

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT  
OF IMPERIAL TOBACCO CANADA LIMITED AND IMPERIAL TOBACCO  
COMPANY LIMITED

Applicants

---

**BOOK OF REPRESENTATION ORDERS**

(Motion on April 25, 2019 for a Representation Order)

---

April 23, 2019

**KAPLAN LAW**  
393 University Av., Suite 2000  
Toronto ON M5G 1E6

**Ari Kaplan** (LSO #42042S)  
Tel: 416 565.4656  
Fax: 416 352.1544  
Email: ari@kaplanlaw.ca

Counsel to the Former Genstar  
U.S. Retiree Group Committee  
and Proposed Representatives

## INDEX OF REPRESENTATION ORDERS

### TAB   ORDER

1. *Re Bloom Lake General Partner Limited* QCSC File No. 500-11-048114-157, June 22, 2015 per Hamilton J.S.C.;
2. *Re Canwest Publishing Inc.* No. CV-10-8533-00CL, March 5, 2010, per Pepall, J.;
3. *Re Essar Steel Algoma Inc.* ONSC No. CV-15-000011169-00CL, November 9, 2015 per Newbould J.
4. *Re Fraser Papers Inc.* ONSC No. CV-09-8241-00CL, Sept. 17, 2009, per Pepall, J.;
5. *Re Nortel Networks Corp.* ONSC No. 09-CL-7950, May 27, 2009 per Morawetz J.;
6. *Re Sears Canada Inc.* ONSC No. CV-17-11846-00CL, July 13, 2017 per Hainey J.;
7. *Re Target Canada Co.* ONSC No. CV-15-10832-00CL, January 15, 2015 per Morawetz J. (excerpts).
8. *Re US. Steel Canada Inc.* ONSC No. CV-14-10695-00CL, October 8, 2014 per Wilton-Siegel J.;

# TAB 1

Re Bloom Lake General Partner Limited QCSC File  
No. 500-11-048114-157, June 22, 2015 per  
Hamilton J.S.C.;

CANADA

PROVINCE OF QUEBEC  
DISTRICT OF MONTRÉAL

File: No: 500-11-048114-157

SUPERIOR COURT  
(Commercial Division)

---

Montreal, June 22, 2015

Presiding: The Honourable Mr. Justice Stephen W.  
Hamilton, J.S.C.

---

**IN THE MATTER OF THE COMPANIES',  
CREDITORS ARRANGEMENT ACT, R.S.  
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 QUEBEC  
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

---

**ORDER APPOINTING REPRESENTATIVES AND REPRESENTATIVE COUNSEL**

1. **THE COURT**, upon reading the Petitioners-Mises-en-cause *Motion for an order appointing the Petitions-Mises-en-cause as Representatives of Salaried/Non-Union and Retired Employees of the Wabush CCAA Parties*, having examined the affidavit of Michael Keeper affirmed the 15<sup>th</sup> day of June, 2015, and the exhibits thereto;
2. **CONSIDERING** the submissions of counsel for the Petitioners-Mises-en-cause, the submissions of counsel for the Wabush CCAA Parties, and such other counsel as were present;
3. **GIVEN** the Monitor's 7<sup>th</sup> Report and the recommendations contained therein concerning the appointment of the Representatives and Representative Counsel for the Salaried Members, as defined below; and
4. **GIVEN** the provisions of the *Companies' Creditors Arrangement Act*;

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

5. **GRANTS** the motion of the Petitioners-Mises-en-cause (the "**Representatives**") appointing them as representatives of all salaried/non-Union employees and retirees of the Wabush CCAA Parties (namely, Wabush Iron Co. Limited, Wabush Resources Inc., Wabush Mines, Arnaud Railway company and Wabush Lake Railway Company Limited) or any person claiming an interest under or on behalf of such employees or former employees or pensioners and surviving spouses, or group or class of them (excluding Opt-Out Individuals, as defined below, if any), (collectively, the "**Salaried Members**"), in these CCAA proceedings, for the purpose of representing the Salaried Members in these CCAA proceedings and in particular with respect to proving, settling or compromising the rights and claims of the Salaried Members in these CCAA proceedings, who shall be bound by the actions of the Representatives and Representative Counsel (as defined below) in these CCAA proceedings;
6. **GRANTS** the appointment of Koskie Minsky LLP and Nicholas Scheib (collectively, "**Representative Counsel**") as legal counsel to the Representatives in their capacity as representatives for the Salaried Members in these CCAA proceedings with the mandate to provide assistance to the Salaried Members so that the Salaried Members are able to

participate in the CCAA proceedings and the restructuring process in a more efficient manner, including to assist the Salaried Members in the evaluation of their entitlements and claims in a cost-effective and timely manner;

7. **ORDERS** that, subject to an agreement among the Representatives, Representative Counsel and the Wabush CCAA Parties (the "**Representative Counsel Letter**"), all reasonable legal fees, taxes and disbursements that may be incurred on or after the Filing Date by the Representatives and by Representative Counsel in these CCAA proceedings only shall be paid by the Wabush CCAA Parties on a monthly basis, forthwith upon the rendering of 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, in the following amounts: \$45,000 (CDN) in respect of legal fees of the Salaried Members as an initial payment in respect of the legal fees incurred by the Salaried Members from the inception of these CCAA proceedings to the date of this order; an amount of up to \$30,000 per month for the legal fees of the Salaried Members thereafter commencing for and including the month of June, 2015 for a total cap for legal fees of \$150,000. Any amount that is remaining in the cap in a given month can be carried forward to be applied to increase the cap in a future month, or can be applied toward the legal fees incurred in a past month(s) that exceeded the cap in such past month(s) and has not been paid. Notwithstanding any other provision of this Order, the Wabush CCAA Parties shall not pay any legal fees, taxes or disbursements of the Representatives and Representative Counsel if payment thereof by the Wabush CCAA Parties would be prohibited by the Interim Financing Term Sheet approved by Order of the Court dated May 20, 2015, in particular, any legal fees, taxes and disbursements of the Representatives and Representative Counsel in respect of: a) any contestation by the Representatives or Representative Counsel to the Interim Facility provided by Cliffs Mining Company pursuant to the Interim Financing Term Sheet (the "**Interim Facility**"), including any terms thereof or b) any litigation that may be brought or supported by the Representatives or Representative Counsel against the directors of the Wabush CCAA parties in their personal capacity or against Cliffs Mining Company, in its capacity as Interim Lender under the Interim Facility;

8. **DIRECTS** that any disagreement regarding the legal fees, taxes and disbursements of the Representatives and Representative Counsel may be remitted to this Court for determination;
9. **DIRECTS** a notice of the granting of this Order be provided to the Salaried Members by advertisement in a national and French newspaper at the expense of the Wabush CCAA Parties and under such other terms and conditions as to be agreed upon by the Representatives, the Wabush CCAA Parties and the Monitor, and the form of the advertisement shall be as agreed by Representative Counsel, the Wabush CCAA Parties and the Monitor (and in the event of any dispute, such dispute to be decided by this Court);
10. **ORDERS** that any individual Salaried Member who does not wish to be represented by the Representatives and Representative Counsel and thereby bound by their subsequent actions and decisions shall, within the later of 90 days of publication of the newspaper notice, so notify the Monitor, in writing, by facsimile, mail or email, substantially in the form attached hereto as Appendix A, that he or she wishes to opt out of representation by the Representatives or Representative Counsel (an "**Opt-Out Notice**") and thereafter he or she shall not be represented by the Representatives or Representative Counsel in these proceedings and shall represent himself or herself, personally or through counsel that he or she may retain at his or her own expense as an independent, individual party to the extent that they wish to participate in these proceedings (any such persons who deliver an Opt-Out Notice in compliance with the terms of this paragraph are hereinafter referred to individually as an "Opt-Out Individual and collectively, "**Opt-Out Individuals**") and the Representatives and Representative Counsel shall have no obligation to represent the Opt-Out Individuals;
11. **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;

12. **DIRECTS** the Wabush CCAA Parties to provide to the Representatives and Representative Counsel, without charge, the following information, documents and data (the "Information"):

- a. the names, last known address and last known email addresses (if any) of all the Salaried Members as well as applicable data regarding their entitlements, subject to a confidentiality agreement as applicable and to only be used for the purposes of these proceedings; and
- b. upon request of Representative Counsel, such documents and data as may be relevant to matters relating to the issues in these proceedings, including documents and data pertaining to pension plans, group RRSPs, supplemental retirement arrangements, and post-retirement benefit plans of the Salaried Members, including up to date financial information regarding the funding and investments of any of these arrangements and including, in particular, documents and data pertaining to:
  - (i) the Contributory Pension Plan for Salaried Employees of Wabush Mines, Cliffs Mining Company, Managing Agent (CRA registration No. 0343558) (the "**Salaried Plan**");
  - (ii) Participants in the Wabush Mines Registered Retirement and Savings Plan (the "**Group RRSP**");
  - (iii) Wabush Mines, Cliffs Mining Company, Managing Agent – Supplemental Retirement Arrangement (the "**SRA**");
  - and (iv) post-retirement benefit plans applicable to salaried employees of the Wabush Group (the "**Health Benefits**");

and that, in so doing, the Wabush CCAA Parties are not required to obtain express consent from such Salaried Members authorizing disclosure of the Information to the Representatives and Representative Counsel and, further, in accordance with section 18(9) of *An Act respecting the Protection of Personal Information in the Private Sector*, CQLR c P-39.1, this Order shall be sufficient to authorize the disclosure of the Information without the knowledge or consent of the Salaried Members;

13. **AUTHORIZES** the Representatives and Representative Counsel, the Wabush CCAA Parties and the Monitor to apply to this Honourable Court for advice and directions in respect of any matter in relation to the discharge or variation of their respective powers and duties in relation to this Order;
14. **DECLARES** that the Representatives and Representative Counsel shall have no liability as a result of their appointment or the fulfilment of their duties in carrying out the provisions of this Order save and except for claims based on any gross negligence or wilful misconduct on their part;
15. **DECLARES** that service and notice of this motion was good and sufficient and hereby dispenses with further service thereof;
16. **WITHOUT COSTS.**

June 22, 2015

  
STEPHEN W. HAMILTON, J.S.C.

APPENDIX A

NOTICE TO OPT-OUT OF REPRESENTATION IN CCAA PROCEEDINGS

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, Ontario M5K 1G8

Attention: ●

Telephone: 416-649-8074  
Toll free phone number: 1-844-846-7135  
Email: Wabush@fticonsulting.com

**Re: Notice to Opt-Out of Representation in the Matter of Bloom Lake & Wabush Mines –  
CCAA (the “CCAA Proceedings”)**

I \_\_\_\_\_, am a Non-Union Employee or Retiree.

The Order directs that Salaried Members who do not wish to be represented in the CCAA Proceedings by Representative Counsel and bound by their actions may opt out by delivering this letter in accordance with the terms of the Order.

I hereby notify the Monitor that I do not wish to be represented by the Representatives and bound by their action and I will be separately represented to the extent that I wish to appear in the CCAA Proceedings.

\_\_\_\_\_  
DATE

\_\_\_\_\_  
NAME

# TAB 2

Re Canwest Publishing Inc. No. CV-10-8533-00CL,  
March 5, 2010, per Pepall, J.



the Monitor and the Bank of Nova Scotia in its capacity as Administrative Agent for the Senior Lenders to Canwest Limited Partnership (the "Administrative Agent") and such other counsel as were present, no one else appearing although duly served,

**UPON BEING ADVISED** by counsel for the Representatives that a Representative is to be appointed unopposed, namely Juliet O'Neill, and who shall therefore be included as a Representative for all purposes described in this Order;

1. **THIS COURT ORDERS** that further service of the Notice of Motion and Motion Record on any party not already served is hereby dispensed with, such that this motion was properly returnable.
2. **THIS COURT ORDERS** that the Russell Mills, Blair MacKenzie, Rejean Saumure, Les Bale and Juliet O'Neill (collectively, and as such members may be replaced from time to time, the "Representatives") are hereby appointed to represent, in this proceeding under the *Companies' Creditors Arrangement Act* (Canada) (the "CCAA Proceeding"), a related proceeding under the *Bankruptcy and Insolvency Act* (Canada) (the "BIA") or any other related proceeding which has or may be brought before this Honourable Court (collectively, the "Proceedings"), the current and former employees and retirees of the LP Entities who are not represented by a union, or were not represented by a union at the time of their separation from employment including for greater certainty but not limited to publishers, editors and department heads of newspapers (a "Current or Former Salaried Employee"), or any person claiming an interest under or on behalf of a Current or Former Salaried Employee including beneficiaries and surviving spouses but excluding any person who is (a) a current director or officer of any of the

Applicants, or an employee of the LP Entities involved in providing instructions to counsel to the LP Entities with respect to the Proceeding; or (b) who has served a notice pursuant to paragraph 10 of this order; or (c) is otherwise represented in the Proceedings (all of whom, other than the excluded parties, being collectively referred to herein as the “Represented Parties” and individually, a “Represented Party”), including, without limitation, for the purpose of settling or compromising claims of the Represented Parties in the Proceedings.

3. **THIS COURT ORDERS** that, Nelligan O’Brien Payne LLP and Shibley Righton LLP are hereby appointed as co-counsel (“Representative Counsel”) for all the Represented Parties in the Proceedings for any issues affecting the Represented Parties in the Proceedings.

4. **THIS COURT ORDERS** that Representative Counsel shall represent the interests of the Represented Parties in all aspects of the Proceedings, without any obligation to consult with or seek instructions from the Represented Parties other than the Representatives, unless otherwise ordered by the Court.

5. **THIS COURT ORDERS** that the LP Entities shall, subject to Representative Counsel executing a confidentiality agreement, provide to Representative Counsel, without charge, the following information to be used only for the purposes of the Proceedings:

- a. the names, last known addresses, phone numbers and last known e-mail addresses (if any) of all the Represented Parties;

b. upon the reasonable request of Representative Counsel, and subject to any confidentiality obligations of the LP Entities, such documents and data as are relevant to matters relating to the issues affecting the Represented Parties in the Proceedings, including documents and data relating to the various pension, benefit, supplementary pension and other arrangements for group health and life insurance applicable to the Represented Parties, including up-to-date financial information regarding, if applicable, the funding and investments of any of these arrangements and any associated actuarial valuations and reports.

6. **THIS COURT ORDERS** that any Represented Party whose personal information is provided to the Representative Counsel by the LP Entities pursuant to this Order is deemed to have consented for the purposes of any applicable privacy legislation to the LP Entities providing such information and to the collection, use and disclosure by the Representative Counsel of such information, provided that such information will be used or disclosed by the Representative Counsel solely for the purpose of representing the Represented Parties' interests in these Proceedings.

7. **THIS COURT ORDERS** that, subject to such fee arrangements to be agreed to by the LP Entities, the Representatives, Representative Counsel, and the Administrative Agent, or as have been ordered by this Court, all reasonable legal, actuarial and financial expert and advisory fees and all other incidental fees and disbursements, as may be incurred by the Representatives and Representative Counsel in the CCAA Proceeding from and after the date of this Order shall be paid by the LP Entities on a monthly basis, forthwith upon the rendering of accounts to the LP Entities. In the event of any disagreement regarding such fees, such matters may be remitted to

this Court for determination. For greater certainty, the granting of funding is limited to the CCAA Proceeding, and nothing in this Order is intended to provide for the funding of the legal, actuarial and financial expert and advisory fees or other incidental fees and disbursements of the Representatives or Representative Counsel in a related proceeding under the BIA or any other related proceeding.

8. **THIS COURT ORDERS** that, notwithstanding paragraph 7 of this Order, the LP Entities shall not be required to pay for, and neither the Representatives nor Representative Counsel shall include in their accounts submitted for payment, any amounts incurred in investigating, preparing or pursuing any claims contemplated or asserted by the Represented Parties, or any one or more of them, against the current or former directors, deemed directors or officers of the LP Entities (or their predecessors, as applicable).

9. **THIS COURT ORDERS** that notice of the granting of this Order be provided to the Represented Parties by advertisement in an edition of the national edition of the *National Post* and other such LP Entity newspapers as may be agreed by the Representatives, the LP Entities and the Monitor, in such form and under such terms as shall be agreed upon by the Representatives, the LP Entities and the Monitor, and that a notice substantially in the form attached as Schedule "A" hereto, together with a French translation thereof (the "Notice"), shall also be provided to the Represented Parties by (i) e-mailing an electronic copy of the Notice as soon as practicable after the granting of this Order to Current Salaried Employees; (ii) mailing a copy of the Notice to Former Salaried Employees by ordinary mail to the physical address of the Former Salaried Employees, as last shown in the books and records of the LP Entities; and (iii) posting a copy of the Notice on the Monitor's website.

10. **THIS COURT ORDERS** that the Representatives, or Representative Counsel on their behalf, are authorized to take all steps and to do 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.

11. **THIS COURT ORDERS** that any individual Represented Party who does not wish to be represented by the Representatives or Representative Counsel pursuant to the terms of this Order or all other related Orders which may subsequently be made in the Proceedings concerning the Represented Parties or relating to the appointment of the Representatives and/or Representative Counsel shall, no later than April 16, 2010, notify the Monitor, in writing, by facsimile, mail or delivery, and in the form attached as Schedule "B" hereto and shall thereafter not be so represented and shall be represented themselves as an independent individual party to the extent they wish to appear in the Proceedings.

12. **THIS COURT ORDERS** that the Representatives and Representative Counsel shall have no liability as a result of their respective appointment or the fulfilment of their duties in carrying out the provision of this Order save and except for any gross negligence or wilful misconduct on their part and that no action or other proceedings shall be commenced against the Representatives and/or Representative Counsel relating to their acting as such, except with prior leave of this Court, on at least 7 day's notice to the Representatives and Representative Counsel and upon further order in respect of security for costs, to be given by the plaintiff for the costs on a substantial indemnity basis, of the Representatives and Representative Counsel in connection with any such action or proceeding.

13. **THIS COURT ORDERS** that Representative Counsel shall be given notice of all motions to which the Represented Parties are entitled to receive notice in the Proceedings and that it shall be entitled to represent those on whose behalf it is hereby appointed in all such motions.

14. **THIS COURT ORDERS** that the Representatives shall be at liberty and are authorized at any time to apply to this Honourable Court for advice and directions in the discharge or variation of their powers and duties upon notice to the LP Entities and the Monitor and to other interested parties, unless otherwise ordered by the Court.

15. **THIS COURT ORDERS** that any of the Representatives may resign and that, on notice to the LP Entities and the Monitor, the remaining Representatives may appoint any other individual Represented Party as a replacement, which replacement will have all of the rights and obligations of the resigning Representative as though they had been named in this Order. If there is any disagreement concerning the appropriateness of a replacement Representative, it may be remitted to the Court for determination.

16. **THIS COURT ORDERS** that in the event that this Order is later amended by further Order of the Court, the Monitor may post such further Order on the Monitor's website and such posting shall constitute adequate notice to the Represented Parties of such amended Order.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

MAR 22 2010

PER / PAR:





## SCHEDULE "A"

Pursuant to an order of the Ontario Superior Court of Justice dated March 5, 2010 in the CCAA proceeding (the "Proceeding") commenced by Canwest Publishing Inc. and certain other entities (the "LP Entities"), Russell Mills, Blair MacKenzie, Rejean Saumure, Les Bale and Juliet O'Neill have been appointed as representatives of the current and former salaried (i.e. non-unionized) employees of the LP Entities, and persons claiming on their behalf or through them (the "Represented Parties"). Nelligan O'Brien Payne LLP and Shibley Righton LLP were jointly appointed as counsel for the Represented Parties. A copy of the Order is attached.

Subject to fee arrangements that have been agreed to by the LP Entities, the representatives and their counsel, the LP Entities will be responsible for the reasonable legal fees incurred by the court-appointed counsel in carrying out their prescribed mandate. Accordingly, **you are not required to contribute to the fees of counsel for the Represented Parties.**

**If you do not wish to be bound by this order**, you must notify the court-appointed Monitor, FTI Consulting Canada Inc., in writing, by mail, e-mail or delivery on or before April 16, 2010. Your notice that you do not wish to be bound by this order must be in the form of a fully completed "Opt-Out Letter" substantially in the form attached to this Notice.

Additional information concerning the Proceedings, including previous orders granted in the Proceedings, can be found on the Monitor's website at <http://cfcanada.fticonsulting.com/clp>.

Represented Parties may contact Nelligan O'Brien Payne in confidence directly at – CSER@nelligan.ca (use your personal email) or by telephone to Ms. Leigh Norton 613-231-8216 or 1-888-565-9912.

**SCHEDULE "B"**

Court File No. CV-10-8533-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.  
1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
CANWEST PUBLISHING INC./PUBLICATIONS CANWEST INC., CANWEST  
BOOKS INC. AND CANWEST (CANADA) INC.

**OPT-OUT LETTER**

**FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, Ontario M5K 1G8**

**Attention: Pamela Luthra  
Tel: 1 888- 310-7627  
Fax: 416-649-8101  
Email: CanwestLP@fticonsulting.com**

I, \_\_\_\_\_, am a current or former employee or retiree of the  
LP Entities, as defined in the Order of Madam Justice Pepall dated March 5, 2010.

Under Paragraph 8 of that Order, any current or former employee or retiree who does not  
wish Nelligan O'Brien Payne LLP and Shibley Righton LLP to act as their representative  
counsel may opt out.

I hereby notify the Monitor that I do not wish to be bound by the Order and will be  
represented as an independent individual party at my own expense to the extent I wish to  
appear in these proceedings.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

# TAB 3

Re Essar Steel Algoma Inc. ONSC No. CV-15-  
000011169-00CL, November 9, 2015  
per Newbould J.

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. )

MONDAY, THE 9<sup>TH</sup>

JUSTICE NEWBOULD )

DAY OF NOVEMBER, 2015



**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT  
OF ESSAR STEEL ALGOMA INC., ESSAR TECH ALGOMA INC.,  
ALGOMA HOLDINGS B.V., ESSAR STEEL ALGOMA (ALBERTA) ULC,  
CANNELTON IRON ORE COMPANY AND ESSAR STEEL ALGOMA INC. USA**

**Applicants**

**AMENDED AND RESTATED REPRESENTATIVE COUNSEL ORDER**

**THIS APPLICATION**, made by Essar Steel Algoma Inc., Essar Tech Algoma Inc., Algoma Holdings B.V., Essar Steel Algoma (Alberta) ULC, Cannelton Iron Ore Company and Essar Steel Algoma Inc. USA (together, the "**Applicants**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the affidavit of Rajat Marwah sworn November 9, 2015, and the Exhibits attached thereto (the "**Marwah Affidavit**"), the Pre-filing Report of Ernst & Young Inc., as proposed monitor (the "**Monitor**"), and on being advised that those parties listed in Schedule "**A**" to the Initial Order were given notice of this application, and on hearing the submissions of counsel for the Applicants, the proposed Monitor, the Representative Counsel (as defined below), and the DIP Agent (as defined in the Marwah Affidavit),

## APPOINTMENT OF REPRESENTATIVE COUNSEL

1. **THIS COURT ORDERS** that Ursel Phillips Fellows Hopkinson LLP ("**Representative Counsel**") is hereby appointed as representative counsel in these proceedings to represent the interests of each retired member and former member (or the surviving spouse of any such member) of one of the following pension plans sponsored by an Applicant:

- (a) The Essar Steel Algoma Inc. Pension Plan for Hourly Employees;
- (b) The Essar Steel Algoma Inc. Pension Plan for Salaried Employees; or
- (c) The Essar Steel Algoma Inc. Wrap Pension Plan;

whether or not such member was represented by a union when the member was employed with the Applicants (the "**Retirees**"), unless and until written notice is provided by a particular Retiree ("**Opt-Out Individual**") to Representative Counsel that such Retiree does not wish to be represented by Representative Counsel.

2. **THIS COURT ORDERS** that the Applicants shall provide to Representative Counsel, subject to confidentiality arrangements satisfactory to the Applicant and Monitor, without charge, the following information, documents and data (the "**Information**") to only be used for the purposes of these CCAA proceedings,

- (a) the names, last known addresses and last known telephone numbers and e-mail addresses (if any) of the Retirees (excluding Opt-Out Individuals, if any, who have opted out prior to delivery of the Information); and
- (b) upon request of Representative Counsel, such documents and data as may be relevant to matters relating to the issues affecting the Retirees in these proceedings;

and that, in so doing, the Applicants are not required to obtain express consent from such Retirees authorizing disclosure of the Information to Representative Counsel and, further, in

accordance with section 7(3) of the *Personal Information Protection and Electronic Documents Act*, this Order shall be sufficient to authorize the disclosure of the Information without the knowledge or consent of the individual Retirees.

3. **THIS COURT ORDERS** that a letter from Representative Counsel explaining the effect of this Order including the Monitor's website address where a full copy of the Order can be reviewed, be delivered forthwith to the Retirees by ordinary mail to the physical address of the Retirees, as last shown in the books and records of the Applicants, and further that a copy of this Order be posted on the Monitor's website.

4. **THIS COURT ORDERS** that Representative Counsel shall be given notice of all motions to which the Retirees are entitled to receive notice in these proceedings and that it shall be entitled to represent those on whose behalf it is hereby appointed in all such proceedings.

5. **THIS COURT ORDERS** that Representative Counsel shall be paid its reasonable fees and disbursements by the Applicants, up to an initial maximum amount of \$30,000 (the "**Representative Counsel Allowance**") with any subsequent increases to the Representative Counsel Allowance being determined by the Applicants in consultation with the Representative Counsel with the consent of the Monitor. Representative Counsel shall be paid by the Applicants in a timely manner for fulfilling its mandate in accordance with this Order, upon the provision of invoices to the Applicants, subject to such redactions to the invoices as are necessary to maintain solicitor-client privilege between Representative Counsel and the Retirees.

6. **THIS COURT ORDERS** that the Applicants shall pay to Representative Counsel a retainer of \$25,000 to be held by it as security for payment of its fees and disbursements outstanding from time to time.

7. **THIS COURT ORDERS** that Representative Counsel is hereby authorized to take all steps and do all acts necessary or desirable to carry out the terms of this Order.

8. **THIS COURT ORDERS** that Representative Counsel may, in furtherance of the terms of this Order and in order to carry out such terms, consult with the duly elected Presidents of the following retiree organizations and may rely upon their advice, information and instructions in carrying out the mandate of Representative Counsel without further communications with or instructions from the Retirees or any of them, except as may be recommended by Representative Counsel or ordered by this Court:

- (a) The Steelworkers Organization of Active Retirees (SOAR) Chapter 7, a USW-sanctioned retiree group relating to former hourly employees;
- (b) The Steelworkers Organization of Active Retirees (SOAR) Chapter 17, a USW-sanctioned retiree group relating to former salaried employees; and
- (c) Social Club 1009, an unaffiliated group of former employees of a closed facility in Wawa, Ontario,

(collectively, the "Retiree Organizations").

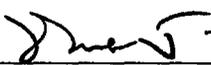
9. **THIS COURT ORDERS** that should the Presidents of the Retiree Organizations, or any of them, be unable or unwilling to act, then the Retiree Organization may appoint such other person to advise and instruct Representative Counsel as it deems fit and Representative Counsel may rely upon such person's advice, information and instructions in carrying out the mandate of Representative Counsel without further communications with or instructions from the Retirees, except as may be recommended by Representative Counsel or ordered by this Court.

10. **THIS COURT ORDERS** that Representative Counsel shall be at liberty, and is hereby authorized, at any time, to apply to this Court for advice and directions in respect of its appointment or the fulfillment of its duties in carrying out the provisions of this Order or any variation of the powers and duties of Representative Counsel, which shall be brought on notice to the Applicants, the Monitor, and other interested parties, unless the Court orders otherwise.

11. **THIS COURT ORDERS** that Representative Counsel, and the Presidents of the Retiree Organizations or their delegates shall have no personal liability or obligations as a result of the performance of their duties in carrying out the provisions of this Order, save and except for liability arising out of gross negligence or wilful misconduct.

12. **THIS COURT ORDERS** that no action or other proceeding may be commenced against Representative Counsel or the Presidents of the Retiree Organizations or their delegates in respect of the performance of their duties under this Order without leave of the Court on seven (7) days' notice to Representative Counsel or the Presidents or their delegates, as the case may be.

13. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order and in case, any which motion to be served within three (3) weeks of the date of this order.

  
\_\_\_\_\_

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

NOV 27 2015  


IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
ESSAR STEEL ALGOMA INC., ESSAR TECH ALGOMA INC., ALGOMA HOLDINGS B.V.,  
ESSAR STEEL ALGOMA (ALBERTA) ULC, CANNELTON IRON ORE COMPANY AND  
ESSAR STEEL ALGOMA INC. USA

Court File No. CV-15-000011169-00CL

**ONTARIO**

**SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**AMENDED AND RESTATED REPRESENTATIVE  
COUNSEL ORDER**

**STIKEMAN ELLIOTT LLP**

Barristers & Solicitors

5300 Commerce Court West

199 Bay Street

Toronto, Canada M5L 1B9

**Ashley Taylor** LSUC#: 39932E

Tel: (416) 869-5236

E-mail: ataylor@stikeman.com

**Yannick Katirai** LSUC#: 62234K

Tel: (416) 869-5556

E-mail: ykatirai@stikeman.com

**Patrick J. Corney** LSUC#: 65462N

Tel: (416) 869-5668

E-mail: pcorney@stikeman.com

Fax: (416) 947-0866

**Lawyers for the Applicants**

# TAB 4

Re Fraser Papers Inc. ONSC No. CV-09-8241-  
00CL, Sept. 17, 2009, per Pepall, J.

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE MADAM ) THURSDAY THE 17<sup>TH</sup> DAY OF  
 )  
JUSTICE PEPALL ) SEPTEMBER, 2009



**IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, C. C-36. AS AMENDED**

**IN THE MATTER OF A PROPOSED PLAN OF  
COMPROMISE OR ARRANGEMENT WITH RESPECT TO  
FRASER PAPERS INC., FPS CANADA INC., FRASER  
PAPERS HOLDINGS INC., FRASER TIMBER LTD., FRASER  
PAPERS LIMITED AND FRASER N.H. LLC**

Applicants

**ORDER**

**THIS MOTION**, made by Donald Corey, Paul Gendreau, Francine Clément, Greg Cyr, Richard Marston, Robert Bruce Parkin, Robyn Wiley-Hoyt, Ken Chappel, Mark Fitzherbert and Mike Côté (collectively, and as such members may be replaced from time to time, the "Representatives"), as the Fraser Papers' Committee of Salaried Employees and Retirees (the "Committee"), on behalf of the Applicants' unrepresented Canadian and U.S. employees and former employees, including those employees not actively at work, and individuals who are: (i) beneficiaries under one of the Applicants' four registered defined benefit pension plans in Canada; (ii) beneficiaries under the Applicants' U.S. defined benefit pension plan; (iii) beneficiaries under the Applicants' Canadian registered retirement savings plan or registered defined contribution pension plan; and/or (iv) beneficiaries under any supplementary retirement plan, deferred compensation plan or health, dental, life and other benefit plan of the

Applicants (collectively, the "Plans"), but excluding any person who is (a) a director or senior officer of any of the Applicants, or (b) is otherwise represented in this proceeding (all of whom, other than the excluded parties, being collectively referred to herein as the "Represented Parties" and individually, a "Represented Party") was heard September 8, 2009 at 330 University Avenue, Toronto, Ontario.

**ON READING** the Motion Records of the Representatives, the Applicants, the Communications, Energy and Paperworkers' Union of Canada (the "CEP"), the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers' International Union (the "USW"), and Nelligan O'Brien Payne LLP and Shibley Righton LLP ("Shibley Nelligan"), and on reading the Monitor's Fourth Report to the Court;

**AND ON HEARING** submissions of counsel for the Representatives, the Applicants, the Monitor, the CEP, the USW, the Construction Maintenance and Allied Workers Union (the "CMAW") and other parties including CIT Business Credit Canada Inc. ("CIT") and Brookfield Asset Management Inc. ("BAM");

1. **THIS COURT ORDERS** that the Representatives be, and are hereby appointed to represent the Represented Parties in this proceeding and in connection with any concurrent or subsequent proceeding that may be commenced under the *Bankruptcy and Insolvency Act* (Canada) ("BIA") or similar legislation (collectively, the "Proceedings"). For greater certainty, the Representatives shall represent former (retired) members of the CMAW, but shall not represent current or former (retired) members of the USW or the CEP, or current members of the CMAW.

2. **THIS COURT ORDERS** that such Representatives are hereby authorized to determine, file, advance or compromise any and all claims that exist or may arise at law or equity which may be made against the Applicants in the Proceedings in connection with any issue or matter related to any recovery, compromise of rights or entitlements of the Represented Parties under the Plans (collectively, the "Claims").

3. **THIS COURT ORDERS** that, for greater certainty, the Representatives do not represent Represented Parties with respect to the terms of their on-going employment with the Applicants other than in respect of the Plans.

4. **THIS COURT ORDERS** that Davies Ward Phillips & Vineberg LLP ("DWPV") be appointed in these Proceedings as counsel to the Representatives on behalf of the Represented Parties ("Representative Counsel") for all matters relating to the Claims.

5. **THIS COURT ORDERS** that the Applicants be, and they are hereby, authorized and directed to provide to Representative Counsel, as soon as possible after the granting of this Order, without charge, the names, last known addresses, last known phone numbers and email addresses (if any) of all Represented Parties, whom they are appointed to represent pursuant to the terms of this Order.

6. **THIS COURT ORDERS** that, subject to any claims of privilege by the Applicants, the Applicants shall respond to reasonable disclosure requests from Representative Counsel with respect to any Plan for which a Claim is brought on behalf of a Represented Party, without charge and will provide all documents and data that are relevant to the Claims including generally those pertaining to the various relevant Plans, including up-to-date financial information regarding the funding and investments of any of these arrangements and any

associated actuarial valuations and reports. For that purpose the Applicants are hereby authorized to provide information which includes personal information related to individual Represented Parties. For greater certainty, the Applicants are not required to create documents or data in response to such requests by Representative Counsel.

7. **THIS COURT ORDERS** that any Represented Party whose personal information is provided to the Representative Counsel by the Applicants pursuant to this Order is deemed to have consented for the purposes of any applicable privacy legislation to the Applicants providing such information, and to the collection, use and disclosure by the Representative Counsel of such information, provided that such information will be used or disclosed by the Representative Counsel solely for the purpose of representing the Represented Parties' interests in these Proceedings.

8. **THIS COURT ORDERS** that all reasonable legal, actuarial and financial expert and advisory fees and all other incidental fees and disbursements as may have been or shall be incurred by Representative Counsel in carrying out the provisions of this Order shall be paid by the Applicants in accordance with and subject to the terms hereof:

- (a) accounts, including detailed time descriptions for each billing party, shall be delivered by Representative Counsel to the Applicants, the Monitor, CIT and BAM on a bi-weekly basis. Copies of the accounts delivered to the Monitor are to be un-redacted, and those delivered to the Applicants, CIT and BAM may be redacted to preserve any claim of privilege;

- (b) the Applicants, the Monitor, CIT and BAM shall have ten (10) business days to raise any objections to such accounts in writing to the Representative Counsel, failing which the accounts shall be deemed to be accepted as rendered;
- (c) if any objection to the accounts is raised by the Applicants, the Monitor, CIT or BAM in accordance with this paragraph (the "Disputed Accounts"), the Disputed Accounts shall be subject to an assessment by the presiding judge in this proceeding as soon as possible; and
- (d) if the assessment results in the Disputed Accounts being reduced, Representative Counsel shall be entitled to cease any further work on behalf of the Representatives and a motion will be scheduled for authorization to withdraw as counsel of record.

9. **THIS COURT ORDERS** that notice of the granting of this Order be provided to the Represented Parties by advertisement in local newspapers, and posted on the DWPV website and the Monitor's website, in such form and under such terms and conditions to be set by the Applicants, the Monitor and the Representatives.

10. **THIS COURT ORDERS** that the Representatives and Representative Counsel are authorized to take all steps and do 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.

11. **THIS COURT ORDERS** that any individual Represented Party who does not wish to be bound by this Order and all other Orders attendant hereto shall, within 30 days of

receiving notice of this Order, notify the Monitor, the Applicants and DWPV in writing, and, thereafter, neither the Representatives nor the Representative Counsel shall represent that person in these Proceedings.

12. **THIS COURT ORDERS** that the Claims Bar Date is hereby extended from September 30, 2009 at 5:00 p.m. (Eastern Standard Time) to October 23, 2009 at 5:00 p.m. (Eastern Standard Time), or such later date as may be agreed to by the Applicants, the Monitor and Representative Counsel, to enable the Representatives to file Claims on behalf of the Represented Parties. In respect of all Claims for which Representative Counsel has been appointed pursuant to this Order, the date by which the Monitor is to issue any Creditor's Dispute Package and the date by which a Creditor must file a Dispute Notice are each hereby extended by twenty-three (23) calendar days, and the Claims Order of this Honourable Court dated July 15, 2009 is hereby amended accordingly.

13. **THIS COURT ORDERS** that the Representatives and DWPV shall have no liability as a result of their respective appointment or fulfillment of their duties in carrying out the provisions of this Order save and except for any gross negligence or wilful misconduct on their part.

14. **THIS COURT ORDERS** that any member of the Committee may resign from the Committee and that Committee members may appoint any other individual Represented Party to the Committee.

15. **THIS COURT ORDERS** that the Representatives shall be at liberty and are

authorized at any time to apply to this Honourable Court for advice and directions in the discharge or variation of their powers and duties.

  
\_\_\_\_\_

ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

OCT 22 2009

PER / PAR: 

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. c-36,  
AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT WITH  
RESPECT TO FRASER PAPERS INC., FPS CANADA INC., FRASER PAPERS HOLDINGS INC.,  
FRASER TIMBER LTD., FRASER PAPERS LIMITED and N.H. LLC

Court File No: CV-09-8241-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(Commercial List)**

Proceeding commenced at Toronto

**ORDER**

**Davies Ward Phillips & Vineberg LLP**  
44th Floor, 1 First Canadian Place  
Toronto, ON M5X 1B1

Matthew P. Gottlieb (LSUC #32268B)  
Jay A. Swartz (LSUC #15417L)

Tel: 416.863.0900  
Fax: 416.863.0871

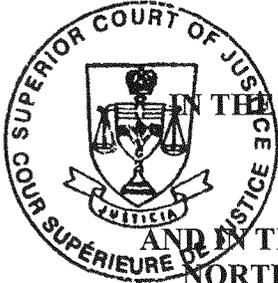
Counsel Representative for the Plan Beneficiaries

# TAB 5

Re Nortel Networks Corp. ONSC No. 09-CL-7950,  
May 27, 2009 per Morawetz J.

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. JUSTICE ) WEDNESDAY, THE 27<sup>TH</sup> DAY OF  
MORAWETZ )  
) MAY, 2009



**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
NORTEL NETWORKS CORPORATION, NORTEL NETWORKS LIMITED,  
NORTEL NETWORKS GLOBAL CORPORATION, NORTEL NETWORKS  
INTERNATIONAL CORPORATION AND NORTEL NETWORKS TECHNOLOGY  
CORPORATION (the "Applicants")**

**APPLICATION UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36 AS AMENDED**

**ORDER**

THIS MOTION, made by Donald Sproule, David Archibald and Michael Campbell (collectively, the "Representatives") on behalf of former employees, including pensioners, of Nortel Networks Corporation, Nortel Networks Limited, Nortel Networks Global Corporation, Nortel Networks International and/or Nortel Networks Technology Corporation (collectively "Nortel") or any person claiming an interest under or on behalf of such former employees or pensioners and surviving spouses in receipt of a Nortel pension, or group or class of them (collectively the "Former Employees") was heard Monday, April 20, 2009, on the Commercial List at the courthouse at 330 University Avenue, Toronto, Ontario, Reasons for Decision having been reserved to May 27, 2009,

ON READING the Motion Record of the Representatives and on hearing the submissions of counsel for the Representatives, Nortel, the Monitor and other parties,

1. **THIS COURT ORDERS** that further service of the Notice of Motion and Motion Record on any party not already served is hereby dispensed with, such that this motion was properly returnable April 20, 2009.

2. **THIS COURT ORDERS** that, subject to paragraphs 8-9 hereof, Donald Sproule, David Archibald and Michael Campbell are hereby appointed as representatives of all Former Employees in the proceedings under the *Companies' Creditors Arrangement Act (Canada)* ("CCAA"), the *Bankruptcy and Insolvency Act (Canada)* (the "BIA") or in any other proceeding which has been or may be brought before this Honourable Court (the "Proceedings"), including, without limitation, for the purpose of settling or compromising claims by the Former Employees in the Proceedings.

3. **THIS COURT ORDERS** that, subject to paragraphs 8-9 hereof, Koskie Minsky LLP is hereby appointed as counsel for all Former Employees in the Proceedings for any issues affecting the Former Employees in the Proceedings.

4. **THIS COURT ORDERS** that Nortel shall provide to the Representatives and their counsel, without charge:

- (a) the names, last known addresses and last known e-mail addresses (if any) of all the Former Employees, whom they represent, as well as applicable data regarding their entitlements, subject to a confidentiality agreement and to only be used for the purposes of the Proceedings; and
- (b) upon request of the Representatives and their counsel, such documents and data, as may be relevant to matters relating to the issues in the Proceedings, including documents and data, pertaining to the various pension, benefit, supplementary pension, termination allowance plans, severance and termination payments and other arrangements for group health, life insurance, retirement and severance payments, including up to date financial information regarding the funding and investments of any of these arrangements.

5. **THIS COURT ORDERS** that all reasonable legal, actuarial and financial expert and advisory fees and all other incidental fees and disbursements, as may have been or shall be

incurred by the Representatives and their counsel, shall be paid by Nortel on a bi-weekly basis, forthwith upon the rendering of accounts to Nortel. In the event of any disagreement regarding such fees, such matters may be remitted to this Court for determination.

6. **THIS COURT ORDERS** that notice of the granting of this Order be provided to the Former Employees by advertisement in the national edition of the Globe and Mail, La Presse, the Ottawa Citizen and the Calgary Herald under such terms and conditions as to be agreed upon by the Representatives, the Applicants and the Monitor.

7. **THIS COURT ORDERS** that the Representatives, or their counsel on their behalf, are authorized to take all steps and to do 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.

8. **THIS COURT ORDERS** that, subject to paragraph 9 hereof, any individual Former Employee who does not wish to be bound by this Order and all other related Orders which may subsequently be made in these proceedings shall, within 30 days of publication of notice of this Order, notify the Monitor, in writing, by facsimile, mail or delivery, and in the form attached as Schedule "A" hereto and shall thereafter not be bound and shall be represented themselves as an independent individual party to the extent they wish to appear in these Proceedings.

9. **THIS COURT ORDERS** that notwithstanding paragraph 8 hereof any Former Employee already represented by Lewis Gottheil, counsel to the National Automobile, Aerospace, Transportation and General Workers Union of Canada ("CAW-Canada") ("CAW Counsel") are not bound by this Order and CAW Counsel shall deliver to Koskie Minsky LLP, the Monitor and Nortel a listing of each Former Employee so represented within 30 days of the issuance of this Order.

10. **THIS COURT ORDERS** that Former Employees bound by this Order specifically exclude any former chief executive officer or chairman of the board of directors, any non-employee member of the board of directors, or such former employees or officers that are

subject to investigation and charges by the Ontario Securities Commission or the United States Securities and Exchange Commission, and that the Representatives have no obligation to represent such persons.

11. **THIS COURT ORDERS** that the Representatives and Koskie Minsky LLP shall have no liability as a result of their respective appointment or the fulfilment of their duties in carrying out the provisions of this Order from and after January 14, 2009 save and except for any gross negligence or unlawful misconduct on their part.

12. **THIS COURT ORDERS** that the Representatives shall be at liberty and are authorized at any time to apply to this Honourable Court for advice and directions in the discharge or variation of their powers and duties.



---

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

JUN 30 2009

PER / PAR: TV

**SCHEDULE "A"**

Court File No.: 09-CL-7950

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
NORTEL NETWORKS CORPORATION, NORTEL NETWORKS LIMITED, NORTEL  
NETWORKS GLOBAL CORPORATION, NORTEL NETWORKS INTERNATIONAL  
CORPORATION and NORTEL NETWORKS TECHNOLOGY CORPORATION

APPLICATION UNDER THE *COMPANIES CREDITORS' ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

**OPT-OUT LETTER**

Ernst & Young Inc.  
Ernst & Young Tower  
222 Bay Street  
P.O. Box 251  
Toronto, Ontario M5K 1J7

Attention: Lee K. Close  
Tel: 1.866.942.7177  
Fax: 416.943.3300

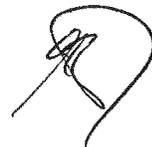
I, \_\_\_\_\_, am a former employee of the Nortel companies, as  
[Insert Name]  
defined in the Order of Mr. Justice Morawetz dated April 20, 2009.

Under Paragraph 8 of that Order, former employees who do not wish Koskie Minsky LLP to act  
as their representative counsel may opt out.

I hereby notify the Monitor that I do not wish to be bound by the Order and will be represented  
as an independent individual party to the extent I wish to appear in these proceedings.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature



# TAB 6

Re Sears Canada Inc. ONSC No. CV-17-11846-  
00CL, July 13, 2017 per Hailey J.

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**



THE HONOURABLE MR. )

JUSTICE HAINEY )

THURSDAY, THE 13<sup>TH</sup>

DAY OF JULY, 2017

IN THE MATTER OF THE *COMPANIES' CREDITORS  
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF SEARS CANADA INC., CORBEIL  
ÉLECTRIQUE INC., S.L.H. TRANSPORT INC., THE CUT INC.,  
SEARS CONTACT SERVICES INC., INITIUM LOGISTICS  
SERVICES INC., INITIUM COMMERCE LABS INC., INITIUM  
TRADING AND SOURCING CORP., SEARS FLOOR  
COVERING CENTRES INC., 173470 CANADA INC., 2497089  
ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA  
INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD.,  
4201531 CANADA INC., 168886 CANADA INC., AND 3339611  
CANADA INC.

(each, an “**Applicant**”, and collectively, the “**Applicants**”)

**REPRESENTATIVE COUNSEL ORDER FOR PENSIONS  
AND POST-RETIREMENT BENEFITS**

**THIS APPLICATION**, made by the Applicants, pursuant to the *Companies' Creditors  
Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), was heard this day at 330  
University Avenue, Toronto, Ontario.

**ON READING** the affidavit of Billy Wong sworn June 22, 2017, and the Exhibits attached  
thereto (collectively, the “**Wong Affidavit**”), and the pre-filing report dated June 22, 2017 of FTI  
Consulting Canada Inc., in its capacity as the proposed Monitor of the Applicants, and on hearing  
the submissions of counsel for the Applicants and SearsConnect (the “**Partnership**”, and

collectively with the Applicants, the “**Sears Canada Entities**”), counsel to the Board of Directors of Sears Canada Inc. (“**SCI**”) and the Special Committee of the Board of Directors of SCI, counsel to the proposed Monitor, and on hearing from Representative Counsel (as defined below), and those other parties present:

#### **APPOINTMENT OF REPRESENTATIVE COUNSEL**

1. **THIS COURT ORDERS** that Koskie Minsky LLP (the “**Representative Counsel**”) is hereby appointed as representative counsel to represent the interests of the non-unionized retirees and non-unionized active and former employees of the Sears Canada Entities (collectively, the “**Represented Parties**”) in these CCAA proceedings, solely with respect to (a) entitlements of the Represented Parties under the Sears Pension Plan and the Supplemental Plan (each as defined in the Wong Affidavit), and any other pension or retirement plan of the Sears Canada Entities; and (b) Represented Parties’ other post-employment benefits entitlements (the “**Purpose**”). As used herein, “Represented Parties” shall (x) exclude the senior management of the Sears Canada Entities; and (y) include any person claiming an interest under or on behalf of a Represented Party.

2. **THIS COURT ORDERS** that Bill Turner, Ken Eady and Larry Moore (collectively, the “**Representatives**”) are hereby appointed as representatives of all Represented Parties (excluding the Opt-Out Individuals (as defined below), if any) in these CCAA proceedings, to act in the overall best interests of the Represented Parties, and to advise and where appropriate instruct the Representative Counsel, in every case, solely for the Purpose. The Representative Counsel may rely upon the advice, information and instructions received from the Representatives in carrying out the mandate of the Representative Counsel without further communications with or instructions from the Represented Parties, except as may be recommended by the Representative Counsel or ordered by this Court.

3. **THIS COURT ORDERS** that, with the exception of Opt-Out Individuals, (a) the Representatives and the Representative Counsel shall represent all Represented Parties in these CCAA proceedings; (b) the Represented Parties shall be bound by the actions of the Representatives and the Representative Counsel in these CCAA proceedings; and (c) the Representatives shall be entitled, on the advice of counsel, to reach any settlement agreements, advocate on behalf of the Represented Parties for the Purpose and compromise any rights, entitlements or claims of the Represented Parties, subject to approval of this Court.

4. **THIS COURT ORDERS** that the Sears Canada Entities shall provide to the Representative Counsel, subject to confidentiality arrangements satisfactory to the Sears Canada Entities and the Monitor, without charge, the following information, documents and data (the “**Information**”) to only be used for the Purpose in the context of these CCAA proceedings,

- (a) the names, last known addresses and last known telephone numbers and e-mail addresses (if any) of the Represented Parties (excluding Opt-Out Individuals, if any, who have opted out prior to delivery of the Information); and
- (b) upon request of the Representative Counsel, such documents and data as may be reasonably relevant to matters relating to the issues affecting the Represented Parties in these CCAA proceedings provided that such Information is to be only used for the Purpose;

and that, in so doing, the Sears Canada Entities are not required to obtain express consent from such Represented Parties authorizing disclosure of the Information to the Representative Counsel for the Purpose and, further, in accordance with section 7(3) of the *Personal Information Protection and Electronic Documents Act*, this Order shall be

sufficient to authorize the disclosure of the Information for the Purpose without the knowledge or consent of the individual Represented Parties.

5. **THIS COURT ORDERS** that notice of the granting of this Order shall be provided by:
- (a) the Sears Canada Entities, with the assistance of the Monitor, delivering a letter from the Representative Counsel explaining the terms of this Order, which shall include the Monitor's website address where a full copy of this Order can be reviewed, to be delivered forthwith to the Represented Parties by ordinary mail to the physical address of each Represented Party as last shown in the books and records of the Sears Canada Entities, or by such other electronic means as is maintained by the Sears Canada Entities for the purposes of communicating directly with its non-unionized retirees and non-unionized active and former employees, and further that a copy of this Order be posted on the Monitor's website; and
  - (b) the Sears Canada Entities, with the assistance of the Monitor, publishing (i) in The Globe & Mail (National Edition), an English notice substantially in the form attached as Schedule "A" hereto (the "**English Notice**") within 14 days of the date of this Order; and (ii) in La Presse, the English Notice and a French notice substantially in the form attached as Schedule "B" hereto within 14 days of the date of this Order.
6. **THIS COURT ORDERS** that any individual Represented Party who does not wish to be represented by the Representatives and the Representative Counsel in these CCAA proceedings shall, within 30 days of the date of the letter pursuant to paragraph 5 above, notify the Monitor, in writing, that he or she is opting out of representation by the Representatives and the Representative Counsel by delivering to the Monitor an English or French opt-out notice in the form attached as

Schedule “C” hereto (each an “**Opt-Out Notice**”), and shall thereafter not be bound by the actions of the Representatives or the Representative Counsel and shall represent himself or herself or be represented by any counsel that he or she may retain exclusively at his or her own expense in these CCAA proceedings (any such persons who deliver an Opt-Out Notice in compliance with the terms of this paragraph, “**Opt-Out Individuals**”). The Monitor shall deliver copies of all Opt-Out Notices received to the Sears Canada Entities and the Representative Counsel as soon as reasonably practicable.

7. **THIS COURT ORDERS** that the Representative Counsel shall be given notice of all motions to which the Represented Parties are entitled to receive notice in these CCAA proceedings and that it shall be entitled to represent those on whose behalf it is hereby appointed in all such proceedings.

8. **THIS COURT ORDERS** that Representative Counsel may retain such actuarial, financial and other advisors and assistants (collectively, the “**Advisors**”) as may be reasonably necessary in connection with its duties as Representative Counsel in relation to the Purpose.

9. **THIS COURT ORDERS** that, subject to the terms of the letter agreement between SCI and the Representative Counsel dated as of June 22, 2017 (the “**Representative Counsel Letter**”), which Representative Counsel Letter has been approved by the Monitor, the Representative Counsel shall be paid its reasonable fees and disbursements (including disbursements relating to Advisors retained by the Representative Counsel) by the Sears Canada Entities on a monthly basis, forthwith upon rendering its accounts to the Sears Canada Entities for fulfilling its mandate in accordance with this Order, and subject to such redactions to the invoices as are necessary to maintain solicitor-client privilege between the Representative Counsel and the Represented

Parties. In the event of any disagreement with respect to such fees and disbursements, such disagreement may be remitted to this Court for determination.

10. **THIS COURT ORDERS** that the Representative Counsel shall be entitled to benefit of the Administration Charge (as defined in the Initial Order in these CCAA proceedings issued by the Court on June 22, 2017, as amended), as security for its professional fees and disbursements incurred at its standard rates and charges, up to an aggregate maximum amount of \$125,000.

11. **THIS COURT ORDERS** that the payments made by the Sears Canada Entities pursuant to this Order do not and will not constitute preferences, fraudulent conveyances, transfers of undervalue, oppressive conduct or other challengeable or voidable transactions under any applicable laws.

12. **THIS COURT ORDERS** that the Representative Counsel is hereby authorized to take all steps and do all acts necessary or desirable to carry out the terms of this Order.

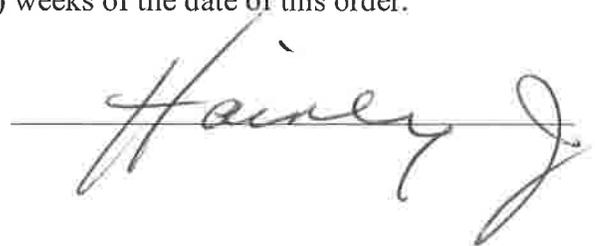
13. **THIS COURT ORDERS** that the Representative Counsel shall be at liberty, and is hereby authorized, at any time, to apply to this Court for advice and directions in respect of its appointment or the fulfillment of its duties in carrying out the provisions of this Order or any variation of the powers and duties of the Representative Counsel, which shall be brought on notice to the Sears Canada Entities, the Monitor, Wells Fargo Capital Finance Corporation Canada as administrative agent under the DIP Revolving Credit Agreement (as defined in the Wong Affidavit), GACP Finance Co., LLC as administrative agent under the DIP Term Credit Agreement (as defined in the Wong Affidavit), and other interested parties, unless this Court orders otherwise.

14. **THIS COURT ORDERS** that the Representative Counsel and the Representatives shall have no personal liability or obligations as a result of the performance of their duties in carrying

out the provisions of this Order or any subsequent Orders in these CCAA proceedings, save and except for liability arising out of gross negligence or wilful misconduct.

15. **THIS COURT ORDERS** that no action or other proceeding may be commenced against the Representative Counsel or the Representatives in respect of the performance of their duties under this Order without leave of this Court on seven (7) days' notice to the Representative Counsel or the Representatives, as the case may be.

16. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order and in case, any which motion to be served within three (3) weeks of the date of this order.

A handwritten signature in cursive script, appearing to read "Hainey J.", written over a horizontal line.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO:

JUL 13 2017

PER / PAR: 

## SCHEDULE "A"

### ENGLISH NEWSPAPER NOTICE

SEARS CANADA INC., CORBEIL ÉLECTRIQUE INC., S.L.H. TRANSPORT INC., THE CUT INC., SEARS CONTACT SERVICES INC., INITIUM LOGISTICS SERVICES INC., INITIUM COMMERCE LABS INC., INITIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC., AND 3339611 CANADA INC. (collectively referred to as the "Sears Canada Entities")

#### NOTICE TO RETIREES, FORMER EMPLOYEES and CERTAIN ACTIVE EMPLOYEES

On June 22, 2017, the Sears Canada Entities commenced court-supervised restructuring proceedings under the *Companies' Creditors Arrangement Act* ("CCAA") pursuant to an Order (the "Initial Order") of the Ontario Superior Court of Justice (Commercial List) (the "Court"). FTI Consulting Canada Inc. has been appointed by the Court as monitor in the Applicants' CCAA proceedings (the "Monitor").

TAKE NOTICE THAT pursuant to an Order of the Court:

1. Koskie Minsky LLP ("Representative Counsel") was appointed as representative counsel for the purpose of representing the interests of the non-unionized retirees and non-unionized active and former employees of the Sears Canada Entities, solely with respect to their entitlements under the Sears Canada Inc. Registered Retirement Plan or any other pension or retirement plan (collectively, the "Retirement Plans") provided by the Sears Canada Entities and of any individual with an entitlement to other post-employment benefits (including retiree health and dental benefits and retiree life insurance benefits) (collectively, the "Retiree Benefits") and of any person claiming an interest under or on behalf of such persons (collectively, the "Represented Parties") and to advise the Representatives with respect to Retirement Plans and Retiree Benefits in relation to the CCAA proceedings or any other forum related to this purpose.

2. Bill Turner, Ken Eady and Larry Moore (collectively, the "Representatives") were appointed to represent the overall best interests of the Represented Parties and to advise and instruct the Representative Counsel.

3. For more information visit Representative Counsel's website at [www.kmlaw.ca/searsrepcounsel](http://www.kmlaw.ca/searsrepcounsel).

IF YOU DO NOT WISH TO BE REPRESENTED by the Representatives and the Representative Counsel, you must, before ●, 2017, complete the Opt-Out Notice (a copy of which can be obtained from the Representative Counsel's website) indicating that you wish to opt-out of such representation and send the completed Opt-Out Notice to:

FTI Consulting Canada Inc., in its capacity as Court-appointed Monitor of the Sears Canada Entities  
TD Waterhouse Tower  
79 Wellington Street West

Suite 2010, P.O. Box 104  
Toronto, ON, M4K 1G8  
Fax: 416-649-8101

Attention: Jim Robinson

Persons requiring further information should review the website established by the Monitor  
<http://cfcanada.fticonsulting.com/searscanada> or call the Monitor's Hotline at 1-855-649-8113.

## SCHEDULE "B"

### AVIS DANS LES JOURNAUX FRANÇAIS

SEARS CANADA INC., CORBEIL ÉLECTRIQUE INC., TRANSPORTS S.L.H. INC., THE CUT INC., SERVICES CLIENTÈLE SEARS INC., INITIUM LOGISTICS SERVICES INC., INITIUM COMMERCE LABS INC., INITIUM TRADING AND SOURCING CORP., CENTRE DE REVÊTEMENTS DE SOL SEARS INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC. ET 3339611 CANADA INC. (collectivement appelées les « entités Sears Canada »)

### AVIS AUX RETRAITÉS, AUX ANCIENS EMPLOYÉS et À CERTAINS EMPLOYÉS ACTIFS

Le 22 juin 2017, les entités Sears Canada ont amorcé un processus de restructuration supervisé par un tribunal en vertu de la *Loi sur les arrangements avec les créanciers des compagnies* (la « LACC ») aux termes d'une ordonnance (l'« ordonnance initiale ») de la Cour supérieure de justice de l'Ontario (rôle commercial) (la « Cour »). La Cour a nommé FTI Consulting Canada Inc. à titre de contrôleur aux fins de l'instance en vertu de la LACC intentée par les requérants (le « contrôleur »).

AVIS EST PAR LES PRÉSENTES DONNÉ qu'aux termes d'une ordonnance de la Cour :

1. Le cabinet Koskie Minsky LLP (les « conseillers juridiques des représentants ») a été nommé à titre de conseiller juridique dans le but de défendre les intérêts des retraités non syndiqués et des anciens employés et des employés actifs non syndiqués des entités Sears Canada, uniquement en ce qui a trait à leurs droits aux termes du régime de retraite agréé de Sears Canada Inc. ou des autres régimes de retraite (collectivement, les « régimes de retraite ») offerts par les entités Sears Canada, des personnes physiques qui ont droit à d'autres avantages postérieurs à la retraite (dont l'assurance santé et dentaire et l'assurance-vie pour les retraités) (collectivement, les « avantages des retraités ») et des personnes physiques qui revendique un droit par l'intermédiaire de ces personnes physiques ou au nom de celles-ci (collectivement, les « parties représentées »), ainsi que pour conseiller les représentants à l'égard des régimes de retraite et des avantages des retraités en lien avec l'instance en vertu de la LACC ou toute autre procédure portant sur cette question.
2. Bill Turner, Ken Eady et Larry Moore (collectivement, les « représentants ») ont été nommés pour défendre les intérêts fondamentaux des parties représentées et pour donner des conseils et des directives aux conseillers juridiques des représentants.
3. Pour de plus amples renseignements, veuillez consulter le site Web des conseillers juridiques des représentants à <https://kmlaw.ca/cases/sears-canada/?lang=fr>.

SI VOUS NE SOUHAITEZ PAS ÊTRE REPRÉSENTÉ par les représentants et les conseillers juridiques des représentants, vous devez, avant le ● 2017, remplir l'Avis de retrait (dont vous trouverez copie sur le site Web des conseillers juridiques des représentants) sur lequel vous aurez indiqué que vous ne souhaitez pas être représenté, et faire parvenir cet Avis de retrait rempli à :

FTI Consulting Canada Inc., en sa qualité de contrôleur des entités Sears Canada nommé par la Cour  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto (Ontario) M4K 1G8  
Télé. : 416 649-8101

À l'attention de Jim Robinson

Les personnes qui souhaitent obtenir de plus amples renseignements devraient consulter le site Web que le contrôleur a créé à <http://cfcanada.fticonsulting.com/searscanada>, ou composer le 1 855 649-8113 pour obtenir la ligne d'aide du contrôleur.

**SCHEDULE "C"**

**FORM OF OPT-OUT NOTICE**

To: **FTI CONSULTING CANADA INC.**, in its capacity as Court-appointed Monitor of the Sears Canada Entities  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON, M4K 1G8  
Fax: 416-649-8101

Attention: Jim Robinson

I hereby provide written notice that I do not wish to be represented by Koskie Minsky LLP, representative counsel (the "Representative Counsel") for the non-unionized employees and retirees of Sears Canada Inc. and certain of its subsidiaries (collectively, the "Sears Canada Entities") in their proceedings under the *Companies' Creditors Arrangement Act* (Court File No. CV-17-11846-00CL) (the "CCAA Proceedings"). I understand that by opting out of representation if I wish to take part in the CCAA Proceedings I would need to do so as an independent party. I am responsible for retaining my own legal counsel should I choose to do so, and that I would be personally liable for the costs of my own legal representation.

I understand that a copy of this Opt-Out Form will be provided to the Representative Counsel and to the Sears Canada Entities.

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Signature

Name [please print]: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone: \_\_\_\_\_

**Note: To opt out, this form must be completed and received at the above address on or before \_\_\_\_\_, 2017.**

ANNEXE "C"

AVIS DE RETRAIT

À : FTI CONSULTING CANADA INC., en sa qualité de contrôleur des entités Sears Canada  
nommé par la Cour  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto (Ontario) M4K 1G8  
Télec. : 416 649-8101

À l'attention de Jim Robinson

Par les présentes, je vous avise que je ne souhaite pas être représenté par le cabinet Koskie Minsky LLP, conseillers juridiques des représentants (les « conseillers juridiques des représentants ») qui représentent les employés et les retraités non syndiqués de Sears Canada Inc. et de certaines de ses filiales (collectivement, les « entités Sears Canada ») dans le cadre l'instance intentée en vertu de la *Loi sur les arrangements avec les créanciers des compagnies* (n° de dossier de la Cour : CV-17-11846-00CL) (l'« instance en vertu de la LACC »). Je comprends que si je refuse d'être ainsi représenté et que je souhaite prendre part à l'instance en vertu de la LACC, je devrai le faire à titre indépendant. Je devrai alors, le cas échéant, retenir les services de mes propres conseillers juridiques, et je serai personnellement responsable des frais de ma propre représentation juridique.

Je comprends qu'une copie du présent avis de retrait sera remise aux conseillers juridiques des représentants et aux entités Sears Canada.

\_\_\_\_\_

Témoin

\_\_\_\_\_

Signature

Nom [en caractères d'imprimerie] : \_\_\_\_\_

Adresse : \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Téléphone : \_\_\_\_\_

**Note : Pour refuser les services représentation, le présent formulaire doit être rempli et reçu à l'adresse qui précède au plus tard le \_\_\_\_\_ 2017.**

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT  
ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF SEARS CANADA INC., CORBEIL ÉLECTRIQUE INC., S.L.H. TRANSPORT INC., THE CUT INC., SEARS CONTACT SERVICES INC., INITIUM LOGISTICS SERVICES INC., INITIUM COMMERCE LABS INC., INITIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC., AND 3339611 CANADA INC. (collectively, the "Applicants")

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
(Commercial List)

Proceeding commenced at Toronto

**REPRESENTATIVE COUNSEL ORDER**

**OSLER, HOSKIN & HARCOURT LLP**  
Box 50, 1 First Canadian Place  
Toronto, Canada M5X 1B8

Marc Wasserman (LSUC #: 44066M)  
Tel: 416.862.4908

Jeremy Dacks (LSUC #: 41851R)  
Tel: 416.862.4923

Michael De Lellis (LSUC #: 48038U)  
Tel: 416.862.5997

Lawyers for the Applicants

# TAB 7

Re Target Canada Co. ONSC No. CV-15-10832-00CL, January 15, 2015 per Morawetz J. (excerpts).



Court File No.  
CV-15-10832-00CL

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE ) THURSDAY, THE 15TH  
REGIONAL SENIOR JUSTICE ) DAY OF JANUARY, 2015  
MORAWETZ )

IN THE MATTER OF THE *COMPANIES' CREDITORS*  
*ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF TARGET CANADA CO., TARGET  
CANADA HEALTH CO., TARGET CANADA MOBILE GP  
CO., TARGET CANADA PHARMACY (BC) CORP., TARGET  
CANADA PHARMACY (ONTARIO) CORP., TARGET  
CANADA PHARMACY CORP., TARGET CANADA  
PHARMACY (SK) CORP., and TARGET CANADA  
PROPERTY LLC (the "**Applicants**")

**INITIAL ORDER**

THIS APPLICATION, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Mark J. Wong sworn January 14, 2015 and the Exhibits thereto (the "**Wong Affidavit**") and the pre-filing report dated January 14, 2015 of Alvarez & Marsal Canada Inc. ("**A&M**") in its capacity as Proposed Monitor of the Applicants (the "**Pre-Filing Report**"), and on hearing the submissions of counsel for the Applicants and the partnerships listed on Schedule "A" hereto (the "**Partnerships**", and collectively with the Applicants, the "**Target Canada Entities**"), Target Corporation, A&M, the Directors and Employee Representative Counsel, and on reading the consent of A&M to act as the Monitor,

Employee Trust Agreement), to the extent of such distribution (the "**Payment Release**"); and

- (b) each Beneficiary shall be deemed to release the Releasees in respect of the full amount of the Beneficiary's Eligible Employee Claim 60 days after the final payment to such Beneficiary under the Employee Trust or such later date as the Monitor in its sole discretion may designate, provided that the Beneficiary has not, on or before such date, provided notice of dispute to the Monitor and Employee Representative Counsel (as defined herein) substantially in the manner and form attached as Schedule "B"; provided further that in the event of any insufficiency of Trust funds to cover an individual's total Eligible Employee Claim, only the Payment Release shall be effective and there shall be no deemed full and final release of the full Eligible Employee Claim.

#### **EMPLOYEE REPRESENTATIVE COUNSEL**

31. THIS COURT ORDERS that Koskie Minsky LLP ("**Employee Representative Counsel**") is hereby appointed as counsel for all employees other than officers and directors (the "**Employees**") of the Target Canada Entities in these proceedings, any proceeding under the BIA or in any other proceeding respecting the insolvency of the Applicants which may be brought before this Honourable Court (the "**Insolvency Proceedings**"), for any issues affecting the Employees in the Insolvency Proceedings including, without limitation, with respect to the Employee Trust Agreement and the Claims Process (as defined in the Employee Trust Agreement).

32. THIS COURT ORDERS that the Employee Representative Counsel shall commence the process of identifying no more than 7 Employees to be nominated as Court-appointed representatives (the "**Employee Representatives**") as soon as practicable. The Employee Representatives, once appointed, shall represent the Employees in the Insolvency Proceedings, including, without limitation, for the purpose of settling or compromising claims by the Employees in the Insolvency Proceedings.

33. THIS COURT ORDERS that notice of the appointment of Employee Representative Counsel shall be provided to the Employees by:

- (a) referring thereto in a letter to be sent to the Employees, other than former employees, by Target Canada Entities, no later than January 19, 2015;
- (b) postings in each place of work;
- (c) notice on the Monitor's Website (as defined herein) and on the Representative Counsel's website; and
- (d) referring thereto in the notices provided for in paragraph 69 below.

34. THIS COURT ORDERS that the Target Canada Entities shall provide to Employee Representative Counsel, without charge:

- (a) the names, last known address and last known email addresses (if any) of all the Employees as well as applicable data regarding their entitlements, subject to a confidentiality agreement and to only be used for the purposes of these proceedings; and
- (b) upon request of Employee Representative Counsel, such documents and data as may be relevant to matters relating to the issues in these proceedings, including documents and data pertaining to the various benefits, termination allowance plans, severance and termination payments and other arrangements for group health, life insurance, retirement and severance payments, including up to date financial information regarding the funding and investments of any of these arrangements.

35. THIS COURT ORDERS that all reasonable fees and disbursements as may have been incurred by the Employee Representative Counsel prior to the date of this Order or which shall be incurred by the Employee Representative Counsel shall be paid by the Target Canada Entities on a weekly basis, forthwith upon the rendering of accounts to the Target Canada Entities. In the event of any disagreement regarding such fees, such matters may be remitted to this Court for determination.

36. THIS COURT ORDERS that Employee Representative Counsel is authorized to take all steps and to do all acts necessary or desirable to carry out the terms of this Order, including

dealing with any Court, regulatory body or other government ministry, department or agency, and to take all such steps as are necessary or incidental thereto.

37. THIS COURT ORDERS that Employee Representative Counsel shall have no liability as a result of its appointment or the fulfilment of its duties in carrying out the provisions of this Order save and except for any gross negligence or wilful misconduct on its part.

#### **PROCEEDINGS AGAINST DIRECTORS AND OFFICERS**

38. THIS COURT ORDERS that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the Target Canada Entities with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Target Canada Entities whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations, until a compromise or arrangement in respect of the Target Canada Entities, if one is filed, is sanctioned by this Court or is refused by the creditors of the Target Canada Entities or this Court.

#### **DIRECTORS' AND OFFICERS' INDEMNIFICATION AND CHARGE**

39. THIS COURT ORDERS that the Target Canada Entities shall jointly and severally indemnify their directors and officers against obligations and liabilities that they may incur as directors or officers of the Target Canada Entities after the commencement of the within proceedings, except to the extent that, with respect to any officer or director, the obligation or liability was incurred as a result of the director's or officer's gross negligence or wilful misconduct.

40. THIS COURT ORDERS that the directors and officers of the Target Canada Entities shall be entitled to the benefit of and are hereby granted a charge (the "**Directors' Charge**") on the Property, which charge shall not exceed an aggregate amount of \$64 million, as security for the indemnity provided in paragraph 39 of this Order. The Directors' Charge shall have the priority set out in paragraphs 63 and 65 herein.

effect to this Order and to assist the Target Canada Entities, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Target Canada Entities and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Target Canada Entities and the Monitor and their respective agents in carrying out the terms of this Order.

76. THIS COURT ORDERS that each of the Target Canada Entities and the Monitor be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada, including acting as the foreign representative of the Target Canada Entities to apply to the United States Bankruptcy Court for relief pursuant to Chapter 15 of the *United States Bankruptcy Code*, 11 U.S.C. §§ 101-1330, as amended, and to act as foreign representative in respect of any such proceedings and any ancillary relief in respect thereto.

77. THIS COURT ORDERS that any interested party (including the Target Canada Entities and the Monitor) may apply to this Court to vary or amend this Order at the comeback motion scheduled for February 11, 2015, on not less than seven (7) calendar days' notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

78. THIS COURT ORDERS that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO:

JAN 15 2015

MJ

  
\_\_\_\_\_ R.S.U.

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE- COMMERCIAL LIST**

THE HONOURABLE REGIONAL ) WEDNESDAY, THE 11<sup>th</sup>  
SENIOR JUSTICE )  
MORAWETZ ) DAY OF February, 2015



**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
TARGET CANADA CO., TARGET CANADA HEALTH CO., TARGET CANADA  
MOBILE GP CO., TARGET CANADA PHARMACY (BC) CORP., TARGET  
CANADA PHARMACY (ONTARIO) CORP., TARGET CANADA PHARMACY  
CORP., TARGET CANADA PHARMACY (SK) CORP., AND TARGET CANADA  
PROPERTY LLC**

(the "Applicants")

**ORDER**

**THIS MOTION**, made by Frederick Payette, Sylvie Gautier, Jennifer Lindsay, Catherine Bédard, Michael O'Neil, Alyssa Morin and Joshua Gordon (collectively, the "**Representatives**") on behalf of all employees of the Applicants as at January 15, 2015, or any person claiming an interest under or on behalf of such employees or a group or class of them, but excluding the officers and directors of the Applicants (collectively the "**Target Employees**") was heard this day, Wednesday, February 11, 2015, on the Commercial List at the courthouse at 330 University Avenue, Toronto, Ontario.

**ON READING** the Motion Record of the Representatives and on hearing the submissions of counsel for the Representatives, the Applicants, the Monitor and other parties,

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that Frederick Payette, Sylvie Gautier, Jennifer Lindsay, Catherine Bédard, Michael O'Neil, Alyssa Morin and Joshua Gordon are hereby appointed as representatives of the Target Employees (excluding Opt-Out Individuals, as defined below, if any) in the Insolvency Proceedings (as defined in the Initial Order of the Court dated January 15, 2015) (the "**Initial Order**") with respect to any issues affecting the Target Employees in the Proceedings, including, without limitation, with respect to the Employee Trust (the "**Claims**") and for the purpose of settling or compromising Claims of the Target Employees in the Proceedings, and the Target Employees shall be bound by the actions of the Representatives in the Proceeding.

3. **THIS COURT ORDERS** that the Representatives or Representative Counsel (as defined in Initial Order), are authorized to take all steps and to do 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.

4. **THIS COURT ORDERS** that notice of the granting of this Order substantially in the form attached hereto as **Schedule "A"** (the "Notice") shall be:

- (a) published by Representative Counsel on its website within 2 calendar days of the date of this Order;
- (b) published by the Applicants, with the assistance of the Monitor, in the *Globe and Mail*, within 7 calendar days of the date of this Order, and in the same time period, a French translation of the Notice will be published in *La Presse*;
- (c) posted by the Applicants, with the assistance of the Monitor in each of the Applicants' stores, and within 2 calendar days of the date of this Order.

5. **THIS COURT ORDERS** that any individual Target Employee who does not wish to be represented by the Representatives and Representative Counsel in the Insolvency Proceedings shall, within 30 days of publication in the *Globe and Mail* and *La Presse* of the notice referred to in paragraph 4, notify the Monitor, the Applicants and Representative Counsel in writing, that he or she is opting out of representation by the Representatives and

Representative Counsel (an "Opt-Out Notice"), and shall thereafter not be bound by the actions of the Representatives or Representative Counsel and shall represent himself or herself or be represented by any counsel that he or she may retain exclusively at his or her own expense in the Insolvency Proceedings (any such persons who deliver an Opt-Out Notice in compliance with the terms of this paragraph 5, "Opt-Out Individuals").

6. **THIS COURT ORDERS** that the Representatives and Representative Counsel have no obligation to represent the Opt-Out Individuals.

7. **THIS COURT ORDERS** that the Representatives shall have no liability as a result of their respective appointment or the fulfilment of their duties in carrying out the provisions of this Order save and except for any gross negligence or unlawful misconduct on their part.

8. **THIS COURT ORDERS** that the Representatives and Representative Counsel shall be at liberty and are authorized at any time to apply to this Honourable Court for advice and directions in the discharge or variation of their powers and duties.

550 1 1 1 1

  
\_\_\_\_\_ R.S.V.

Court File No. CV-15-10832-00CL  
IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
TARGET CANADA CO., TARGET CANADA HEALTH CO., TARGET CANADA  
MOBILE GP CO., TARGET CANADA PHARMACY (BC) CORP., TARGET  
CANADA PHARMACY (ONTARIO) CORP., TARGET CANADA PHARMACY  
CORP., TARGET CANADA PHARMACY (SK) CORP., AND TARGET CANADA  
PROPERTY LLC (the "Applicants")

**NOTICE TO ALL TARGET CANADA CO. EMPLOYEES**

On January 15, 2015, Target Canada commenced court-supervised restructuring proceedings under the *CCAA* pursuant to an order of the Ontario Superior Court of Justice (Commercial List). Alvarez & Marsal Canada Inc. (the "**Monitor**") has been appointed by the Court as monitor in Target Canada's *CCAA* proceedings (the "**Proceedings**").

**TAKE NOTICE THAT**, pursuant to Orders of the Court dated February 11 and January 15, 2015:

Frederick Payette, Sylvie Gautier, Jennifer Lindsay, Catherine Bédard, Michael O'Neil, Alyssa Morin and Joshua Gordon (the "**Representatives**") were appointed as representatives in the Proceedings and any related insolvency proceedings for all employees of Target Canada as at January 15, 2015, or any person claiming an interest under or on behalf of such employees or a group or class of them, but excluding the officers and directors of Target Canada (collectively the "**Target Employees**").

Koskie Minsky LLP ("**Representative Counsel**") was appointed as representative counsel of all Target Employees in the Proceedings.

**IF YOU DO NOT WISH TO BE REPRESENTED** in the Proceedings by the Representatives and Representative Counsel, you must, before March [30 days from date of publication], 2015, provide notice in writing to all the following persons, indicating that you wish to opt-out of such representation:

Employee Representative Counsel to Target Canada Co. Employees  
Koskie Minsky LLP  
20 Queen Street West, Suite 900, Box 52  
Toronto, ON M5H 3R3  
Toll Free Hotline: 1.866.860.9364  
Fax: 416-204-2897  
Email: [targetemployees@kmlaw.ca](mailto:targetemployees@kmlaw.ca)  
[www.kmlaw.ca/targetemployees](http://www.kmlaw.ca/targetemployees)

Target Canada Monitor  
Alvarez & Marsal Canada Inc.  
Royal Bank Plaza, South Tower  
200 Bay Street, Suite 2900  
P.O. Box 22  
Toronto ON M5J 2J1  
Telephone: 1-844-864-9548  
Email: [targetcanada.monitor@alvarezandmarsal.com](mailto:targetcanada.monitor@alvarezandmarsal.com)  
[www.alvarezandmarsal.com/targetcanada](http://www.alvarezandmarsal.com/targetcanada)

Persons requiring further information should review Representative Counsel's website at [www.kmlaw.ca/targetemployees](http://www.kmlaw.ca/targetemployees) or the website established by the Monitor [www.alvarezandmarsal.com/targetcanada](http://www.alvarezandmarsal.com/targetcanada).

# TAB 8

Re US. Steel Canada Inc. ONSC No. CV-14-10695-00CL, October 8, 2014 per Wilton-Siegel J.;

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

THE HONOURABLE MR. ) WEDNESDAY, THE 8<sup>th</sup>  
 )  
JUSTICE WILTON-SIEGEL ) DAY OF OCTOBER 2014



IN THE MATTER OF THE *COMPANIES' CREDITORS*  
*ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN OF  
COMPROMISE OR ARRANGEMENT WITH RESPECT TO  
**U. S. STEEL CANADA INC.**

(the "Applicant")

**REPRESENTATIVE COUNSEL APPOINTMENT ORDER**

**THIS MOTION**, made by U. S. Steel Canada Inc. (the "Applicant"), for an Order appointing certain representatives of the Non-USW Active and Retiree Beneficiaries (as defined below), was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Affidavit of William E. Aziz sworn September 26, 2014 (the "Aziz Affidavit"), and the First Report of Ernst & Young Inc., in its capacity as Monitor of the Applicant (the "Monitor") dated October 3, 2014, and on hearing the submissions of counsel to the Applicant, Monitor, United States Steel Corporation, Koskie Minsky LLP, and such other counsel who have appeared, and upon reviewing the affidavit of service of Sonia Antonellis, dated September 26, 2014.

**DEFINITIONS**

1. The following terms shall have the meanings ascribed thereto:
  - (a) "CCAA Proceedings" means these proceedings commenced by the Applicant under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;

- (b) **“Filing Date”** means September 16, 2014;
- (c) **“Hamilton Salaried Pension Plan”** means the U. S. Steel Canada Inc. Retirement Plan for Salaried Employees at Hamilton Works (FSCO Registration No. 0338509);
- (d) **“Legacy Pension Plans”** means:
  - (i) the U. S. Steel Canada Inc. Retirement Plan for Salaried Employees at the Former Welland Pipe Ltd. (FSCO Registration No. 1017185);
  - (ii) the U. S. Steel Canada Inc. Retirement Plan for CAW-Canada Local 523 Employees at the Former Stelpipe Ltd. (FSCO Registration No. 1018860);  
and
  - (iii) the U. S. Steel Canada Inc. Retirement Plan for Salaried Employees of the Former Stelpipe Ltd. (FSCO Registration No. 1017177);
- (e) **“LEW Pickling Facility Pension Plan”** means the U. S. Steel Canada Inc. Retirement Plan for Employees at the Pickle Line Department of Lake Erie Works (FSCO Registration No. 1206457), which covers both salaried non-represented employees and employees represented by USW;
- (f) **“LEW Salaried Pension Plan”** means the U. S. Steel Canada Inc. Retirement Plan for Salaried Employees at Lake Erie Works (FSCO Registration No.0698753);
- (g) **“Non-USW Active and Retiree Beneficiaries”** means any member, former member, retired member, surviving spouse or other person entitled to benefits pursuant to:
  - (i) the Hamilton Salaried Pension Plan;
  - (ii) the LEW Salaried Pension Plan;
  - (iii) the LEW Pickling Facility Pension Plan who are not represented by USW;
  - (iv) the Legacy Pension Plans;

- (v) the Stelco Inc. Retirement Plan for Mark C. Steinman (FSCO Registration No. 1056738);
  - (vi) the Opportunity Plan GRRSP;
  - (vii) the RBCs and RAs who are not represented by USW; and
  - (viii) OPEBs who are not represented by USW;
- (h) **“Non-USW Plans and OPEBs”** means the registered pension plans, the Opportunity Plan GRRSP, RBCs and RAs and OPEBs of the Applicant pursuant to which the Non-USW Active and Retiree Beneficiaries are entitled to benefits;
- (i) **“OPEBs”** means other post-employment benefits, including group medical, life and dental benefits, provided by the Applicant to certain former employees and their dependants who participate or participated in certain registered pension plans and group registered retirement savings plans of the Applicant;
- (j) **“Opportunity Plan GRRSP”** means the Group Retirement Savings Plan of U. S. Steel Canada Inc.;
- (k) **“Opt-Out Individuals”** has the meaning set out in paragraph 10 hereof;
- (l) **“Other Compensation”** means broad-based compensation plans or broad-based employment matters as may arise that are related to these CCAA Proceedings and that affect employees within the Non-USW Active and Retiree Beneficiaries at one or both locations of the Applicant, or as may be agreed between the Applicant and the Representatives from time to time acting reasonably;
- (m) **“RBCs and RAs”** means:
- (i) individual “Retirement Benefit Contracts” provided to Non-USW Active and Retiree Beneficiaries; and
  - (ii) other supplemental non-registered payments known as “Retiring Allowances” provided to Non-USW Active and Retiree Beneficiaries;

- (n) "Representative Counsel" has the meaning set out in paragraph 3 hereof;
- (o) "Representatives" has the meaning set out in paragraph 2 hereof;
- (p) "USW" means United Steelworkers of America.

2. **THIS COURT ORDERS** that Mr. Gary Dallin, Mr. George Hanson, Mr. Paul Wendling, Mr. Pat Mousseau, Mr. Ronald McClure and Mr. Frank Dalimonte (the "Representatives") are hereby appointed as representatives of all Non-USW Active and Retiree Beneficiaries in these CCAA Proceedings (excluding Opt-Out Individuals, if any), with the scope and purpose of such appointment relating to all matters pertaining to any recovery, compromise of rights or entitlements under the Non-USW Plans and OPEBs or changes to Other Compensation in these CCAA Proceedings (the "Purpose").

3. **THIS COURT ORDERS** that Koskie Minsky LLP ("Representative Counsel") is hereby appointed as representative counsel of the Representatives in these CCAA Proceedings in relation to the Purpose. 

4. **THIS COURT ORDERS** that the Applicant shall provide to Representative Counsel, without charge, the following information, documents and data (the "Information"), subject to confidentiality arrangements satisfactory to the Applicant and Monitor:

- (a) the names, last known addresses and last known telephone numbers and e-mail addresses (if any) of the Non-USW Active and Retiree Beneficiaries (excluding Opt-Out Individuals, if any, who have opted out prior to delivery of the Information), as well as applicable data regarding their entitlements under the Non-USW Plans and OPEBs, only to be used for the Purpose; and
- (b) upon request of Representative Counsel, such documents and data as may be relevant to the Purpose, including documents and data pertaining to the Non-USW Plans and OPEBs, including available financial information regarding the funding and investments of the Non-USW Plans and OPEBs, if applicable, 

and that, in so doing, the Applicant is not required to obtain express consent from such Non-USW Active and Retiree Beneficiaries authorizing disclosure of the Information to Representative Counsel for the Purpose and, further, in accordance with section 7(3) of the 

*Personal Information Protection and Electronic Documents Act*, this Order shall be sufficient to authorize the disclosure of the Information without the knowledge or consent of the individual Non-USW Active and Retiree Beneficiaries for the Purpose.

5. **THIS COURT ORDERS** that Representative Counsel may, with prior approval of the Monitor and the Applicant or by further order of this Court, retain such actuarial and other advisors and assistants as may be necessary in connection with its duties as Representative Counsel in relation to the Purpose.

6. **THIS COURT ORDERS** that, subject to an agreement among the Representatives, Representative Counsel and the Applicant (the "**Representative Counsel Letter**"), which Representative Counsel Letter is subject to approval of the Monitor, all reasonable professional fees and disbursements that may be incurred on or after the Filing Date by the Representatives and by Representative Counsel and its advisors and assistants retained pursuant to paragraph 5 above, if any, shall be paid by the Applicant on a monthly basis, forthwith upon the rendering of accounts to the Applicant. In the event of any disagreement regarding such fees and disbursements, such disagreement may be remitted to this Court for determination.

7. **THIS COURT ORDERS** that the Representatives or Representative Counsel on their behalf are authorized to take all steps and to do 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.

8. **THIS COURT ORDERS** that, with the exception of Opt-Out Individuals, the Representatives shall represent all Non-USW Active and Retiree Beneficiaries in these CCAA Proceedings, which persons shall be bound by the actions of the Representatives and Representative Counsel in these proceedings.

#### **NOTICE AND OPT-OUT PROCEDURE**

9. **THIS COURT ORDERS** that notice of the granting of this Order, substantially in the form attached hereto as **Schedule "A"** shall be:

- (a) published by the Applicants, with the assistance of the Monitor, in The Globe & Mail (National Edition), Hamilton Spectator and Simcoe Reformer within 14 calendar days of the date of this Order; and
- (b) sent by the Applicants, with the assistance of the Monitor, to the Non-USW Active and Retiree Beneficiaries by regular mail to the last known address of such Non-USW Active and Retiree Beneficiaries within 14 calendar days of the date of this Order.

10. **THIS COURT ORDERS** that any individual Salaried Active and Retiree Beneficiary who does not wish to be represented by the Representatives and Representative Counsel in these CCAA Proceedings shall, within 30 days of publication of notice of the appointment of the Representatives and Representative Counsel pursuant to paragraph 9, above, notify the Monitor, Applicant and Representative Counsel, in writing, that he or she is opting out of representation by the Representatives and Representative Counsel (an “**Opt-Out Notice**”), and shall thereafter not be bound by the actions of the Representatives or Representative Counsel and shall represent himself or herself or be represented by any counsel that he or she may retain exclusively at his or her own expense in these CCAA Proceedings (any such persons who deliver an Opt-Out Notice in compliance with the terms of this paragraph 10, “**Opt-Out Individuals**”).

#### **PROTECTIONS AND AUTHORITY TO SEEK ADVICE AND DIRECTIONS**

11. **THIS COURT ORDERS** that the Representatives and Representative Counsel shall have no liability as a result of their appointment or the fulfilment of their duties in carrying out the provisions of this Order and any subsequent Orders in these CCAA Proceedings, save and except for any gross negligence or wilful misconduct on their part.

12. **THIS COURT ORDERS** that the Representatives and Representative Counsel shall be at liberty and are authorized at any time to apply to this Court, on proper notice to the Monitor and the Applicant, for advice and directions in the performance or variation of their powers and duties and, in the event of any disagreement over whether the Representatives and Representative Counsel can act on a certain matter applicable to a Non-USW Active or Retiree Beneficiary, such disagreement may be remitted to this Court for determination.

W. Gordon - del J.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO. 

OCT 9 2014

**SCHEDULE A**

IN THE ONTARIO SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.  
1985, c. C-36, AS AMENDED (the "CCAA")

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT  
WITH RESPECT TO U. S. STEEL CANADA INC. ("USSC")

**NOTICE TO SALARIED ACTIVE & RETIRED BENEFICIARIES**

On September 16, 2014, USSC commenced court-supervised restructuring proceedings under the CCAA pursuant to an Order (the "**Initial Order**") of the Ontario Superior Court of Justice (Commercial List) (the "**Court**"). Ernst & Young Inc. has been appointed by the Court as monitor in USSC's CCAA proceedings ("**Monitor**").

TAKE NOTICE THAT, pursuant to an Order of the Court dated October 7, 2014:

1. Mr. Gary Dallin, Mr. George Hanson, Mr. Paul Wendling, Mr. Pat Mosseau, Mr. Ronald McClure and Mr. Frank Dalimonte (the "**Representatives**") were appointed as representatives, in the CCAA Proceedings of USSC, of all individuals who are beneficiaries of the USSC registered pension plans, group registered retirement savings plan, retirement benefit arrangements, retiring allowances and other post-employment benefits ("**OPEBs**") offered to employees and/or retirees who are not represented by the United Steelworkers of America (collectively, the "**Non-USW Active and Retiree Beneficiaries**") in respect of matters relating to such plans and OPEBS (the "**Non-USW Plans and OPEBs**") or changes to certain other compensation and employment matters in USSC's CCAA proceedings; and
2. Koskie Minsky LLP ("**Representative Counsel**") was appointed as representative counsel of the Representatives in relation to the Non-USW Plans and OPEBs or changes to certain other compensation and employment matters in the CCAA proceedings of USSC.

**IF YOU DO NOT WISH TO BE REPRESENTED in the CCAA proceedings of USSC by the Representatives and Representative Counsel, you must, before November 5, 2014, provide notice in writing to all the following persons, indicating that you wish to opt-out of such representation:**

**Ernst & Young Inc. - The Court Appointed Monitor of U.S. Steel  
Canada Inc.**  
P.O. Box 251  
222 Bay Street  
Toronto, ON, M5K1J7  
Canada  
Fax: 416-943-3300

Attention: Alex Morrison  
**Koskie Minsky LLP**  
20 Queen Street West  
Suite 900, Box 52  
Toronto ON M5H 3R3  
Fax: (416) 977-3316

Attention: Andrew Hatnay

**McCarthy Tétrault LLP**  
Box 48, Suite 5300  
Toronto Dominion Bank Tower  
Toronto ON M5K 1E6  
Fax: 416-868-0673

Attention: James Gage

Persons requiring further information should review the website established by the Monitor  
<http://www.ey.com/ca/ussc> or call the Monitor's Hotline at 1-844-941-7764.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF IMPERIAL TOBACCO CANADA LIMITED, *et al.*

---

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

PROCEEDING COMMENCED AT  
TORONTO

---

**BOOK OF REPRESENTATION  
ORDERS**

---

**KAPLAN LAW**  
393 University Av., Suite 2000  
Toronto ON M5G 1E6

**Ari Kaplan** (LSO #42042S)

Tel: 416 565.4656

Fax: 416 352.1544

Email: [ari@kaplanlaw.ca](mailto:ari@kaplanlaw.ca)

Counsel to the Former Genstar U.S.  
Retiree Group Committee and the  
Representatives