

CANADA

PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL

N°: 500-11-048114-157

**SUPERIOR COURT**

Commercial Division

(Sitting as a court designated pursuant to the *Companies' Creditors Arrangement Act*, 1985 R.S.C., c. C-36, as amended)

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

**BLOOM LAKE GENERAL PARTNER LIMITED**

**QUINTO MINING CORPORATION**

**8568391 CANADA LIMITED**

**CLIFFS QUÉBEC IRON MINING ULC**

**WABUSH IRON CO. LIMITED**

**WABUSH RESOURCES INC.**

Petitioners

-and-

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

**BLOOM LAKE RAILWAY COMPANY LIMITED**

**WABUSH MINES**

**ARNAUD RAILWAY COMPANY**

**WABUSH LAKE RAILWAY COMPANY LIMITED**

Mises-en-cause

-and-

**FTI CONSULTING CANADA INC.**

Monitor

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**MOTION FOR THE ISSUANCE OF AN ORDER  
EXTENDING THE STAY PERIOD\***  
(Section 11 ff. of the *Companies' Creditors Arrangement Act*)

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**TO MR. JUSTICE STEPHEN W. HAMILTON, J.S.C. OR ONE OF THE HONORABLE JUDGES OF THE SUPERIOR COURT, SITTING IN THE COMMERCIAL DIVISION FOR THE DISTRICT OF MONTRÉAL, THE CCAA PARTIES (AS DEFINED BELOW) SUBMIT:**

**1. BACKGROUND**

1. On January 27, 2015, Mr. Justice Martin Castonguay, J.S.C., issued an Initial Order (as subsequently amended, rectified and/or restated, the "**Bloom Lake Initial Order**") commencing these proceedings (the "**CCAA Proceedings**") pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**") in respect of the Petitioners Bloom Lake General Partner Limited ("**Bloom Lake GP**"), Quinto Mining Corporation ("**Quinto**"), 8568391 Canada Limited and Cliffs Québec Iron Mining ULC ("**CQIM**") and the Mises-en-cause The Bloom Lake Iron Ore Mine Limited Partnership ("**Bloom Lake LP**") and Bloom Lake Railway Company Limited ("**Bloom Lake Railway Company**") (collectively, the "**Bloom Lake CCAA Parties**"), as appears from the Initial Order dated January 27, 2015, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-1**.
2. Pursuant to the Bloom Lake Initial Order, *inter alia*, FTI Consulting Canada Inc. was appointed as monitor of the Bloom Lake CCAA Parties (the "**Monitor**") (para. 39 of the Bloom Lake Initial Order) and a stay of proceedings was ordered in respect of the Bloom Lake CCAA Parties until February 26, 2015 (the "**Bloom Lake Stay Period**") (para. 8 ff. of the Bloom Lake Initial Order).
3. On February 20, 2015 and on April 17, 2015, Mr. Justice Stephen W. Hamilton amended the Bloom Lake Initial Order, *inter alia*, extending the Bloom Lake Stay Period to April 30, 2015 and then to July 31, 2015, as appears from the Amended Initial Order dated February 20, 2015 and from the Order dated April 17, 2015, both of which form part of the Court record and are communicated herewith for convenience respectively as **Exhibit R-2** and **Exhibit R-3**.
4. On April 17, 2015, Mr. Justice Hamilton also issued, *inter alia*, the following orders:
  - a) an Order (the "**Sale Advisor Order**"), *inter alia*, authorizing the engagement of Moelis & Company LLC as the Bloom Lake CCAA Parties' mergers and acquisitions financial advisor (the "**Sale Advisor**"), as appears from a copy of the Sale Advisor Order, which forms part of the Court record and is communicated herewith as **Exhibit R-4**; and

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\* Except as otherwise provided for herein, all capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Bloom Lake Initial Order (as defined herein) and the Wabush Initial Order (as defined herein).

- b) an Order (the "**SISP Order**"), *inter alia*, approving sale and investor solicitation procedures (the "**Initial SISP**") in respect of the Bloom Lake CCAA Parties, as appears from a copy of the SISP Order, which forms part of the Court record and is communicated herewith as **Exhibit R-5**.
5. On May 20, 2015, Mr. Justice Hamilton, issued an Initial Order (as subsequently amended, rectified and/or restated the "**Wabush Initial Order**") extending the scope of the CCAA Proceedings to the Petitioners Wabush Iron Co. Limited ("**Wabush Iron**") and Wabush Resources Inc. ("**Wabush Resources**") and the Mises-en-cause Wabush Mines, an unincorporated contractual joint venture (the "**Wabush Mines JV**"), Arnaud Railway Company ("**Arnaud**") and Wabush Lake Railway Company Limited (collectively, the "**Wabush CCAA Parties**"; collectively with the Bloom Lake CCAA Parties, the "**CCAA Parties**"), as appears from the Initial Order dated May 20, 2015, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-6**.
6. Pursuant to the Wabush Initial Order, *inter alia*, the Monitor was appointed as the monitor of the Wabush CCAA Parties (para. 39 of the Wabush Initial Order) and a stay of proceedings was granted until June 19, 2015 (the "**Wabush Stay Period**"; collectively with the Bloom Lake Stay Period, the "**Stay Period**") (para. 7 *ff.* of the Wabush Initial Order).
7. On June 9, 2015, Mr. Justice Hamilton, issued an order (the "**Wabush Comeback Order**"), *inter alia*:
  - a) extending the Wabush Stay Period to July 31, 2015;
  - b) approving the Initial SISP as it relates to the Wabush CCAA Parties, *nunc pro tunc to the* date of the Wabush Initial Order, authorizing the amendment and restatement of the Initial SISP, and approving the amended and restated sale and investor solicitation procedures (the "**SISP**") communicated herewith as **Exhibit R-7**; and
  - c) approving the engagement of the Sale Advisor as relates to the Wabush CCAA Parties, *nunc pro tunc* to the date of the Wabush Initial Order;the whole as appears from a copy of the Wabush Comeback Order, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-8**.
8. On July 30, 2015, Mr. Justice Hamilton, issued an order, *inter alia*, extending the Stay Period to November 6, 2015, as appears from the Order dated July 30, 2015, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-9**.
9. On November 5, 2015, Mr. Justice Hamilton issued an order, *inter alia*, extending the Stay Period to January 29, 2016, as appears from the Order dated November 5, 2015, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-10**.
10. Also on November 5, 2015, Mr. Justice Hamilton issued an order (as amended on November 16, 2015, the "**Claims Procedure Order**"), *inter alia*, approving and setting out a Claims Procedure (as defined in the Claims Procedure Order) in respect of the



CCAA Parties, as appears from the Claims Procedure Order, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-11**.

11. On January 27, 2016, Mr. Justice Hamilton issued an order, *inter alia*, extending the Stay Period to April 22, 2016, as appears from the Order dated January 27, 2016, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-12**.
12. On April 20, 2016, Mr. Justice Hamilton issued an order, *inter alia*, extending the Stay Period to September 30, 2016, as appears from the Order dated April 20, 2016, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-13**.

## **2. ORDERS SOUGHT**

13. On this Motion, the CCAA Parties hereby seek the extension of the Stay Period in respect of the CCAA Parties until January 31, 2017.

## **3. SALES OF ASSETS**

14. As outlined above, Mr. Justice Hamilton approved the SISP and the engagement of the Sale Advisor in respect of the assets of the Bloom Lake CCAA Parties and the Wabush CCAA Parties pursuant to the SISP Order, the Sale Advisor Order and the Wabush Comeback Order. All initially capitalized terms in this section shall have the meanings given to them in the SISP unless otherwise defined herein.
15. Since the most recent extension of the Stay Period on April 20, 2016, certain of the CCAA Parties have entered into definitive asset purchase agreements, both pursuant to the SISP and outside of the SISP, for the sale of certain Bloom Lake Railcars, of Scully Generators and of certain Haul Trucks (each as defined below). The status of each of these transactions is set out below.

### **3.1 The Bloom Lake Transaction**

16. In accordance with the SISP Order, on January 27, 2016, Mr. Justice Hamilton issued an order (the "**Bloom Lake Approval and Vesting Order**") approving a transaction (the "**Bloom Lake Transaction**") representing the divestiture of the right title and interest of CQIM, Quinto, Bloom Lake GP, Bloom Lake LP and Bloom Lake Railway Company in and to substantially all of the assets relating to the Bloom Lake Mine and the Bloom Lake Railway, subject to certain excluded assets, which excluded assets included, *inter alia*, certain Phase II railcars (the "**Bloom Lake Railcars**") and certain Komatsu 830E haul trucks (the "**Haul Trucks**"), the whole as appears from Bloom Lake Approval and Vesting Order, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-14**. The Bloom Lake Transaction closed on April 11, 2016.

### **3.2 The Railcar Transactions**

#### **3.2.1 Rio Tinto Railcar Transaction**

17. Pursuant to an asset purchase agreement dated as of June 17, 2016 between CQIM, as seller, and Rio Tinto Fer Et Titane Inc. ("**Rio Tinto**"), as purchaser, CQIM agreed to sell to Rio Tinto 27 Bloom Lake Railcars (collectively, the "**Rio Tinto Railcar Transaction**").
18. The Rio Tinto Railcar Transaction was approved by this Court pursuant to an approval and vesting order dated June 28, 2016 (the "**Rio Tinto Railcar Approval and Vesting Order**"), which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-15**.
19. The Rio Tinto Railcar Transaction closed and the Monitor issued its Certificate of the Monitor in relation thereto (the "**Rio Tinto Monitor's Certificate**"), as provided for in the Rio Tinto Railcar Approval and Vesting Order, on July 8, 2016, as appears from the Rio Tinto Monitor's Certificate, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-16**. The Monitor is holding the Net Proceeds (as defined in the Rio Tinto Railcar Approval and Vesting Order) in trust to be held and released from time to time subject to the terms and conditions of the Rio Tinto Railcar Approval and Vesting Order, pending determination of claims and allocation of costs.

#### **3.2.2 Iron Ore Company Railcar Transaction**

20. Pursuant to an asset purchase agreement dated as of July 22, 2016 between CQIM, as seller, and Iron Ore Company of Canada ("**Iron Ore Company**"), as purchaser, CQIM agreed to sell to Iron Ore Company 159 Bloom Lake Railcars (collectively, the "**Iron Ore Company Railcar Transaction**").
21. The Iron Ore Company Railcar Transaction was approved by this Court pursuant to an approval and vesting order dated August 30, 2016 (the "**Iron Ore Company Railcar Approval and Vesting Order**"), which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-17**.
22. The Iron Ore Company Railcar Transaction closed and the Monitor issued its Certificate of the Monitor in relation thereto (the "**Iron Ore Company Monitor's Certificate**"), as provided for in the Iron Ore Company Railcar Approval and Vesting Order, on September 2, 2016, as appears from the Iron Ore Company Monitor's Certificate, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-18**. The Monitor is holding the Net Proceeds (as defined in the Iron Ore Company Railcar Approval and Vesting Order) in trust to be held and released from time to time subject to the terms and conditions of the Iron Ore Company Railcar Approval, pending determination of claims and allocation of costs.

### **3.3 Toromont Generator Transaction**

23. Pursuant to an asset purchase agreement dated as of June 30, 2016 between Wabush Resources and Wabush Iron, as sellers, and Toromont Industries Ltd. ("**Toromont**"), as purchaser, Wabush Resources and Wabush Iron agreed to sell to Toromont three Caterpillar XQ2000 generator sets (the "**Scully Generators**") located in the iron ore mine and processing facility located north of the Town of Wabush in Newfoundland and



Labrador known as the Wabush Mine or the Scully Mine (the "**Scully Mine**"), which had formerly been operated by Wabush Resources and Wabush Iron and whose operations had been suspended in March 2014 and permanently idled in November 2014 (collectively, the "**Toromont Generator Transaction**").

24. The Toromont Generator Transaction was approved by this Court pursuant to an approval and vesting order dated July 20, 2016 (the "**Toromont Generator Approval and Vesting Order**"), which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-19**.
25. The Toromont Generator Transaction closed and the Monitor issued its Certificate of the Monitor in relation thereto (the "**Toromont Generator Monitor's Certificate**"), as provided for in the Toromont Generator Approval and Vesting Order, on July 25, 2016, as appears from the Toromont Generator Monitor's Certificate, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-20**. The Monitor is holding the Net Proceeds (as defined in the Toromont Generator Approval and Vesting Order) in trust to be held and released from time to time subject to the terms and conditions of the Toromont Generator Approval and Vesting Order, pending determination of claims and allocation of costs.

#### **3.4 The Haul Trucks Transaction**

26. Pursuant to an asset purchase agreement dated as of September 1, 2016 between Bloom Lake LP, Wabush Resources and Wabush Iron, as sellers, and Ritchie Bros Auctioneers (Canada) Ltd. ("**Ritchie Bros**"), as purchaser, Bloom Lake LP, Wabush Resources and Wabush Iron agreed to sell to Ritchie Bros 14 Haul Trucks located at both the Bloom Lake Mine and the Scully Mine (the "**Haul Trucks Transaction**").
27. On September 9, 2016, Bloom Lake LP, Wabush Resources and Wabush Iron filed a motion for the approval of the Haul Trucks Transaction and for the issuance of an approval and vesting order in relation thereto, which motion is scheduled to be heard before Mr. Justice Hamilton on September 23, 2016.

#### **3.5 Additional Transactions for Residual Assets**

28. The CCAA Parties have been approached by and are currently in discussions with additional interested parties with respect to transactions which would see them sell certain remaining portions of the Property and Business of the CCAA Parties (collectively, the "**Additional Transactions**").
29. As definitive purchase and sale agreements are entered into with respect to the Additional Transactions, the CCAA Parties will bring such definitive purchase and sale agreements to the Court for approval thereof, on notice to the service list as required by the Bloom Lake Initial Order and the Wabush Initial Order.
30. As previously disclosed, given that at the Bid Deadline no offers had been received for the Scully Mine, the Wabush CCAA Parties pursued the liquidation proposals that had been received for the moveable equipment located at the Wabush Mine.
31. On August 18, 2016, the Monitor, in consultation with the CCAA Parties contacted over 80 potential purchasers that had participated in the liquidation sales process, or who had

expressed an interest in some or all of the assets of the CCAA Parties during the CCAA Proceedings, to solicit proposals for certain assets located at the Scully Mine and the Bloom Lake Mine (the "**RFP**").

32. Proposals in relation to the RFP are to be received by September 16, 2016 (the "**RFP Deadline**").
33. On September 14, 2016, after it became clear that there would be no offer in respect of the Scully Mine from the potentially interested purchaser, the Monitor, in consultation with the CCAA Parties, again contacted over 80 potential purchasers to solicit proposals for the remaining movable assets at the Scully Mine which were not included in the RFP (the "**Supplemental RFP**").
34. Proposals in relation to the Supplemental RFP are to be received by October 5, 2016 (the "**Supplemental RFP Deadline**").
35. In light of the lack of interest in the Scully Mine to date, the CCAA Parties are currently exploring the options available in respect of the Scully Mine following the disposition of the assets located thereat.
36. As disclosed to the Court in the Monitor's Sixteenth Report, the Bloom Lake CCAA Parties have been in discussions with a party potentially interested in sponsoring a plan of arrangement that could generate significant value for the estates of the Bloom Lake CCAA Parties in connection with the corporate attributes of certain of the Bloom Lake CCAA Parties, which value would be in addition to the proceeds of the various proposed sale transactions. These discussions are ongoing. Should a restructuring agreement be reached, a plan of arrangement would be filed in respect of the Bloom Lake CCAA Parties and the restructuring steps thereunder would be implemented before the end of the calendar year.
37. As disclosed to the Court in the Monitor's Nineteenth Report, the Bloom Lake CCAA Parties had received preliminary interest in property known as the Mount-Wright mining camp. The Bloom Lake CCAA Parties have continued discussions in respect of the Mount-Wright mining camp, and they expect to enter into a definitive Purchase and Sale Agreement shortly, for which they will seek the Court's approval by way of an Approval and Vesting Order.
38. As disclosed to the Court in the Monitor's Twenty Second Report, the Wabush CCAA Parties have obtained an offer to purchase 48 of 49 vacant single-family homes, two apartment buildings and a staff house owned by the Wabush CCAA Parties in the Town of Wabush (the "**Wabush Employee Homes Transaction**"). The Wabush CCAA Parties are of the opinion that this Wabush Employee Homes Transaction may proceed without Court approval pursuant to paragraph 33(c) of the Wabush Initial Order, and the Wabush CCAA Parties entered into a definitive asset purchase agreement in respect of the Wabush Employee Homes Transaction, with the support of the Monitor, on September 2, 2016. The Wabush Employee Homes Transaction is expected to close shortly.



#### 4. EXTENSION OF THE STAY PERIOD

##### 4.1 General Developments and Overview

39. Since the issuance of the Bloom Lake Initial Order and the Wabush Initial Order, the CCAA Parties have acted and continue to act in good faith and with due diligence.
40. On March 29, 2016, the CCAA Parties received service of a motion by the Sept-îles Port Authority seeking the lifting of the Stay Period and the issuance of an order in relation to the payment of excluded claims (the "**SIPA Motion**"). The SIPA Motion was settled out of Court on August 30, 2016.
41. On April 22, 2016, the CCAA Parties obtained the issuance of an order (the "**Beumer Transaction Homologation Order**") by Mr. Justice Hamilton homologating a Transaction Agreement entered into between Bloom Lake LP and Beumer Corporation ("**Beumer**") in settlement of Bloom Lake LP's *Re-Re-Amended Motion to Obtain the Release of Escrowed Funds* (the "**Motion for Release of Escrowed Funds**"), pursuant to which Bloom Lake LP obtained 50% of escrowed funds of US\$6,318,685.87 which had been the subject of dispute by Bloom Lake LP and Beumer, as appears from the Beumer Transaction Homologation Order, which forms part of the Court record and is communicated herewith for convenience as **Exhibit R-21**.
42. Since the Stay Period was last extended on April 20, 2016, the CCAA Parties have, with the assistance of and in consultation with the Monitor, respectively, *inter alia*:
  - a) met regularly with the Monitor and provided the Monitor with full co-operation and complete access to the CCAA Parties' Property, premises and books and records;
  - b) continued to adhere to procedures for the monitoring of the CCAA Parties' operations and financial circumstances, including receipts and disbursements. Since the closing of the sale by certain of the CCAA Parties of the iron ore pellet production facility and the port facility located Pointe-Noire, Québec and of the railway known as the Arnaud Railway, at the CCAA Parties' request, the Monitor has been performing the cash management functions for the Wabush CCAA Parties. Since the closing of the Bloom Lake Transaction, the Monitor, at the CCAA Parties' request, has also been performing the cash management functions of the Bloom Lake CCAA Parties;
  - c) communicated with applicable environmental and regulatory authorities in relation to the property of the Wabush CCAA Parties;
  - d) as described above, continued to carry out the SISP and the liquidation sales process, including closing the Rio Tinto Railcar Transaction, the Iron Ore Company Railcar Transaction and the Toromont Generator Transaction, entering into the Haul Trucks Transaction, and meeting and holding discussions with parties potentially interested in purchasing or investing in certain of the CCAA Parties' Property or Business and have been negotiating with such interested parties towards definitive purchase and sale agreements, subject to Court approval, in respect of the CCAA Parties' remaining Property and/or Business;



- e) reviewed a number of liquidation proposals with the assistance of the Monitor and compared such liquidation proposals to the results of the bids received in respect of the SISP and negotiated with persons submitting such liquidation proposals;
  - f) Held the RFP to solicit proposals for certain assets located at the Scully Mine and the Bloom Lake Mine and reviewed a number of proposals submitted by the RFP Deadline;
  - g) continued to assist and cooperate with the Monitor in the implementation of the Claims Procedure approved by this Court as set out in the Claims Procedure Order;
  - h) continued to assist the Monitor with review and determination of claims;
  - i) settled the Motion for Release of Escrowed Funds, as described above;
  - j) settled the SIPA Motion;
  - k) continued to advance proceedings in respect of the summonses served on the Wabush CCAA parties on November 5, 2015 relating to alleged offences under the *Fisheries Act*; and
  - l) continued to advance proceedings in relation to the dispute between the Wabush CCAA Parties and MFC Industrial Ltd. ("**MFC**").
43. It is respectfully submitted that the extension of the Stay Period to January 31, 2017 is required to provide all CCAA Parties with sufficient time to, *inter alia*:
- a) in consultation with the Monitor, continue to review the proposals received under the RFP and the Supplemental RFP;
  - b) in consultation with the Monitor, complete, if possible, the negotiation of definitive purchase and sale agreements in connection with the Additional Transactions, seek Court approval thereof, and, if approved, close such transactions;
  - c) continue to assist the Monitor in connection with the implementation of the Claims Procedure with respect to the CCAA Parties;
  - d) continue and complete the ongoing litigation with MFC; and
  - e) determine, subject to Court approval, the appropriate manner in which to distribute to creditors the sale proceeds of the various transactions by the CCAA Parties, including appropriate mechanisms for the allocation of realization and costs amongst the various CCAA Parties and assets classes.
44. It is anticipated that the requested extension of the Stay Period until January 31, 2017, will afford the CCAA Parties sufficient time to progress the foregoing, to seek Court approval of transactions and to complete any transactions that are approved.

45. The Monitor has advised the CCAA Parties that it supports the requested extension of the Stay Period. The CCAA Parties understand that the Monitor will file a report regarding the proposed extension of the Stay Period.
46. The CCAA Parties understand that the Monitor's report will also include the CCAA Parties' revised and extended cash flow forecast. Subject to the underlying assumptions therein, the CCAA Parties believe that there is sufficient liquidity to fund their participation in these CCAA Proceedings until January 31, 2017.
47. The CCAA Parties have acted and are acting with good faith and due diligence, circumstances exist that make the extension of the Stay Period appropriate and no parties will be materially prejudiced by the extension of the Stay Period.
48. In light of the foregoing, the CCAA Parties respectfully ask this Court to extend the Stay Period to January 31, 2017, the whole subject to all other terms of the Bloom Lake Initial Order and the Wabush Initial Order.

**5. PROCEDURAL MATTERS**

49. The CCAA Parties submit that the notices given of the presentation of the present Motion are proper and sufficient.
50. Pursuant to paragraph 54 of the Bloom Lake Initial Order and paragraph 56 of the Wabush Initial Order, all motions in these CCAA Proceedings are to be brought on not less than ten (10) calendar days' notice to all Persons on the service list. Each motion must specify a date (the "**Initial Return Date**") and time for the hearing.
51. The service of the present Motion serves as notice pursuant to paragraphs 47 and 54 of the Bloom Lake Initial Order and paragraphs 47 and 56 of the Wabush Initial Order.
52. Paragraph 55 of the Bloom Lake Initial Order and paragraph 57 of the Wabush Initial Order require that any Person wishing to object to the relief sought on a motion in the CCAA Proceedings must serve responding motion materials or a notice stating the objection to the motion and grounds for such objection (a "**Notice of Objection**") in writing to the moving party and the Monitor, with a copy to all persons on the service list, no later than 5 p.m. Montréal time on the date that is four (4) calendar days prior to the Initial Return Date (the "**Objection Deadline**"). Accordingly, any parties wishing to object to the relief sought on this Motion must serve responding motion materials or a Notice of Objection by no later than 5 p.m. Montréal time on September 23, 2016.
53. Paragraph 56 of the Bloom Lake Initial Order and paragraph 58 of the Wabush Initial Order further provide that if no Notice of Objection is served by the Objection Deadline, the Judge having carriage of the motion may determine whether a hearing is necessary, whether such hearing will be in person, by telephone or in writing and the parties from whom submissions are required (collectively, the "**Hearing Details**").
54. Paragraph 57 of the Bloom Lake Initial Order and paragraph 59 of the Wabush Initial Order provide that the Monitor shall communicate with the Judge and the service list with respect to the Hearing Details.



**6. CONCLUSIONS**

55. In light of the foregoing, the CCAA Parties hereby seek the issuance of an Order substantially in the form of the draft Order communicated herewith as **Exhibit R-22**, which provides for the extension of the Stay Period in respect of the CCAA Parties until January 31, 2017.
56. The present Motion is well founded in fact and in law.

**FOR THESE REASONS, MAY IT PLEASE THE COURT TO:**

**GRANT** the present Motion;

**ISSUE** an order in the form of the draft Order communicated in support hereof as Exhibit R-22;

**WITHOUT COSTS**, save and except in case of contestation.

Montréal, September 16, 2016

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

**AFFIDAVIT**

I, the undersigned, **CLIFFORD T. SMITH**, the Executive Vice-President and a director of Bloom Lake General Partner Limited and Cliffs Quebec Iron Mining ULC, the President and a director of Bloom Lake Railway Company Limited and 8568391 Canada Limited, the President of Wabush Resources Inc., the President and a director of Wabush Iron Co. Limited, the Vice-President and a director of Arnaud Railway Company Limited and Wabush Lake Railway Company Limited, and a director of Quinto Mining Corporation, having a place of business at 1 Place Ville Marie, Bureau 3000, Montréal, Québec, H3B 4N8, solemnly affirm that all the facts alleged in the present *Motion for the Issuance of an Order Extending the Stay Period* are true.

AND I HAVE SIGNED:

  
\_\_\_\_\_  
**CLIFFORD T. SMITH**

SOLEMNLY DECLARED before me at  
Cleveland, Ohio, on this 19<sup>th</sup> day of  
September, 2016

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



**ADAM D. MUNSON, Atty.**  
NOTARY PUBLIC  
STATE OF OHIO  
My Commission Has No  
Expiration Date  
Section 147.03 R.C.




**NOTICE OF PRESENTATION**

**TO: Service List**

**TAKE NOTICE** that the present *Motion for the Issuance of an Order Extending the Stay Period* will be presented for adjudication before the Honourable Stephen W. Hamilton, J.S.C., or another of the honourable judges of the Superior Court, Commercial Division, sitting in and for the district of Montréal, in the Montréal Courthouse located at 1, Notre-Dame Street East, Montréal, Québec, on **September 28, 2016** at a time and in a room to be determined.

**DO GOVERN YOURSELF ACCORDINGLY.**

Montréal, September 16, 2016

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

C A N A D A

PROVINCE OF QUÉBEC  
DISTRICT OF **MONTREAL**

**SUPERIOR COURT**  
Commercial Division  
(Sitting as a court designated pursuant to the *Companies'*  
*Creditors Arrangement Act*, R.S.C., c. C-36, as amended)

N°: **500-11-048114-157**

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CLIFFS QUÉBEC IRON MINING ULC  
WABUSH IRON CO. LIMITED  
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Petitioners

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

Mises-en-cause

and  
**FTI CONSULTING CANADA INC.**

Monitor

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**LIST OF EXHIBITS**

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

- 
- R-1 Initial Order in respect of the Bloom Lake CCAA Parties dated January 27, 2015;
  - R-2 Amended Initial Order in respect of the Bloom Lake CCAA Parties dated February 20, 2015;
  - R-3 Order dated April 17, 2015;
  - R-4 Sale Advisor Order dated April 17, 2015;
  - R-5 SISP Order dated April 17, 2015;
  - R-6 Initial Order in respect of the Wabush CCAA Parties dated May 20, 2015;
  - R-7 SISP;



- R-8 Wabush Comeback Order dated June 9, 2015;
- R-9 Order dated July 30, 2015;
- R-10 Order extending the Stay Period, dated November 5, 2015;
- R-11 Amended Claims Procedure Order dated November 16, 2015
- R-12 Order extending the Stay Period, dated January 27, 2016;
- R-13 Order extending the Stay Period, dated April 20, 2016;
- R-14 Bloom Lake Approval and Vesting Order January 27, 2016;
- R-15 Rio Tinto Railcar Approval and Vesting Order dated June 28, 2016;
- R-16 Rio Tinto Monitor's Certificate dated July 8, 2016
- R-17 Iron Ore Company Railcar Approval and Vesting Order dated August 30, 2016;
- R-18 Iron Ore Company Monitor's Certificate dated September 2, 2016;
- R-19 Toromont Generator Approval and Vesting Order dated July 20, 2016;
- R-20 Toromont Generator Monitor's Certificate dated July 25, 2016;
- R-21 Beumer Transaction Homologation Order dated April 22, 2016;
- R-22 Draft Order.

The exhibits are available at the following link:

<https://blakes.sharefile.com/d-s87d5da9aaec43d6b>

Montréal, September 16, 2016

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

N°: 500-11-048114-157

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

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

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**MOTION FOR THE ISSUANCE OF AN ORDER  
EXTENDING THE STAY PERIOD,  
AFFIDAVIT, NOTICE OF PRESENTATION  
AND EXHIBITS R-1 TO R-22**  
(Sections 111 ff. CCAA)

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**ORIGINAL**

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