

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 LABEL AND NEIL JOHNSON**

PETITIONERS-Mises-en-cause

-and-

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

Mises-en-cause

-and-

MORNEAU SHEPELL
Mise-en-cause

**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 MICHEL A. PINSONNAULT, 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. (as he was then) dated June 22, 2015, as revised by the Order issued on December 21, 2017, (the "**Representation Order**"), Michael Keeper, Terence Watt, Damien Lebel (now deceased) and Neil Johnson are the Court-appointed representatives (the "**Representatives**") of all Salaried/Non-union employees and retirees of the Wabush CCAA Parties (as defined below) (the "**Salaried Members**") in the CCAA proceedings of the Wabush CCAA Parties (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 ("**Representative Counsel**").
2. At the time of their appointments in 2015, the Representatives and Representative Counsel were responsible for the representation of approximately 655 Salaried Members in these CCAA Proceedings.
3. The unionized employees are separately represented by counsel for the United Steelworkers, Locals 6254, 6285, 9996 (the "**USW**").

BACKGROUND

4. Wabush Iron Co. Limited, Wabush Resources Inc., Wabush Mines, Arnaud Railway Company, and Wabush Lake Railway Company Limited (collectively, the "**Wabush CCAA Parties**") had operated an open-pit iron ore mine in northern Labrador and a processing and shipping facilities in Sept-Iles, Quebec.
5. On May 20, 2015, the Wabush CCAA Parties obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36 ("**CCAA**"). FTI Consulting Canada Inc. was appointed as the Monitor. The CCAA

Initial Order includes, among other things, a stay of all proceedings that had been previously brought or could be brought against the Wabush CCAA Parties.

6. While under CCAA protection, Wabush Mines shut down all mining operations and began a sales process for all of its assets while under CCAA protection.
7. As part of their compensation as employees of the Wabush CCAA Parties, the Salaried Members earned post-retirement benefits which the Wabush CCAA Parties were contractually obligated to pay to them in their retirement years, including:
 - (a) a monthly pension benefit paid on retirement from the Contributory Defined Benefit Pension Plan for Salaried Employees of Wabush Mines, Cliffs Mining Company, Managing Agent (Nfld & Lab. Reg. No. 0021314, CRA Reg. No. 0343558) (the "**Salaried Pension Plan**");
 - (b) retiree health benefits and life insurance; and,
 - (c) an additional supplemental pension benefit for certain senior managers paid directly by the company (collectively, with the health and life insurance benefits referred to in (b) above, the "other post-employment benefits" or "**OPEBs**").
8. The Wabush CCAA Parties terminated the Salaried Members OPEBs entirely, immediately after obtaining CCAA protection. The loss to the Salaried Members was in the amount of approximately \$469,355,000.
9. The Salaried Pension Plan was underfunded, meaning that there were not enough assets in the plan to pay full pension benefits, by an amount of approximately \$27,450,000. This precipitated the Newfoundland Superintendent of Pensions (the "**Superintendent**") to order its wind up while the company was under CCAA protection, as well as a direct 25% reduction to the monthly pension benefits being paid to retirees.
10. The Salaried Members thus became major creditors of the Wabush CCAA Parties.
11. The vast majority of the Salaried Members are retired and elderly individuals. They are not commercial creditors, and do not have union representation. Prior to the appointment of Representative Counsel, they constituted one of the most vulnerable creditor groups in these CCAA Proceedings without means to represent themselves in complex and, often adversarial, insolvency proceedings where they had been significantly prejudiced.

Background to Legal Costs Orders for the Salaried Members

12. Pursuant to the Representation Order, four Salaried Members and Representative Counsel were appointed on behalf of the Salaried Members by Mr. Justice Hamilton.
13. Representative Counsel has provided important representation and assistance to the Salaried Members throughout the CCAA Proceedings, including valuing and resolving claims for amounts owing to the Salaried Members in respect of their OPEBs and pension losses.
14. Representative Counsel also functions as a single point of representation and contact for the 655 Salaried Members, thus streamlining the CCAA process and generating costs savings for the estates of the Wabush CCAA Parties.
15. In addition to settling the claims for the terminated OPEBs and pension losses, Representative Counsel was successful in resolving two major issues on behalf of the Salaried Members:
 - (a) advancing a claim for priority for the pension deficit in the underfunded Salaried Pension Plan which was ultimately settled and resulted in an improvement to the funded status of the Salaried Pension Plan and the deficit being treated as an unsecured claim; and
 - (b) outside the CCAA Proceedings, filing a class action on behalf of the same class of Salaried Members before the Newfoundland Superior Court against the non-CCAA filed parent companies of the Wabush CCAA Parties, seeking compensation for the losses suffered by the Salaried Members in respect of their pension losses and the terminated OPEBs. The class action was also ultimately settled on favourable terms for the Salaried Members¹ (together the "**Pension Settlement**").
16. As part of the Representation Order, the legal costs of the Representatives incurred from the inception of the CCAA Proceedings were ordered to be paid by the Wabush CCAA Parties. Further cost orders were issued throughout the CCAA Proceedings as the work required to represent the Salaried Members continued.
17. The motions for past cost orders proceeded unopposed, following negotiations with the Monitor and Wabush CCAA Parties.
18. In certain cases, the amount of the "fee cap" in the previous cost order was exceeded due to the work required in the period of the order, which in turn required another cost order to be sought for those "excess" incurred costs to be paid, as

¹ The USW commenced a similar class action on behalf of its members, which was also settled.

well as future anticipated costs. The chronology of costs orders is summarized below:

- (a) On October 28, 2016, by further 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 Representation Order, and the Representatives' legal costs for the period from October 1, 2016 until January 31, 2017, were directed to be paid by the Wabush CCAA Parties.
- (b) On May 31, 2017, by further Order of Mr. Justice Hamilton, the excess legal costs of the Representatives prior to February 1, 2017 and the Representatives' legal costs for the period from February 1, 2017 until June 30, 2017, were directed to be paid by the Wabush CCAA Parties.
- (c) On June 28, 2017, by further Order of Mr. Justice Hamilton, the Representatives' legal costs for the period from July 1, 2017 until November 30, 2017, were directed to be paid by the Wabush CCAA Parties.
- (d) On December 21, 2017, by further Order of Mr. Justice Hamilton, the firm FFMP was appointed as Québec Representative Counsel and the legal costs of FFMP for the months of October and November, 2017 and the Representatives' legal costs for the period from December 1, 2017 until March 31, 2018 were directed to be paid by the Wabush CCAA Parties.
- (e) On April 16, 2018, by further 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.
- (f) On June 29, 2018, the same day that Mr. Justice Hamilton approved the CCAA Plan (as defined below), he also ordered that the excess legal costs of the Representatives for the period April 1, 2018 to June 29, 2018 were to be paid by the Wabush CCAA Parties and established an aggregate cap of \$100,000 for the period from June 30, 2018, until the discharge of Representative Counsel or termination of the CCAA Proceedings.
- (g) On September 23, 2019, Mr. Justice Pinsonnault ordered that the Wabush CCAA Parties pay the excess legal costs of the Representatives for the period June 30, 2018 to August 31, 2019 and established an aggregate fee cap of \$75,000 for the period from September 1, 2019 to the earlier of the discharge of Salaried Members Representative Counsel or the termination of the CCAA Proceedings.
- (h) On June 21, 2022, by Order of Mr. Justice Pinsonnault, the legal costs of Representatives for the period of September 1, 2019 to May 31, 2022, were directed to be paid by the Wabush CCAA Parties. Mr. Justice Pinsonnault

also established an aggregate cap of \$75,000 for the period from June 1, 2022, until the earlier of the discharge of Representative Counsel or the termination of the CCAA Proceedings (the "**Ninth Order for Legal Costs**").

Approval and implementation of the CCAA Plan

19. On June 29, 2018, after extensive negotiations with creditors, including the Salaried Members, an Amended and Restated Joint Plan of Compromise and Arrangement was reached between the Wabush CCAA Parties and their creditors, which was approved by the Court (the "**CCAA Plan**").
20. Following the approval of the CCAA Plan, Representative Counsel's work included the following:
 - (a) advising the Representatives regarding the initial interim distribution paid to creditors, including to the Salaried Members with respect to their claims for terminated OPEBs, and responding to questions from Salaried Members regarding their distributions, individual claim amounts and income tax withholdings;
 - (b) advising the Representatives with respect to the distribution to the Salaried Pension Plan, as a result of the Pension Settlement reached in May 2018, and the corresponding decrease to the reduction in monthly pension benefits;
 - (c) providing submissions to the Monitor with respect to the tax treatment of certain distribution amounts;
 - (d) advising Salaried Members with respect to tax slips sent to the Salaried Members, which reported the distributions for some Salaried Members as taxable income when they were not taxable, and had had no tax withholdings applied at the time of the distribution;
 - (e) providing CCAA claim information to Salaried Members to assist with disputing repayment notices from Employment and Social Development Canada ("ESDC"), for Employment Insurance ("EI") that were precipitated by the distribution payments;
 - (f) advising the Representatives regarding the second interim distribution under the CCAA Plan; and
 - (g) advising the Salaried Members with respect to the annuity purchase process for pension plan wind-up.

Activities of Representative Counsel since June 1, 2022

21. Representative Counsel's work that was captured under the fee cap in the Ninth Order for Legal Costs has included attending, advising, and informing the Salaried Members with respect to significant developments that impact the retirees' claims and recoveries, including the appellate litigation brought by Revenu Quebec of the decision rendered by Mr. Justice Pinsonnault (the "**RQ Setoff Decision**") with respect to its purported set-off of the damage payment input tax credits claimed by Wabush CCAA Parties in respect of payments made to certain creditors in the interim distributions pursuant to the CCAA Plan.
22. The appeal of the RQ Setoff Decision was heard by the Quebec Court of Appeal on September 12, 2022.
23. On December 22, 2022, the Quebec Court of Appeal upheld the RQ Setoff Decision (the "**Setoff Appeal Decision**").
24. On or around February 16, 2023, Revenu Quebec sought leave to appeal the Setoff Appeal Decision before the Supreme Court of Canada.
25. Representative Counsel, along with the Monitor, Wabush CCAA Parties, and Quebec North Shore and Labrador Railway Company Inc. and Iron Ore Company of Canada, each filed a response to the leave application, submitting that the leave application should be denied.
26. On August 24, 2023, Revenu Quebec's leave application was denied by the Supreme Court of Canada.
27. In addition, Representative Counsel has dealt with a number of issues, including responding to questions from Salaried Members regarding their distributions, individual claim amounts, personal data corrections and updates, and income tax withholdings.
28. Further, numerous distribution cheques payable to the Salaried Members remain uncashed from the second interim distribution under the CCAA Plan, due to various issues including relocation or death of Salaried Members. Representative Counsel's activities have also included coordinating with the Monitor and the Representatives to locate and ensure delivery of their distribution cheques, as much as reasonably possible.
29. Representative Counsel also continues to respond to inquiries from Salaried Members regarding the second interim distribution and anticipates there will be further inquiries in respect of the pending third and final distribution under the CCAA Plan.

30. Both firms of Representative Counsel submitted their invoices to the Monitor from time to time pursuant to the Ninth Order for Legal Costs, and such invoices have been paid up to September 30, 2023.
31. The fees of Representative Counsel incurred for the period from June 1, 2022 to September 30, 2023, is in the aggregate amount of \$23,894.50 in respect of FFMP and \$29,161.00 in respect of KM (plus disbursements and taxes).

PROJECTED ACTIVITIES OF REPRESENTATIVE COUNSEL UNTIL THE TERMINATION OF THE CCAA PROCEEDINGS

32. Representative Counsel has a remaining balance of \$21,944.50 as at September 30, 2023 under the fee cap provided by the Ninth Order for Legal Costs. Nevertheless, given the tasks required to complete their Representative Mandate and advising the Salaried Members, including with respect to the pending third and final distribution, Representative Counsel is expecting to soon exhaust the balance of the current fee cap.
33. The future work of Representative Counsel is expected to be significant.
34. Representative Counsel anticipates that it will need to continue to interact with the Monitor for the additional issues that may arise related to the remaining and uncashed distributions, respond to questions to assist the Salaried Members, and address any remaining matters in the CCAA Proceedings that are relevant to the interests of the Salaried Members, including, as applicable, in respect of the payment of any Undistributable Amount (as defined in the CCAA Plan) in accordance with the CCAA Plan and the terms of the proposed Stay Extension and CCAA Termination Order sought by the Wabush CCAA Parties concurrently herewith.
35. Pending and following the third and final distribution, Representative Counsel will need to address the inquiries raised by Salaried Members. This will involve reviewing correspondence and estate documents relating to retirees' claims, calls with retirees and retiree committee members, updating retiree lists and corresponding with USW Counsel.
36. Pursuant to the terms of the proposed Stay Extension and CCAA Termination Order sought by the Wabush CCAA Parties concurrently herewith, it is contemplated that after the third and final distribution and the other remaining matters are completed, the Representatives and Representative Counsel will be discharged and released of their duties as representatives and legal counsel for the Salaried Members upon the issuance by the Monitor of the CCAA Termination Certificate,
37. It is respectfully submitted that the aggregate fee cap for work performed and to be performed by Representative Counsel for the period until the termination of the

CCAA Proceedings and the discharge of Representative Counsel should be increased to \$100,000 (plus disbursements and taxes).

38. Representative Counsel has been advised that neither the Monitor nor the CCAA Parties have an objection to the order for legal costs nor the amount sought herein.
39. The present Motion is well founded in fact and in law.

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

GRANT the present Motion;

ISSUE an Order in the form of the Draft Order communicated herewith as **Exhibit R -1**;

SHORTEN the delays for the service and presentation of the present Motion;

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, November 21, 2023



KOSKIE MINSKY LLP
Andrew J. Hatnay



FISHMAN FLANZ MELAND PAQUIN LLP
Mark E. Meland and Nicolas Brochu

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 Andrew J. Hatnay, carrying on practice at 20 Queen Street West, Suite 900, Toronto, ON M5H 3R3, hereby solemnly declare and make oath and say the following:

1. I am a partner with the firm of Koskie Minsky LLP, 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.



ANDREW J. HATNAY

SWORN BEFORE ME at Mississauga,
in the Province of Ontario,
on November 21, 2023



LSO# 88251V

A Commissioner for Oaths

AFFIDAVIT

i. the undersigned Michael Keeper, residing at 4-1115 Millwood Avenue, City of Brockville, in the Province of Ontario, solemnly declare and make oath and say the following:

3. I am a Court-appointed Representative of all Salaried/Non-union employees and retirees of the Wabush CCAA Parties;
4. All of the facts alleged in the present *Motion for an Order for Legal Costs of Salaried/Non-Union Employees and Retirees* are true.


MICHAEL KEEPER

SWORN REMOTELY by Michael Keeper of the City of Brockville, in the Province of Ontario, before me in the City of Mississauga, in the Province of Ontario, on November 21, 2023, in accordance with O. Reg. 431/20, *Administering Oath or Declaration Remotely*.



LSO# 88251V

A Commissioner for Oaths

NOTICE OF PRESENTATION


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

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 Michael A. Pinsonnault, 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 **November 28, 2023, at 9:30 a.m., by TEAMS, in virtual room 15.08.**

GOVERN YOURSELVES ACCORDINGLY.

Toronto and Montreal, November 21, 2023



KOSKIE MINSKY LLP
Andrew J. Hatnay



FISHMAN FLANZ MELAND PAQUIN LLP
Mark E. Meland and Nicolas Brochu

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 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
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8568391 CANADA LIMITED, CLIFFS QUÉBEC
IRON MINING ULC, WABUSH IRON CO.
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Petitioners

-and-

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

Mises-en-cause

-and-

FTI CONSULTING CANADA INC.

Monitor

-and-

**MICHAEL KEEPER, TERENCE WATT,
DAMIEN LABEL AND NEIL JOHNSON**

PETITIONERS-Mises-en-cause

-and-

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

Mises-en-cause

-and-


MORNEAU SHEPELL
Mise-en-cause

LIST OF EXHIBITS

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

R-1 Draft Tenth Order for Legal Costs of Salaried/Non-Union Employees And
Retirees

Toronto and Montreal, November 21, 2023



KOSKIE MINSKY LLP
Andrew J. Hatnay



FISHMAN FLANZ MELAND PAQUIN LLP
Mark E. Meland and Nicolas Brochu

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

EXHIBIT R-1

SUPERIOR COURT

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

N°: 500-11-048114-157

DATE: November 28, 2023

PRESIDING: THE HONOURABLE MICHEL A. PINSONNAULT, 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

**TENTH 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 November 21, 2023 (the "**Motion**") and having examined the affidavits thereto;
- [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;
- [4] **GIVEN** the *Order for Legal Costs of Salaried/Non-union Employees and Retirees* dated October 28, 2016;
- [5] **GIVEN** the *Third Order for Legal Costs of Salaried/Non-union Employees and Retirees* dated May 31, 2017;
- [6] **GIVEN** the *Fourth Order for Legal Costs of Salaried/Non-union Employees and Retirees* dated June 28, 2017;
- [7] **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;
- [8] **GIVEN** the *Sixth Order for Future Legal Costs of Salaried/Non-Union Employees and Retirees* dated April 16, 2018;
- [9] **GIVEN** the *Seventh Order for Future Legal Costs of Salaried/Non-Union Employees and Retirees* dated June 29, 2018;

- [10] **GIVEN** the *Eighth Order for Future Legal Costs of Salaried/Non-Union Employees and Retirees* dated September 23, 2019;
- [11] **GIVEN** the *Ninth Order for Future Legal Costs of Salaried/Non-Union Employees and Retirees* dated June 21, 2022; and
- [12] **GIVEN** the provisions of the *Companies' Creditors Arrangement Act*;

FOR THESE REASONS, THE COURT HEREBY:

- [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 October 1, 2023, to the earlier of the discharge of Representative Counsel or the termination of the CCAA Proceedings shall be paid by the Wabush CCAA Parties up to an aggregate fee cap of \$100,000 in legal fees, plus disbursements and applicable 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;
- [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.

MICHEL A. PINSONNAULT, J.S.C

Mtre Bernard Boucher and Mtre Milly Chow
Blake, Cassels & Graydon LLP
Attorneys for the CCAA Parties

Mtre Sylvain Rigaud
Woods LLP
Attorneys for the Monitor

Mtre Nicolas Brochu
Fishman Flanz Meland Paquin LLP
Mtre Andrew Hatnay
Koskie Minsky LLP
Representative Counsel

Date of hearing: November 28, 2023

No.: 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

-and-

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

PETITIONERS-Mises-en-cause

**MOTION FOR AN ORDER FOR LEGAL COSTS OF SALARIED/NON-
UNION EMPLOYEES AND RETIREES, AFFIDAVITS, NOTICE OF
PRESENTATION, LIST OF EXHIBITS AND EXHIBIT R-1
(Sections 11 and 11.52 of the *Companies' Creditors Arrangement Act*)**

ORIGINAL

Koskie Minsky LLP
20 Queen O. | W, #900
Toronto, Ontario M5H 3R3
T:416.595.2083 +
416.542.6288 | F:416.204.2872
Andrew Hatnay | Sydney Edmonds
ahatnay@kmlaw.ca | sedmonds@kmlaw.ca
AS-0G41

Fishman Flanz Meland Paquin LLP
4100-1250 René-Lévesque Blvd. West
Montreal, QC H3B 4W8
T:514.932.4100 | F:514.932.4170
Mark E. Meland | Nicolas Brochu
mmeland@ffmp.ca | nbrochu@ffmp.ca
BM-0309