

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL

No: 500-11-048114-157

SUPERIOR COURT
(Commercial Division)

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

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

BLOOM LAKE GENERAL PARTNER
LIMITED, QUINTO MINING CORPORATION,
8568391 CANADA LIMITED, CLIFFS QUÉBEC
IRON MINING ULC, WABUSH IRON CO.
LIMITED, WABUSH RESOURCES INC.

Petitioners

-and-

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

Mises-en-cause

-and-

FTI CONSULTING CANADA INC.

Monitor

-and-

MICHAEL KEEPER, TERENCE WATT,
DAMIEN LEBEL AND NEIL JOHNSON

PETITIONERS-Mises-en-cause

-and-

UNITED STEELWORKERS, LOCAL 6254,
UNITED STEELWORKERS, LOCAL 6285

Mises-en-cause

-and-

MORNEAU SHEPELL
Mise-en-cause

LIST OF EXHIBIT

**Re: Motion For An Order For Legal Costs of
Salaried/Non-Union Employees And Retirees**

Exhibit R-1 Draft Order for Legal Costs of Salaried/Non-Union Employees and Retirees

Toronto and Montreal, September 11, 2019



KOSKIE MINSKY LLP



FISHMAN FLANZ MELAND PAQUIN LLP

*Representative Counsel for the Petitioners-Mises-
en-cause Michael Keeper, Terence Watt, Damien
Lebel and Neil Johnson, the Representatives of the
Salaried/Non-Union Employees and Retirees*

SUPERIOR COURT

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

N°: 500-11-048114-157

DATE: September 23, 2019

PRESIDING: THE HONOURABLE MICHEL A. PINSONNAULT, J.S.C

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

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

BLOOM LAKE GENERAL PARTNER LIMITED, QUINTO MINING CORPORATION, 8568391 CANADA LIMITED, CLIFFS QUÉBEC IRON MINING ULC, WABUSH IRON CO. LIMITED, WABUSH RESOURCES INC.

Petitioners

-and-

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

Mises-en-cause

-and-

FTI CONSULTING CANADA INC.

Monitor

-and-

MICHAEL KEEPER, TERENCE WATT, DAMIEN LEBEL, and NEIL JOHNSON

PETITIONERS-Mises-en-cause

-and-

UNITED STEELWORKERS, LOCAL 6254, UNITED STEELWORKERS, LOCAL 6285

Mises-en-cause

-and-

MORNEAU SHEPELL

Mise-en-cause

**EIGHTH ORDER FOR LEGAL COSTS OF SALARIED/NON-UNION EMPLOYEES
AND RETIREES**

- [1] **THE COURT**, upon reading the Petitioners'-Mises-en-cause *Motion for an Order for Legal Costs of Salaried/Non-Union Employees and Retirees* dated September 11, 2019 (the "**Motion**") and having examined the affidavit of Andrew Hatnay sworn on September 11, 2019, the Affidavit of Thomas Levy sworn September 3, 2019, the Affidavit of Michael Keeper sworn September 6, 2019 and the Fifty-First Report of the Monitor dated September __, 2019;
- [2] **CONSIDERING** the submissions of counsel for the Petitioners-Mises-en-cause (the "**Representatives**"), the submissions of counsel for the Wabush CCAA Parties, the submissions of counsel for the Monitor, and of such other counsel as were present;
- [3] **GIVEN** the *Order Appointing Representatives and Representative Counsel* dated June 22, 2015;
- [4] **GIVEN** the *Order for Legal Costs of Salaried/Non-union Employees and Retirees* dated October 28, 2016;
- [5] **GIVEN** the *Third Order for Legal Costs of Salaried/Non-union Employees and Retirees* dated May 31, 2017;
- [6] **GIVEN** the *Fourth Order for Legal Costs of Salaried/Non-union Employees and Retirees* dated June 28, 2017;
- [7] **GIVEN** the *Fifth Order for Future Legal Costs of Salaried/Non-Union Employees and Retirees, and Appointment of Replacement Québec Representative Counsel* dated December 21, 2017;
- [8] **GIVEN** the *Sixth Order for Future Legal Costs of Salaried/Non-Union Employees and Retirees* dated April 16, 2018;

[9] **GIVEN** the *Seventh Order for Future Legal Costs of Salaried/Non-Union Employees and Retirees* dated June 29, 2018; and

[10] **GIVEN** the provisions of the *Companies' Creditors Arrangement Act*;

FOR THESE REASONS, THE COURT HEREBY:

[11] **ORDERS** that the Wabush CCAA Parties shall pay the excess legal fees (over and above the fee caps previously ordered) in the amount of \$77,171.50 for Koskie Minsky LLP, and in the amount of \$16,328.65 for Fishman Flanz Meland Paquin LLP, plus disbursements and taxes, for work performed by Representative Counsel on behalf of the Salaried Members during the period of June 30, 2018 to August 31, 2019, provided that Representative Counsel shall render sufficiently detailed accounts (subject to reasonable redaction due to solicitor-client privilege) to the Wabush CCAA Parties and subject to the invoices being approved by the Monitor;

[12] **ORDERS** that the Wabush CCAA Parties shall pay the actuarial fees of the Salaried Members in the amount of \$25,830.11 for Segal Consulting, for work performed on behalf of the Salaried Members during the period of January 1, 2019 to February 28, 2019 with respect to assistance and advice provided to the Salaried Members in respect of the purchase of annuity contracts with insurance companies with the pension fund assets to continue the payment of regular monthly pension benefits, provided that sufficiently detailed accounts shall be rendered (subject to reasonable redaction due to solicitor-client privilege) to the Wabush CCAA Parties and subject to the invoices being approved by the Monitor;

[13] **ORDERS** that the legal fees, taxes and disbursements incurred by Representative Counsel on behalf of the Representatives and Salaried Members for the period from September 1, 2019, to the earlier of the discharge of Representative Counsel or the termination of the CCAA Proceedings shall be paid by the Wabush CCAA Parties up to an aggregate fee cap of \$75,000 in legal fees, plus disbursements and applicable taxes, provided that Representative Counsel shall render sufficiently detailed accounts (subject to reasonable

redaction due to solicitor-client privilege) to the Wabush CCAA Parties and subject to the invoices being approved by the Monitor;

- [14] **DIRECTS** that any disagreement regarding the legal fees, disbursements and taxes of the Representative Counsel may be submitted to this Court for determination;
- [15] **AUTHORIZES** the Representatives and Representative Counsel to take all steps and to perform all acts necessary or desirable to carry out the terms of this Order, including dealing with any Court, regulatory body and other government ministry, department or agency, and to take all such steps as are necessary or incidental thereto;
- [16] **DECLARES** that service and notice of this Motion were good and sufficient and hereby dispenses with further service thereof;
- [17] **THE WHOLE** without costs.

MICHEL A. PINSONNAULT, J.S.C

N° / No. C.S.: 500-11-048114-157

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Petitioners

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WABUSH MINES, ARNAUD RAILWAY COMPANY, WABUSH LAKE RAILWAY COMPANY LIMITED

Mises-en-cause

FTI CONSULTING CANADA INC.

Monitor

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

PETITIONERS-Mises-en-cause

UNITED STEELWORKERS, LOCAL 6254, UNITED STEELWORKERS, LOCAL 6285

Mises-en-cause

MORNEAU SHEPELL

Mise-en-cause

LIST OF EXHIBIT AND EXHIBIT R-1

Re: Motion For An Order For Legal Costs of Salaried/Non-Union Employees And Retirees

ORIGINAL

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

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

Attorneys for the Mises-en-Cause Michael Keeper, Terence Watt, Damien Lebel and Neil Johnson