

CANADA

PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL

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)

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**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

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**MOTION FOR THE ISSUANCE OF AN ORDER EXTENDING THE STAY PERIOD<sup>1</sup>**

(Section 11 of the *Companies' Creditors Arrangement Act*)

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**TO THE HONOURABLE MICHEL A. PINSONNAULT, J.S.C. OR ONE OF THE  
HONOURABLE JUDGES OF THE SUPERIOR COURT, SITTING IN COMMERCIAL**

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<sup>1</sup> 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).

**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 (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; 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.

the whole as appears from a copy of the Amended Claims Procedure Order, which forms part of the Court record.

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 (as defined therein) 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 (as defined therein) of the Participating CCAA Parties (the “**Meetings**”) to consider and vote on a resolution to approve the Plan.

12. The Plan effected comprehensive settlements reached in respect of Pension Claims (as defined therein), claims in respect of other post-retirement employee benefit, Other Employee Claims (as defined therein) and the Non-Filed Affiliate Employee Actions (as defined therein).
13. In particular, the Plan settled claims arising from any failure of the Wabush CCAA Parties to make certain normal course payments or special payments under the Wabush CCAA Parties' pension plans and for the wind-up deficit under the Wabush CCAA Parties' defined benefit pension plans pursuant to the *Pension Benefits Act* (Newfoundland and Labrador), the *Pension Benefits Standards Act (Canada)* and the *Supplemental Pension Plans Act (Quebec)*. In connection with implementation of the Plan, Notices of Discontinuances have since been filed with the Quebec Court of Appeal, the Supreme Court of Canada and the Newfoundland and Labrador Supreme Court Trial Division (General) in connection with the proceedings commenced before such courts related to such claims.
14. On June 18, 2018, the Meetings were held in accordance with the Plan and the Amended Meetings Order, and the Plan was approved by the Classes of Affected Unsecured Creditors (as defined therein), the whole as appears from the Court record.
15. On June 29, 2018, Mr. Justice Hamilton issued the Sanction Order dated June 29, 2018 (the “**Plan Sanction Order**”), the whole as appears from the Court record.
16. On July 30, 2018, Mr. Justice Hamilton issued the Plan Modification Order dated July 30, 2018 (the “**Plan Modification Order**”), pursuant to which minor modifications were made to the Plan in order to avoid unanticipated tax consequences, the whole as appears from the Court record.
17. On July 31, 2018, the Monitor issued the Plan Implementation Date Certificate, confirming the implementation of the Plan on July 31, 2018, the whole as appears from the Court record.
18. On or about August 10, 2018, the Monitor commenced interim distributions to non-employee Affected Creditors holding Proven Claims (as defined therein) under the Plan.
19. The Monitor has also informed the CCAA Parties that all Affected Creditors with secured claims that have been finally determined or resolved have been paid commencing on or about August 24, 2018. Certain secured claims remain unresolved including those secured claims that are affected by the outcome of certain municipal tax assessment appeals.
20. On or about September 5, 2018, after confirming the amount of applicable withholdings with the applicable taxing authorities, the Monitor commenced interim distributions to employee Affected Creditors holding Proven Claims under the Plan.

21. Tax reporting slips were issued in respect of the interim distributions to employee Affected Creditors. Questions regarding such reporting were subsequently raised by certain employee Affected Creditors and Representative Counsel. Consequently it was determined that it was necessary to amend or cancel certain tax reporting slips. The Monitor has informed the CCAA Parties that further information in respect of this issue will be provided in the Monitor's Report on this Motion.
22. The Stay Period has been extended by order of the Court from time to time, most recently on November 27, 2018, and currently expires on May 30, 2019, as appears from the Court record.

## 2. ORDER SOUGHT

23. 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 February 28, 2020, substantially in the form of the draft order communicated herewith as **Exhibit R-1** (the "**Draft Stay Extension Order**").

## 3. OVERVIEW OF NOTABLE OUTSTANDING MATTERS

### 3.1 Remaining Employee Homes

24. As was previously reported to this Court, 8 employee homes in the Town of Wabush remained unsold ("**Remaining Employee Homes**"). An offer to purchase the Remaining Employee Homes was received in March 2018 and a transaction for the sale and purchase of the Remaining Employee Homes closed on September 7, 2018. Wabush Resources and Wabush Iron have worked diligently with the purchaser of the Remaining Employee Homes complete various post-closing matters. All post-closing matters have now been completed.

### 3.2 The Allocation Methodology Approval Motion

25. In order to determine the amounts available for distribution in each of the CCAA Parties' estates to their respective creditors, the Monitor, in consultation with the CCAA Parties, developed and recommended a proposed methodology to allocate proceeds and costs among the CCAA Parties (the "**Allocation Methodology**").
26. On May 20, 2017, the CCAA Parties served a motion seeking the approval of the Allocation Methodology and an order approving the Allocation Methodology was granted.
27. 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 March 14, 2018, and on April 9, 2018 the Court dismissed the appeal (the "**Allocation Appeal Decision**").
28. On June 7, 2018, the City of Fermont filed an Application for leave to appeal the Allocation Appeal Decision to the Supreme Court of Canada. The Supreme Court of Canada denied leave to appeal on January 24, 2019.

### 3.3 The Post-Filing Claims Procedure

29. 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).
30. 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.
31. The Monitor had previously informed the CCAA Parties that Post-Filing Claims with an aggregate value of \$2.8 million were received under the Post-Filing Claims Procedure Order, including one D&O Post-Filing Claim in the amount of \$30,000, in each case by the applicable claims bar date.
32. The Monitor will update the Court on the status of the Post-Filing Claims in its report on this Motion.

### 3.4 CCAA Parties' Retirement Savings Plans

33. As was previously reported to this Court, during a review of outstanding matters remaining in the CCAA Proceedings, it was discovered that the defined contribution retirement plan of certain of the CCAA Parties known as the Cliffs Canadian Retirement Plan, Retraite Québec ("**RQ**") Registration No. 1241751 (the "**DC Plan**") had not been terminated and wound up.
34. After the closing of the transaction for a sale of the shares of Cliffs Chromite Ontario Inc. ("**Chromite**") on April 28, 2015 (the "**Chromite Share Sale**") to a subsidiary of Noront Resources Ltd., the CCAA Parties intended to terminate and wind-up the DC Plan. Termination was, however, delayed due to loss of personnel of the CCAA Parties and late approval by the Financial Services Commission of Ontario of amendments to the DC Plan, that was only obtained in 2018. Such approval was needed to complete the termination and wind-up process.
35. Through a series of amalgamations before and after the Chromite Share Sale, corporate registry searches show that Chromite is now Noront Muketei Minerals Ltd ("**Noront Muketei**"). Counsel for Noront Muketei has been informed of the status of the DC Plan and the proposed wind-up and termination.
36. Since the last extension of the Stay Period, counsel to the CCAA Parties have:
  - a) communicated with Sun Life to better understand the status of the DC Plan in terms of members and amount in the DC Plan and the process for the wind-up and termination of the DC Plan;
  - b) communicated with the Monitor to discuss and consider options relating to the DC Plan;
  - c) worked with Sun Life to complete Annual Information Returns for 2016 and 2017 which RQ required to be filed prior to the wind-up process being undertaken; and

- d) communicated with RQ to clarify certain issues related to the status of the DC Plan and to discuss the possibility of seeking a wind-up and termination of the DC Plan.
37. CCAA Parties' counsel and the Monitor continue to work diligently with Sun Life and RQ to carry out an efficient and cost-effective process for the wind-up and termination of the DC Plan.
38. As previously reported to this Court, in addition to the DC Plan, the CCAA Parties were informed by Sun Life of four additional retirement plans of the CCAA Parties:
- a) Wabush Mines Registered Retirement Savings Plan for salaried and unionized employees of Wabush Mines (the "**Wabush Group RRSP Plan**");
  - b) Cliffs SEC Mines de fer du Lac Bloom RRSP + DPSP (registration # 1231851) (the "**Bloom RRSP + DPSP**");
  - c) Cliffs group registered retirement savings plan ("**RRSP**"); and
  - d) Cliffs group non-registered savings plan ("**NREG**").
39. Since the last extension of the Stay Period, the CCAA Parties have worked with Sun Life to affect the termination and wind-up of the Wabush Group RRSP Plan, Bloom RRSP + DPSP, RRSP and NREG Plans. Sun Life has confirmed on April 1, 2019, that the Bloom RRSP + DPSP, the RRSP and the NREG plans were terminated. The CCAA Parties understand from Sun Life that the wind-up and termination of the Wabush Group RRSP Plan remains in progress.

### **3.5 Late Employee Claims**

40. In respect of certain late claims of former unionized and salaried employees of Wabush Mines with respect to severance and termination pay (the "**Late Employee Claims**"), settlements of the Late Employee Claims (the "**Late Employee Claims Settlements**") were reached and were approved by the Court on November 27, 2018. The Monitor has informed the CCAA Parties that distributions were subsequently made on account of the settled Late Employee Claims.

### **3.6 Motion of Commission Scolaire**

41. On September 27, 2018, Commission Scolaire filed a Motion to amend their proof of claim (as amended from time to time, the "**Commission Scolaire Motion**"), originally filed as unsecured, the whole as appears from the Court record.
42. Commission Scolaire takes the position that its claim is secured by operation of law, that its proof of claim contains a "good faith error", and that its claim should have been considered as secured by the Monitor and the CCAA Parties.
43. On December 12, 2018, Commission Scolaire filed an amended motion to clarify that a portion of its claim is post-filing and that it should be paid in full as a result. On February 4, 2019, Commission Scolaire re-amended its motion to seek leave to file a late post-filing claim.

44. The Monitor has informed the CCAA Parties that as a result of discussions with the Monitor, Commission Scolaire had agreed to suspend the Commission Scolaire Motion until the resolution of the municipal assessments underlying their claim. On March 30, 2019, Commission Scolaire formally served a request to the Court to suspend the Commission Scolaire Motion.
45. The Monitor further informed the CCAA Parties that on April 8, 2019, a hearing was conducted and a consent order was granted, providing for a temporary stay of the Commission Scolaire Motion until a decision is rendered following the hearing before the Court of Quebec, scheduled for September 17-18, 2019, concerning whether the mine itself is subject to assessments and taxation under the *Act respecting municipal taxation* (Quebec). The CCAA Parties undertand from the Monitor that further details on the dispute involving municipal tax assessments will be provided in the Monitor's report on this Motion.

### **3.7 Arbitration Recognition Proceedings Initiated by Worldlink Resources Limited**

46. As was previously reported to this Court, on December 15, 2017, BLGP, BLLP and CQIM were served with a Summons in a Civil Action commenced in the United States District Court for the Southern District of New York (the "**US Court**") in a file bearing the caption Worldlink Resources Ltd. v Bloom Lake General Partner Ltd., et a., Civil Action No. 17 Civ. 8485 (the "**Arbitration Recognition Proceedings**") and instituted by Worldlink Resources Inc. ("**Worldlink**").
47. This Arbitration Recognition Proceedings sought the amount of US\$71,074,689.16.
48. Given the Plan and releases contained therein which became effective on the implementation of the Plan, the CCAA Parties requested that Worldlink consent to the dismissal of the Arbitration Recognition Proceedings. A consent stipulation of dismissal was obtained and filed with the US Court in the Arbitration Recognition Proceedings on April 1, 2019. Consequently, the Arbitration Recognition Proceedings have now been dismissed.

### **3.8 Twin Falls Corporation**

49. Twin Falls Power Corporation Limited ("**Twin Falls**") is incorporated under the laws of Canada. Wabush Iron and Wabush Resources each respectively hold a 4.6% and 12.5% interest in Twin Falls.
50. Until their resignation on July 14, 2017, two representatives of Wabush Iron and Wabush Resources were members of the board of directors of Twin Falls.
51. Twin Falls developed a 225 megawatt hydroelectric generating plant on the Unknown River in Labrador. The plant, which has been inoperative since 1974, is located on land that was subleased by Twin Falls from Churchill Falls (Labrador) Corporation Limited ("**Churchill Falls**"). That sub-lease expired on December 31, 2014 and ownership of the plant now resides with Churchill Falls.
52. According to December 31, 2018 financial statements for Twin Falls, approximately \$5.89 million in cash, cash equivalents and short-term investments are being held by



Twin Falls. Twin Falls has refused to make a distribution to shareholders, however, because of concerns related to possible environmental liabilities.

53. The CCAA Parties have been exploring options with Twin Falls and the other shareholders. To date, no particular resolution has been agreed to but the parties are continuing discussions.

### **3.9 Income Taxes**

54. Although the audit by Canada Revenue Agency (“**CRA**”) in respect of certain income tax filings for the tax years 2010 to 2015, as previously report to the court in the Monitor’s Third, Fourth and Fortieth Reports have been suspended pending the filing and review of the 2018 tax returns to be filed, the CCAA Parties have continued to respond to other inquiries and matters from CRA and RQ with respect to certain pre-filing and post-filing income tax returns, including with respect to the amended 2016 and 2017 income tax returns submitted for Arnaud (the “**Arnaud Amended Returns**”).
55. In connection with the Arnaud Amended Returns, the CRA has raised questions regarding the allocations of income and expenses set out in the Arnaud Amended Returns pursuant to the Allocation Methodology. The CCAA Parties, with the assistance of the Monitor and their advisors, have been working with the CRA to attempt to resolve these questions and are also working with the CRA and RQ to resolve other matters raised in respect of the CCAA Parties’ income tax filings.

## **4. THE EXTENSION OF THE STAY PERIOD IS APPROPRIATE**

56. 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.
57. Since the Stay Period was last extended to May 30, 2019, 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 co-operation and complete access to the CCAA Parties’ Property, premises and books and records;
  - b) attended to customary post-closing matters following various sales of CCAA Parties’ assets;
  - c) worked with Sun Life in their pursuit of the wind-up and termination of the Wabush Group RRSP Plan, Bloom RRSP + DPSP, RRSP and NREG;
  - d) worked with Sun Life and RQ in pursuit of a wind-up and termination of the DC Plan;
  - e) worked to resolve various outstanding tax assessments and audits of the CCAA Parties;
  - f) worked to resolve various outstanding issues related to the CCAA Parties’ income tax returns;

- g) assisted the Monitor in filing for and pursuing federal and Quebec sales tax refunds;
  - h) considered options relating to the CCAA Parties' interest in Twin Falls;
  - i) attended to post-closing matters related to the sale of Remaining Employee Homes;
  - j) communicated with the claims administrator with respect to proofs of claim filed by certain of the CCAA Parties in respect of settlement of U.S. class actions involving foreign exchange instruments (the "**U.S. FX Class Actions Claims**");
  - k) attended to reviewing settlement documents in respect of Canadian class actions involving foreign exchange instruments (the "**CDN FX Class Actions**") and conducted diligence as to whether any of the CCAA Parties have any transactions that would be entitled to a distribution of settlement funds; and
  - l) obtained a consent stipulation for dismissal in the Arbitration Recognition Proceedings.
58. It is respectfully submitted that the extension of the Stay Period to February 28, 2020 is required to provide all CCAA Parties with sufficient time to, *inter alia*:
- a) continue to pursue wind-up and termination of the Wabush Group RRSP Plan;
  - b) continue to pursue the wind-up and termination of the DC Plan;
  - c) complete the disposition of the Twin Falls shares of the CCAA Parties;
  - d) continue responding to audit inquiries and follow-up inquiries from the CRA and RQ and work to resolve any open audit issues;
  - e) work with the Monitor to resolve and obtain any outstanding federal and Quebec sales tax refunds due to the CCAA Parties;
  - f) work with the Monitor to resolve outstanding issues related to federal and Quebec sales tax filings and to obtain any refunds due to the CCAA Parties;
  - g) work with the Monitor to resolve outstanding issues related to federal and Quebec income tax filings;
  - h) attend to the completion of certain outstanding post-closing matters related to the Wabush Mine transaction;
  - i) the collection of any amounts recoverable from the U.S. FX Class Actions Claims;
  - j) complete assessment of whether any of the CCAA Parties have any transactions that may be entitled to a distribution of settlement funds in the CDN FX Class Actions and to apply for a distribution of settlement funds, if appropriate; and
  - k) complete the dissolutions contemplated under the Plan.

59. It is anticipated that the requested extension of the Stay Period until February 28, 2020 will afford the CCAA Parties additional time that is needed to progress and substantially complete all of the foregoing.
60. 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 proposed extension of the Stay Period.
61. 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 February 28, 2020.
62. 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.
63. In light of the foregoing, the CCAA Parties respectfully ask this Court to extend the Stay Period to February 28, 2020, the whole subject to all other terms of the Bloom Lake Initial Order and the Wabush Initial Order.

## 5. PROCEDURAL MATTERS

64. The Petitioners submit that the notices given of the presentation of the present Motion are proper and sufficient.
65. 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.
66. 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.
67. 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 May 20, 2019.
68. 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**").

69. 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.

**6. CONCLUSIONS**

70. 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);

71. 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.

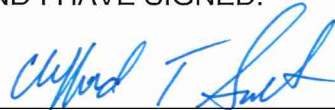
Montréal, May 9, 2019

  
**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  
10<sup>th</sup> day of May, 2019



\_\_\_\_\_  
Notary Public



**ANNETTE ANTHONY**  
**NOTARY PUBLIC**  
**STATE OF OHIO**  
Recorded in  
Cuyahoga County  
My Comm. Exp. 11/12/2022

**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 Michel A. Pinsonnault, 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 **May 24, 2019, at 9:30 in room 15.10.**

**DO GOVERN YOURSELF ACCORDINGLY.**

Montréal, May 9, 2019

A handwritten signature in blue ink, appearing to read "Blake Cassels & Graydon", is written over a horizontal line.

**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'  
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ARNAUD RAILWAY COMPANY  
WABUSH LAKE RAILWAY COMPANY LIMITED**

Mises-en-cause

-and-

**FTI CONSULTING CANADA INC.**

Monitor

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**LIST OF EXHIBITS**

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

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**R-1** Draft Stay Extension Order

Montréal, May 9, 2019



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**BLAKE, CASSELS & GRAYDON LLP**

Attorneys for the Petitioners and the Mises-en-cause

N°: 500-11-048114-157

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

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**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

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

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**ORIGINAL**

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

**M<sup>re</sup> Bernard Boucher**

**BB-8098**

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Our File: 11573-375