

CANADA

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 AUTHORIZATION OF A SPECIAL MODE OF SERVICE
(Article 138 C.C.P.)

**TO THE HONORABLE STEPHEN W. HAMILTON, J.S.C. OR ONE OF THE HONORABLE
JUDGES OF THE SUPERIOR COURT, SITTING IN THE COMMERCIAL DIVISION FOR THE**

**DISTRICT OF MONTREAL, THE WABUSH CCAA PARTIES (AS DEFINED BELOW)
SUBMIT:**

1. BACKGROUND

1. On January 27, 2015, Mr. Justice Martin Castonguay, J.S.C., issued an Initial Order (as amended on February 20, 2015, and as further amended from time to time, 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, Quinto Mining Corporation, 8568391 Canada Limited and Cliffs Québec Iron Mining ULC and the Mises-en-cause The Bloom Lake Iron Ore Mine Limited Partnership and Bloom Lake Railway Company Limited (collectively, the "**Bloom Lake CCAA Parties**"), as appears from a copy of the Bloom Lake Initial Order communicated herewith as **Exhibit R-1**.
2. Pursuant to the aforementioned Bloom Lake Initial Order, *inter alia*, FTI Consulting Canada Inc. was appointed as monitor of the Bloom Lake CCAA Parties (the "**Monitor**") (para. 39 of the Initial Order) and a stay of proceedings was ordered in respect of the Bloom Lake CCAA Parties until April 30, 2015 and was subsequently extended to July 30, 2015 (para. 8 *ff.* of the Bloom Lake Initial Order) and was further subsequently extended to July 30, 2015.
3. On May 20, 2015, Mr. Justice Stephen W. Hamilton, issued an Initial Order (the "**Wabush Initial Order**") extending the scope of the CCAA Proceedings to the Petitioners Wabush Iron Co. Limited and Wabush Resources Inc. and the Mises-en-cause Wabush Mines, Arnaud Railway Company and Wabush Lake Railway Company Limited (collectively, the "**Wabush CCAA Parties**"), as appears from a copy of the Wabush Initial Order communicated herewith as **Exhibit R-2**.
4. Pursuant to the Wabush Initial Order, *inter alia*, the Monitor was appointed as the monitor of the Wabush CCAA Parties (para. 39 of the Wabush Initial Order) and a stay of proceedings was granted until June 19, 2015 (the "**Wabush Stay Period**") (para. 7 *ff.* of the Wabush Initial Order).
5. Paragraph 47 of the Wabush Initial Order also provides, *inter alia*, that the Wabush CCAA Parties and the beneficiaries of the CCAA Charges (as defined in the Wabush Initial Order) are entitled to seek priority for the CCAA Charges ahead of all Encumbrances (as defined in the Wabush Initial Order) in favour of parties other than Cliffs Mining Company affecting the Property (as defined in the Wabush Initial Order) of the Wabush CCAA Parties on notice to those parties likely to be affected by such priority. Paragraph 47 of the Wabush Initial Order also states that it is the intention of the Wabush CCAA Parties to seek priority for the CCAA Charges ahead of all Encumbrances at the Comeback Hearing, which is scheduled for June 9, 2015 (paragraph 66 of the Wabush Initial Order).
6. The Wabush CCAA Parties intend to file an omnibus motion (the "**Wabush Comeback Motion**"), in which they will seek the following relief at the Comeback Hearing:
 - a) priority for the CCAA Charges over all Encumbrances in favour of parties other than Cliffs Mining Company, as Interim Lender (as defined in the Wabush Initial Order);

- b) *nunc pro tunc* approval of the sale and investment solicitation process for the Wabush CCAA Parties as previously approved by the Court as related to the Bloom Lake CCAA Parties;
 - c) *nunc pro tunc* authorization of the engagement of the sale advisor by the Wabush CCAA Parties as previously approved by the Court as related to the Bloom Lake CCAA Parties;
 - d) the granting of a charge over the Property of the Wabush CCAA Parties in favour of the sale advisor;
 - e) suspension of the payment of certain pension amortization payments;
 - f) extension of the Wabush Stay Period; and
 - g) issuance of an amended Wabush Initial Order accordingly.
7. Pursuant 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 and time for the hearing.
 8. Paragraph 64 of the Wabush Initial Order provides that Persons against whom an order is sought who are not previously involved in the CCAA Proceedings must receive service of documents, orders and other materials in respect of the CCAA Proceedings.
 9. Therefore, the Wabush CCAA Parties must serve the Wabush Comeback Motion on Persons against whom an order is sought on or before May 29, 2015.
 10. Nearly 20 Persons whose rights may be affected by the conclusions sought in the Motion have no known domicile or place of business in the Province of Québec.
 11. The Wabush CCAA Parties hereby also request authorization to serve any motions, documents, orders and other materials for which service is required pursuant to paragraph 64 of the Wabush Initial Order (including the Wabush Comeback Motion) on all Persons with no known domicile or place of business in Province of Québec by way of UPS, FedEx, Purolator or other similar courier service to the address of the domicile or place of business of such Persons to be served as known to the Wabush CCAA Parties.
 12. Additionally, in light of the conclusions sought therein, the Wabush CCAA Parties intend to provide notice of the Wabush Comeback Motion and Comeback Hearing to 919 pension beneficiaries who may be affected thereby (the "**Pension Beneficiaries**"), substantially in the form of the draft notice letter (the "**Pension Beneficiary Notice Letter**") communicated herewith as **Exhibit R-3**.
 13. The Wabush CCAA Parties hereby request authorization to serve the Pension Beneficiary Notice Letter on all Pension Beneficiaries by regular mail to the address of the domicile of such Persons as known to the Wabush CCAA Parties.
 14. The present Motion is well-founded in fact and in law.

FOR THESE REASONS, MAY IT PLEASE THE COURT TO:

GRANT the present Motion;

AUTHORIZE the CCAA Parties to serve any motions, documents, orders and other materials for which service is required pursuant to paragraph 64 of the Wabush Initial Order on all Persons with no known domicile or place of business in the Province of Québec by way of UPS, FedEx, Purolator or other similar courier service to the address of the domicile or place or business of such Persons to be served as known to the Wabush CCAA Parties;

AUTHORIZE the Wabush CCAA Parties to serve the Pension Beneficiary Notice Letter (Exhibit 12.R-3R-3) on all Pension Beneficiaries by regular mail to the address of the domicile of such Persons as known to the Wabush CCAA Parties;

WITHOUT COSTS.

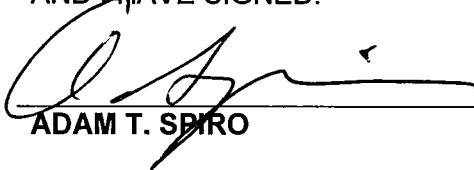
Montreal, May 27, 2015


BLAKE, CASSELS & GRAYDON LLP
Attorneys for the Wabush CCAA Parties

AFFIDAVIT


I, the undersigned, **ADAM T. SPIRO**, attorney, practicing my profession at the law firm Blake, Cassels & Graydon LLP located at 600 De Maisonneuve Boulevard West, Suite 2200, Montréal, Québec, H3A 3J2, solemnly affirm that all the facts alleged in the present *Motion for Authorization of a Special Mode of Service*.

AND I HAVE SIGNED:



ADAM T. SPIRO

SOLEMNLY DECLARED before me in the city of Montreal, on this 27th day of May, 2015



Commissioner of Oaths



NOTICE OF PRESENTATION

TO: The Honourable Stephen W. Hamilton, J.S.C.
Palais de justice
1 Notre-Dame Street East
Montréal (Québec) H2Y 1B6

TAKE NOTICE that the present *Motion for Authorization of a Special Mode of Service* 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 at a place and time to be determined.

DO GOVERN YOURSELF ACCORDINGLY.

Montréal, May 27, 2015


BLAKE, CASSELS & GRAYDON LLP
Attorneys for the Wabush CCAA Parties

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

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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

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Mises-en-cause

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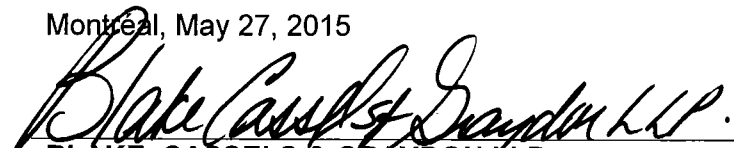
Monitor

LIST OF EXHIBITS

(In support of *Motion for Authorization of a Special Mode of Service*)

- R-1 Bloom Lake Initial Order;
- R-2 Wabush Initial Order;
- R-3 Form of Pension Beneficiary Notice Letter.

Montreal, May 27, 2015


BLAKE, CASSELS & GRAYDON LLP
Attorneys for the Wabush CCAA Parties

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 & ALS.**

Petitioners

-and-

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

Mises-en-cause

-and-

FTI CONSULTING CANADA INC.

Monitor

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LIST OF EXHIBITS
(IN SUPPORT OF MOTION FOR AUTHORIZATION OF A
SPECIAL MODE OF SERVICE)

M^{re} Bernard Boucher **BB-8098**

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