnson

**AS-0G41**

***Koskie Minsky LLP***  
20 Queen O. | W., #900  
Toronto, Ontario M5H3R3  
T:416-595-2083 +416- 542-6288  
| F:416-204-2872  
ahatnay@kmlaw.ca | walancik@kmlaw.ca

***Fishman Flanz Meland Paquin, LLP***  
4100-1250 René-Lévesque Blvd. West,  
Montreal, QC H3B 4W8  
T:514.932.4100 | F:514.932.4170  
mmeland@ffinp.ca | nbrochu@ffinp.ca