

C A N A D A

PROVINCE OF QUÉBEC
DISTRICT OF **MONTREAL**

N°: 500-11-048114-157

SUPERIOR COURT

Commercial Division

(Sitting as a court designated pursuant to the *Companies' Creditors Arrangement Act*, R.S.C., c. 36, as amended)

**IN THE MATTER OF THE PLAN OF COMPROMISE OR
ARRANGEMENT OF:**

BLOOM LAKE GENERAL PARTNER LIMITED

QUINTO MINING CORPORATION

8568391 CANADA LIMITED

CLIFFS 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

MOTION FOR THE ISSUANCE OF AN ORDER EXTENDING THE STAY PERIOD¹
(Section 11 of the *Companies' Creditors Arrangement Act*)

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

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

1. BACKGROUND

1. On January 27, 2015, Mr. Justice Martin Castonguay, J.S.C., issued an Initial Order (as subsequently amended, rectified and/or restated, the “**Bloom Lake Initial Order**”) commencing these proceedings (the “**CCAA Proceedings**”) pursuant to the *Companies’ Creditors Arrangement Act* (the “**CCAA**”) in respect of the Petitioners Bloom Lake General Partner Limited (“**BLGP**”), Quinto Mining Corporation, 8568391 Canada Limited (“**8568391**”) and Cliffs Québec Iron Mining ULC (“**CQIM**”) and the Mises-en-cause The Bloom Lake Iron Ore Mine Limited Partnership (“**BLLP**”) and Bloom Lake Railway Company Limited (“**BLRC**”) (collectively, the “**Bloom Lake CCAA Parties**”), as appears from the Initial Order dated January 27, 2015, which forms part of the Court record.
2. Pursuant to the Bloom Lake Initial Order, *inter alia*, FTI Consulting Canada Inc. was appointed as monitor to the businesses and financial affairs of the Bloom Lake CCAA Parties (the “**Monitor**”) and a stay of proceedings was ordered in respect of the Bloom Lake CCAA Parties until February 26, 2015 (the “**Bloom Lake Stay Period**”).
3. The Bloom Lake Stay Period was extended by order of the Court from time-to-time, as appears from the Court record.
4. On April 17, 2015, Mr. Justice Stephen W. Hamilton, J.S.C., issued, *inter alia*, the following orders:
 - a) an Order (the “**Sale Advisor Order**”), *inter alia*, authorizing the engagement of Moelis & Company LLC as the Bloom Lake CCAA Parties’ mergers and acquisitions financial advisor (the “**Sale Advisor**”), as appears from a copy of the Sale Advisor Order, which forms part of the Court record; and
 - b) an Order (the “**SISP Order**”), *inter alia*, approving sale and investor solicitation procedures (the “**Initial SISP**”) in respect of the Bloom Lake CCAA Parties, as appears from a copy of the SISP Order, which forms part of the Court record.
5. On May 20, 2015, Mr. Justice Hamilton issued an Initial Order (as subsequently amended, rectified and/or restated the “**Wabush Initial Order**”) extending the scope of the CCAA Proceedings to the Petitioners Wabush Iron Co. Limited (“**Wabush Iron**”) and Wabush Resources Inc. (“**Wabush Resources**”) and the Mises-en-cause Wabush Mines and Arnaud (collectively, the “**Wabush CCAA Parties**”, and collectively with the Bloom Lake CCAA Parties, the “**CCAA Parties**”), the whole as appears from the Court record.
6. Pursuant to the Wabush Initial Order, *inter alia*, the Monitor was appointed as the monitor to the businesses and financial affairs of the Wabush CCAA Parties and a stay of proceedings was granted until June 19, 2015 (the “**Wabush Stay Period**”; collectively with the Bloom Lake Stay Period, the “**Stay Period**”).
7. On June 9, 2015, Mr. Justice Hamilton, issued an order (the “**Wabush Comeback Order**”), *inter alia*:

- a) extending the Wabush Stay Period to July 31, 2015;
- b) approving the Initial SISP as it relates to the Wabush CCAA Parties, *nunc pro tunc* to the date of the Wabush Initial Order, authorizing the amendment and restatement of the Initial SISP, and approving the amended and restated sale and investor solicitation procedures (the “**SISP**”); and
- c) approving the engagement of the Sale Advisor as it relates to the Wabush CCAA Parties, *nunc pro tunc* to the date of the Wabush Initial Order;

the whole as appears from a copy of the Wabush Comeback Order, which forms part of the Court record.

8. On November 5, 2015, Mr. Justice Hamilton issued an order (as amended by an order of the Court issued on November 16, 2015 and as further amended from time to time, the “**Amended Claims Procedure Order**”), *inter alia*:
 - a) approving a procedure for the submission, evaluation and adjudication of claims against the CCAA Parties and their current and former directors and officers; and
 - b) ordering the extinguishment of all Claims, D&O Claims and Restructuring Claims (as each such term is defined in the Amended Claims Procedure Order) not filed in accordance with the applicable deadlines set out in the Amended Claims Procedure Order.
9. On March 26, 2018, Mr. Justice Hamilton issued an order (the “**Post-Filing Claims Procedure Order**”), *inter alia*,
 - a) approving a procedure for the submission, evaluation and adjudication of post-filing claims, if any, against the CCAA Parties and their current and former directors and officers; and
 - b) ordering the extinguishment of all Post-Filing Claims and Post-Filing D&O Claims (each as defined in the Post-Filing Claims Procedure Order) not filed in accordance with the applicable deadlines set out in the Post-Filing Claims Procedure Order.
10. On April 20, 2018, Mr. Justice Hamilton issued an order (as rectified on April 25, 2018 (the “**Original Meetings Order**”), *inter alia*, accepting the filing of a Joint Plan of Compromise and Arrangement dated April 16, 2018 (the “**Original Plan**”) by the Participating CCAA Parties, authorizing the Participating CCAA Parties (as defined therein) to hold Meetings of the Unsecured Creditor Classes to consider and vote on a resolution to approve the Original Plan, and permitting amendments to the Original Plan without further order of the Court only until May 18, 2018.
11. On May 18, 2018, Mr. Justice Hamilton issued an order (the “**Amended Meetings Order**”), which, *inter alia*, accepted the filing of the Amended and Restated Joint Plan of Compromise and Arrangement in respect of the Participating CCAA Parties (as defined therein), dated May 16, 2018 (as it may be further amended, restated or supplemented from time to time, the “**Plan**”), authorizing the Participating CCAA Parties to convene

Meetings of Unsecured Creditor Classes of the Participating CCAA Parties to consider and vote on a resolution to approve the Plan.

12. The Stay Period has been extended by order of the Court from time to time, most recently on March 26, 2018, and currently expires on June 29, 2018, as appears from the Court record.

2. ORDER SOUGHT

13. On this Motion, the CCAA Parties hereby seek the issuance of an Order which provides for the extension of the Stay Period in respect of the CCAA Parties until November 30, 2018, substantially in the form of the draft order communicated herewith as **Exhibit R-1** (the "**Draft Stay Extension Order**").

3. THE PLAN²

3.1 Creditors' Meetings and Sanction of the Plan

14. Pursuant to the Amended Meetings Order, Meetings of Affected Unsecured Creditors took place on June 18, 2018 and the required majority in each Unsecured Creditor Class voted to approve the Plan.
15. The Court hearing to approve and sanction the Plan is scheduled to be heard on June 29, 2018.

3.2 Conditions Precedent to the Implementation of the Plan

16. Section 11.3 of the Plan sets out the conditions precedent to implementation of the Plan.
17. Pursuant to Section 11.3 of the Plan, the conditions set out in Sections 11.3(a), (b), (c), (e), (j), (k) and (l) cannot be waived and the conditions set out in Sections 11.3(f), (g), (h) and (i) may be waived by agreement of the Participating CCAA Parties and the Monitor and without the consent of the Parent.
18. As at the date hereof, the following conditions precedent have been satisfied:
 - a) Section 11.3(a) - the approval of the Plan by the Required Majority for each Unsecured Creditor Class. As noted above, this condition was satisfied on June 18, 2018;
 - b) Section 11.3(b) - the Amended Meetings Order shall have been granted. As noted above, this condition was satisfied on May 18, 2018;
 - c) Section 11.3(e) - if necessary to effect the Plan, the Participating CCAA Parties shall have filed all necessary annual information forms or returns under Applicable Law in order to maintain such Participating CCAA Parties in good standing as at the Plan Implementation Date. The Participating CCAA Parties do not believe any such filings are required to effect the Plan;

² All capitalized terms used in this Section not otherwise defined herein shall have the meaning ascribed to them in Schedule "A" of the Plan (as defined below).

- d) Section 11.3(f) - the Monitor shall have received the Non-Filed Affiliate Cash Contribution at least three (3) Business Days' prior to the Meetings, to be held and distributed by the Monitor, on the Participating CCAA Parties behalf, on the Plan Implementation Date in accordance with Section 2.4(c). The Monitor has informed the CCAA Parties that it has received the Non-Filed Affiliate Cash Contribution by wire transfer into its trust account on June 12, 2018. Accordingly, such condition has been satisfied;
- e) Section 11.3(g) - the Monitor and the Participating CCAA Parties shall have received the Irrevocable Payment Direction at least three (3) Business Days prior to the Meetings. Although a few days later than contemplated, the Participating CCAA Parties confirm that they and the Monitor have received and accepted the Irrevocable Payment Direction on June 15, 2018. Accordingly, such condition has been satisfied;
- f) Section 11.3(i) - Monitor's Counsel shall have received, prior to the date of the Amended and Restated Meetings Order, a fully executed Notice of Discontinuance, providing for the withdrawal, with prejudice and without costs, in respect of the Pension Priority Appeal executed by each Pension Priority Party, as applicable, to be held by the Monitor's Counsel in escrow, and released from escrow and filed with the Québec Court of Appeal forthwith after the Plan Implementation Date. Monitor's Counsel has informed the CCAA Parties that it has received into escrow an executed Notice of Discontinuance executed by each of the Pension Priority Parties on May 17, 2018, with the exception of the Attorney General of Canada. The Attorney General of Canada did not execute and deliver a Notice of Discontinuance to Monitor's Counsel but instead provided its undertaking that it would provide an executed Notice of Discontinuance immediately following written confirmation by the Monitor of Plan implementation and filing of the Plan Implementation Date Certificate;
- g) Section 11.3(j) - the Monitor's Counsel shall have received, prior to the date of the Amended and Restated Meetings Order, a fully executed Notice of Discontinuance providing for the withdrawal, with prejudice and without costs, of the Newfoundland Reference Appeal executed by each Pension Priority Party, as applicable, to be held by the Monitor's Counsel in escrow, and released from escrow and filed with the Supreme Court of Canada forthwith after the Plan Implementation Date. Monitor's Counsel has informed the CCAA Parties that it received into escrow the fully executed Notice of Discontinuance on May 17, 2018; and
- h) Section 11.3(k) - Monitor's Counsel shall have received, prior to the date of the Amended and Restated Meetings Order, a fully executed Notice of Discontinuance providing for the discontinuance of the Non-Filed Affiliate Employee Actions, executed by each plaintiff in the Non-Filed Affiliate Employee Actions, as applicable, to be held by the Monitor's Counsel in escrow, and released from escrow and filed with the Newfoundland and Labrador Supreme Court Trial Division (General) forthwith after the Plan Implementation Date (which discontinuance such plaintiffs and the Non-Filed Affiliate Employee Defendants have confirmed their intention to be full and final and on a with prejudice and without costs basis). Monitor's Counsel has informed the CCAA Parties that it

received into escrow the fully executed Notice of Discontinuance on May 17, 2018.

19. The following additional conditions precedent to implementation of the Plan, remain outstanding as at the date hereof:
 - a) Section 11.3(c) - the Sanction Order shall have been granted by June 29, 2018, or such later date as agreed to by the Participating CCAA Parties, the Parent and Monitor. Pursuant to their *Motion for the Issuance of a Sanction Order* to be heard on June 29, 2018, the Participating CCAA Parties have sought an order to approve and sanction the Plan;
 - b) Section 11.3(d) - the Sanction Order shall have become a Final Order;
 - c) Section 11.3(h) - the Monitor shall have received such clearance certificates, or comfort letters in lieu thereof from the Canada Revenue Agency or any other applicable Taxing Authority, as the Monitor considers necessary or advisable, to make any Plan Distributions; and
 - d) Section 11.3(l) - the Plan Implementation Date shall have occurred before July 31, 2018, or such later date as agreed to by the Participating CCAA Parties, the Parent and Monitor.
20. Pursuant to the Plan, interim distributions to Affected Unsecured Creditors are anticipated to take place as soon as practical after Plan implementation. Plan implementation is to occur before July 31, 2018.
21. Following Plan implementation, a number of steps will be required to Finally Determine all Unresolved Claims, complete Plan distributions, complete dispositions of all remaining property, and complete all steps necessary to wind down the CCAA Proceedings.
22. Pursuant to Section 7.5 of the Plan, the Monitor is required to hold Cash in relation to any Uncashed Distributions for a period of six (6) months after the Final Distribution, after which any Cash held by the Monitor in relation to such Uncashed Distributions shall be delivered to the Pension Plan Administrator for distribution to each of the Wabush Pension Plans equally.

4. EXTENSION OF THE STAY PERIOD

4.1 Remaining Employee Homes

23. As was previously reported to this Court, 8 employee homes in the Town of Wabush remain unsold ("**Remaining Employee Homes**"). An offer to purchase the Remaining Employee Homes was received in March, 2018.
24. Wabush Resources and Wabush Iron have worked diligently with the proposed purchaser to work through some technical matters related to the Remaining Employee Homes and to finalize the definitive documents and close this transaction prior to the implementation of the Plan. The target closing date is June 29, 2018 and the outside date for closing is July 27, 2018.

4.2 The Monitor's Motion for Directions with respect to Pension Claims

25. As was previously reported to this Court, on September 20, 2016, the Monitor served a motion seeking advice and directions with respect to pension claims asserted against certain of the Wabush CCAA Parties (the "**Motion for Directions**"). The decision was released on September 11, 2017 (the "**Pension Priority Decision**").
26. Motions for leave to appeal the Pension Priority Decision were filed on October 2, 2017 by the Office of the Superintendent of Financial Institutions, the Newfoundland and Labrador Superintendent of Pensions, the United Steelworkers and by the Representatives of the Salaried/Non-Union Employees of Retirees and were granted by on October 31, 2017 (the "**Pension Priority Appeal**"). The hearing on the merits of the appeal was scheduled to occur June 11-13, 2018.
27. Following the decision of the Court on the jurisdictional aspect of the Motion for Directions, on May 5, 2017, the Government of Newfoundland and Labrador referred several questions to the Newfoundland and Labrador Court of Appeal (the "**NLCA**") pursuant to the *Newfoundland and Labrador Judicature Act* (1990), as amended (the "**Reference**"). Each of the Monitor and the CCAA Parties filed a Notice of Intention to Intervene in the Reference proceedings.
28. The hearing by the NLCA on the merits of the Reference took place on September 21 and 22, 2017 and a decision was released on January 15, 2018 (the "**Newfoundland Reference Decision**").
29. The City of Sept Iles and the Monitor each subsequently filed an appeal of the Newfoundland Reference Decision to the Supreme Court of Canada. The hearing of this appeal was scheduled for October 18, 2018 (the "**Newfoundland Reference Appeal**").
30. Monitor's Counsel has informed both the Quebec Court of Appeal and the Supreme Court of Canada about the proposed settlements in respect of the Pension Priority Decision and Newfoundland Reference Decision and the intended discontinuances of the Pension Priority Appeal and Newfoundland Reference Appeal upon implementation of the Plan.
31. Monitor's Counsel has informed the CCAA Parties that both the Quebec Court of Appeal and the Supreme Court of Canada have suspended the hearings for such appeals pending implementation of the Plan. If the Plan is not implemented for any reason and the appeals proceed, the parties will have to seek new hearing dates for such appeals.
32. As required under the Plan, notices of discontinuance were executed and delivered to the Monitor's Counsel in escrow with regards to the Pension Priority Appeal, the Newfoundland Reference Appeal and the Non-Filed Affiliate Employee Actions (collectively, the "**Notices of Discontinuance**"). As noted above, such Notices of Discontinuance, with the exception of the Notice of Discontinuance executed by the Attorney General of Canada, are being held in escrow by the Monitor's Counsel until the implementation of the Plan, at which time the Notices of Discontinuance will be released from escrow and filed with the Quebec Court of Appeal, Supreme Court of Canada and Newfoundland and Labrador Supreme Court Trial Division (General), as applicable.

33. As at the time of the filing of the Plan, certain facta for the Newfoundland Reference Appeal were due to be filed by certain of the parties. To avoid the cost of having to prepare those facta pending implementation of the Plan, the Monitor sought to suspend the filing timetable pending implementation of the Plan by way of a consent Motion which was served on June 6, 2018.

4.3 The Allocation Methodology Approval Motion

34. In order to determine the amounts available for distribution in each of the CCAA Parties' respective estates to their respective creditors, the Monitor, in consultation with the CCAA Parties, had developed and recommended a proposed methodology to allocate proceeds and costs among the CCAA Parties (the "**Allocation Methodology**").
35. On May 20, 2017, the CCAA Parties served a motion seeking the approval of the Allocation Methodology (the "**Allocation Methodology Approval Motion**") and an order approving the Allocation Methodology was granted.
36. As was previously reported to this Court, the hearing on the merits of the appeal by the City of Fermont of the decision approving the Allocation Methodology occurred on March 14, 2018, and on April 9, 2018 the Court dismissed the appeal (the "**Allocation Appeal Decision**").
37. On June 7, 2018, the City of Fermont filed an Application for leave to appeal to the Supreme Court of Canada of the Allocation Appeal Decision. The CCAA Parties and the Monitor may file a Response in contestation of the Application for leave within 30 days of such Application and intend to do so. The City of Fermont has a reply right within 10 days of such Response.

4.4 The MFC Litigation

38. As was previously reported to this Court, pursuant to the Order of this Court issued on December 4, 2015, Wabush Iron and Wabush Resources have made payments to the Monitor, in trust, in December 2015, January 2016, April 2016, July 2016, October 2016, January 2017 and April 2017 in respect of disputed post-filing amounts that may be potentially payable to 0778539 B.C. Ltd. (formerly MFC Bancorp Ltd.) ("**MFC**") pursuant to the Wabush Sub-Lease (the "**Disputed Post-Filing Royalty Payments**"), pending a final determination by this Court of the post-filing amounts, if any, due to MFC (the "**MFC Post-Filing Royalty Litigation**").
39. On March 14, 2018, the Court's decision on the MFC Post-Filing Royalty Litigation was rendered. The Court found that the Disputed Post-Filing Royalty Payments held by the Monitor, in trust, could be remitted to the Wabush Mines' estate as such payments were not payable under the Wabush Sub-Lease.
40. Leave to appeal this decision was dismissed on April 24, 2018. This matter has now been finally determined.

4.5 The Post-Filing Claims Procedure

41. On March 26, 2018, this Court granted the Post-Filing Claims Procedure Order to govern the review, determination, adjudication or compromise of Post-Filing Claims and D&O Post-Filing Claims (each as defined in the Post-Filing Claims Procedure Order).
42. The Post-Filing Claims Procedure Order provided for a claims bar date for D&O Post-Filing Claims and Post-Filing Claims of 5:00 p.m. on May 21, 2018.
43. The Monitor has informed the CCAA Parties that Post-Filing Claims with an aggregate face value of \$2.8 million were received, including one D&O Post-Filing Claim in the amount of \$30,000, in each case by the applicable claims bar date.
44. Further commentary regarding the Post-Filing Claims and D&O Post-Filing Claims received by the Monitor can be found in the Monitor's Forty-Seventh Report to be filed in connection with this Motion.

5. GENERAL DEVELOPMENTS AND OVERVIEW

45. Since the issuance of the Bloom Lake Initial Order and the Wabush Initial Order, the CCAA Parties have acted and continue to act in good faith and with due diligence.
46. Since the Stay Period was last extended to June 29, 2018, the CCAA Parties or their counsel have, with the assistance of and in consultation with the Monitor, *inter alia*:
 - a) communicated regularly with the Monitor and provided the Monitor with full cooperation and complete access to the CCAA Parties' Property, premises and books and records;
 - b) finalized and filed the Original Plan and the ancillary draft documents on March 19, 2018;
 - c) obtained the Original Meetings Order;
 - d) negotiated and finalized settlement agreements with the USW Counsel, USW, Salaried Representative Counsel, Salaried Representatives and the Pension Plan Administrator (each as defined in the Plan);
 - e) negotiated and finalized support agreements with the USW, Salaried Representative Counsel, Pension Plan Administrator (each as defined in the Plan) and Quebec North Shore and Labrador Railway Company Inc.;
 - f) negotiated and finalized amendments to the Restructuring Term Sheet (as defined in the Plan);
 - g) negotiated and finalized amendments to the Original Plan in the form of the Plan;
 - h) negotiated and finalized amendments to the Original Meetings Order in the form of the Amended Meetings Order;
 - i) obtained the Amended Meetings Order;

- j) conducted a separate meeting for each Unsecured Creditor Class for the purpose of voting on the Plan;
 - k) obtained approval of each Unsecured Creditor Class for the Plan;
 - l) attended to customary post-closing matters following various sales of CCAA Parties' assets;
 - m) continued to assist and cooperate with the Monitor in the review and determination of claims in accordance with the Amended Claims Procedure Order;
 - n) assisted the Monitor in the review and determination of claims in accordance with the Post-Filing Claims Procedure Order;
 - o) sought to clarify facts and develop a strategy with respect to the distribution of approximately \$147,000 relating to a Deferred Profit Sharing Plan and Registered Retirement Savings Plan of CQIM (formerly Consolidated Iron Thompson) (collectively, the "**DPSP/RRSP Plans**") administered by *Desjardins Sécurité financière, compagnie d'assurance vie* prior to the rollover of such plans to Sun Life in or around 2014;
 - p) worked to resolve certain tax assessments;
 - q) filed a Petition before the Quebec Superior Court (Civil Division), Mingan District, to rectify certain title issues related to certain employee homes located in Sept-Îles that were previously sold to third parties;
 - r) assisted the Monitor with the marketing of certain miscellaneous parcels of vacant land in the Town of Wabush to the Town of Wabush and attended to the negotiation of the transfer of such vacant lands to the Town of Wabush, being the best offer received (the "**Vacant Lands**"). The consideration for such transfer will be paid by way of set-off of the accrued real property taxes owed by the applicable CCAA Parties to the Town of Wabush in respect of such vacant lands. The approximate amount of outstanding real property taxes for such vacant lands is approximately \$97K as at April 9, 2018;
 - s) responded to additional CRA Audit inquiries;
 - t) completed their review and assessment, in consultation with the Monitor, of any other remaining potential claims against non-related third parties; and
 - u) obtained the release of the Wabush SUB Plan amount of \$85,363.41 to the Monitor in trust for the benefit of the Wabush Mines' estate.
47. It is respectfully submitted that the extension of the Stay Period to November 30, 2018, is required to provide all CCAA Parties with sufficient time to, *inter alia*:
- a) seek an order of this Court sanctioning the Plan;

- b) assuming the Plan is sanctioned by the Court, implement the Plan and complete the distributions contemplated thereunder;
 - c) administer and pay the Proven Secured Claims and, as appropriate, other Unaffected Claims, each as defined in the Plan;
 - d) complete a potential transaction for the 3% net smelter royalty right held by CQIM in certain development properties located in the Kirkland mining belt;
 - e) complete the sale of Remaining Employee Homes;
 - f) complete the disposition of the Vacant Lands;
 - g) advance and if possible complete the responses to the Canada Revenue Agency in relation to the CRA Audit and any follow-up inquiries;
 - h) assist the Monitor with the implementation of the Allocation Methodology to the recoveries of the estates;
 - i) complete the review of the DPSP/RRSP Plans and develop a strategy for the disbursement of funds in the DPSP/RRSP Plans;
 - j) receive outstanding tax refunds due to the CCAA Parties;
 - k) work to resolve certain tax assessments;
 - l) assist the Monitor with respect to certain municipal tax assessment contestations; and
 - m) attend to complete certain post-closing matters related to the Scully Mine transaction.
48. It is anticipated that the requested extension of the Stay Period until November 30, 2018 will afford the CCAA Parties additional time that is needed to progress and substantially complete all of the foregoing.
49. The Monitor has advised the CCAA Parties that it supports the present Motion and the extension of the Stay Period. The CCAA Parties understand that the Monitor will file a report regarding the relief sought herein, including the proposed extension of the Stay Period.
50. Considering that the majority of the CCAA Parties' assets have been sold in the context of these CCAA Proceedings, and that the ongoing expenses consist of professional fees, the CCAA Parties believe that there is sufficient liquidity to fund the estimated ongoing costs and expenses of the CCAA Parties and any obligations incurred by them until November 30, 2018.
51. The CCAA Parties have acted and are acting with good faith and due diligence, circumstances exist that make the extension of the Stay Period appropriate and no stakeholder will be materially prejudiced by the extension of the Stay Period.

52. In light of the foregoing, the CCAA Parties respectfully ask this Court to extend the Stay Period to November 30, 2018, the whole subject to all other terms of the Bloom Lake Initial Order and the Wabush Initial Order.

6. PROCEDURAL MATTERS

53. The Petitioners submit that the notices given of the presentation of the present Motion are proper and sufficient.
54. Pursuant to paragraph 54 of the Bloom Lake Initial Order and to paragraph 56 of the Wabush Initial Order, all motions in these CCAA Proceedings are to be brought on not less than ten (10) calendar days' notice to all Persons on the service list. Each motion must specify a date (the "**Initial Return Date**") and time for the hearing.
55. The service of the present Motion serves as notice pursuant to paragraph 54 of the Bloom Lake Initial Order and paragraphs 47 and 56 of the Wabush Initial Order.
56. Paragraph 55 of the Bloom Lake Initial Order and paragraph 57 of the Wabush Initial Order require that any Person wishing to object to the relief sought on a motion in the CCAA Proceedings must serve responding motion materials or a notice stating the objection to the motion and grounds for such objection (a "**Notice of Objection**") in writing to the moving party and the Monitor, with a copy to all persons on the service list, no later than 5 p.m. Montréal time on the date that is four (4) calendar days prior to the Initial Return Date (the "**Objection Deadline**"). Accordingly, any parties wishing to object to the relief sought on this Motion must serve responding motion materials or a Notice of Objection by no later than 5 p.m. Montréal time on June 25, 2018.
57. Paragraph 56 of the Bloom Lake Initial Order and paragraph 58 of the Wabush Initial Order further provide that if no Notice of Objection is served by the Objection Deadline, the Judge having carriage of the motion may determine whether a hearing is necessary, whether such hearing will be in person, by telephone or in writing and the parties from whom submissions are required (collectively, the "**Hearing Details**").
58. Paragraph 57 of the Bloom Lake Initial Order and paragraph 59 of the Wabush Initial Order provide that the Monitor shall communicate with the Judge and the service list with respect to the Hearing Details.

7. CONCLUSIONS

59. In light of the foregoing, the Petitioners hereby respectfully seek the issuance of an order substantially in the form of the Draft Stay Extension Order (Exhibit R-1);
60. The present Motion is well founded in fact and in law.

FOR THESE REASONS, MAY IT PLEASE THE COURT TO:

GRANT the present Motion;

ISSUE an order substantially in the form of the Draft Stay Extension Order (Exhibit R-1) communicated in support hereof;

WITHOUT COSTS, save and except in case of contestation.

Montréal, June 18, 2018



BLAKE, CASSELS & GRAYDON LLP

Attorneys for the Petitioners and the Mises-en-cause

AFFIDAVIT

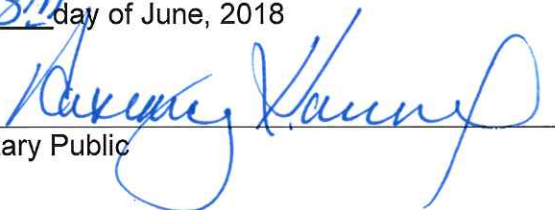
I, the undersigned, **CLIFFORD T. SMITH**, the Executive Vice-President and a director of Bloom Lake General Partner Limited and Cliffs Québec Iron Mining ULC, the President and a director of Bloom Lake Railway Company Limited and 8568391 Canada Limited, the President of Wabush Resources Inc., the President and a director of Wabush Iron Co. Limited, the Vice-President and a director of Arnaud Railway Company Limited and Wabush Lake Railway Company Limited, and a director of Quinto Mining Corporation, having a place of business at 1 Place Ville Marie, Bureau 3000, Montréal, Québec, H3B 4N8, solemnly affirm that all the facts alleged in the present *Motion for the Issuance of an Order Extending the Stay Period* are true.

AND I HAVE SIGNED:



CLIFFORD T. SMITH

SOLEMNLY DECLARED before me at
Cleveland, Ohio, on this
18th day of June, 2018



Notary Public



ROSEMARY HAUSWALD
NOTARY PUBLIC
FOR THE
STATE OF OHIO
My Commission Expires
October 7, 2020

NOTICE OF PRESENTATION

TO: Service List

TAKE NOTICE that the present *Motion for the Issuance of an Order Extending the Stay Period* will be presented for adjudication before the Honourable 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 Montréal, in the Montréal Courthouse located at 1, Notre-Dame Street East, Montréal, Québec, on **June 29, 2018**, at a time and in a room to be determined.

DO GOVERN YOURSELF ACCORDINGLY.

Montréal, June 18, 2018


BLAKE, CASSELS & GRAYDON LLP
Attorneys for the Petitioners and the Mises-en-cause

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT

Commercial Division

(Sitting as a court designated pursuant to the *Companies' Creditors Arrangement Act*, R.S.C., c. 36, as amended)

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

Mises-en-cause

-and-

FTI CONSULTING CANADA INC.

Monitor

LIST OF EXHIBITS

(In support of the *Motion for the Issuance of an Order Extending the Stay Period*)

R-1 Draft Stay Extension Order dated June 29, 2018;

Montréal, June 18, 2018



BLAKE, CASSELS & GRAYDON LLP

Attorneys for the Petitioners and the Mises-en-cause

N°: 500-11-048114-157

**SUPERIOR COURT
DISTRICT OF MONTREAL
(Commercial Division)**

**IN THE MATTER OF THE PLAN OF COMPROMISE
OR ARRANGEMENT OF:**

BLOOM LAKE GENERAL PARTNER LIMITED & AL.

Petitioners

-and-

**THE BLOOM LAKE IRON ORE MINE LIMITED
PARTNERSHIP & AL.**

Mises-en-cause

-and-

FTI CONSULTING CANADA INC.

Monitor

**MOTION FOR THE ISSUANCE OF AN ORDER
EXTENDING THE STAY PERIOD, AFFIDAVIT,
NOTICE OF PRESENTATION
AND EXHIBIT R-1
(Section 11 CCAA)**

ORIGINAL

The logo for Blakes, featuring the word "Blakes" in a stylized, cursive script font.

M^{re} Bernard Boucher

BB-8098

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