

C A N A D A

PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL

N°: 500-11-048114-157

**SUPERIOR COURT**

Commercial Division

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

**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 AMENDED AND RESTATED  
PLAN FILING AND MEETINGS ORDER**  
(Sections 4, 5, 6, and 11 of the *Companies' Creditors Arrangement Act*)

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**TO THE HONOURABLE STEPHEN W. HAMILTON, J.S.C. OR ONE OF THE HONOURABLE  
JUDGES OF THE SUPERIOR COURT, SITTING IN COMMERCIAL DIVISION, IN AND FOR  
THE DISTRICT OF MONTRÉAL, THE PETITIONERS AND THE MISES-EN-CAUSE SUBMIT:**

1. **DEFINITIONS**

1. Capitalized terms not otherwise defined in this Motion shall have the meanings ascribed to them in Schedule "A" of the Amended Plan (as defined below), Exhibit R-2.

2. **INTRODUCTION**

2. By way of the present Motion, the Petitioners, Bloom Lake General Partner Limited ("**BLGP**"), Quinto Mining Corporation ("**Quinto**"), Cliffs Québec Iron Mining ULC ("**CQIM**"), Wabush Iron Co. Limited ("**Wabush Iron**"), Wabush Resources Inc. ("**Wabush Resources**") and the Mises-en-cause, The Bloom Lake Iron Ore Mine Limited Partnership ("**BLLP**"), Wabush Mines and Arnaud Railway Company ("**Arnaud**") (as such parties may be consolidated for the purposes of the Amended Plan, collectively, the "**Participating CCAA Parties**") seek the issuance of an Amended and Restated Plan Filing and Meetings Order (as defined below), *inter alia*, accepting certain amendments to the initial Plan Filing and Meetings Order issued by Mr. Justice Hamilton on April 20, 2018, as rectified on April 25, 2018 (the "**Original Meetings Order**").

3. **PROCEDURAL BACKGROUND**

3. 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 the CCAA Proceedings pursuant to the CCAA in respect of the Petitioners CQIM, BLGP, Quinto, 8568391 Canada Limited ("**8568391**") and the Mises-en-cause BLLP and Bloom Lake Railway Company ("**BLRC**") (collectively, the "**Bloom Lake CCAA Parties**"), the whole as appears from the Court record.
4. Pursuant to the Bloom Lake Initial Order, *inter alia*, FTI Consulting Canada Inc. was appointed as monitor to the businesses and financial affairs of the Bloom Lake CCAA Parties (the "**Monitor**").
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 and Wabush Resources and the Mises-en-cause Wabush Mines, Arnaud and Wabush Lake Railway Company ("**Wabush Railway**") (collectively, the "**Wabush CCAA Parties**", and collectively with the Bloom Lake CCAA Parties, the "**CCAA Parties**"), the whole as appears from the Court record.
6. On April 20, 2018, Mr. Justice Hamilton issued the Original Meetings Order, which, *inter alia*, accepted the filing of a Joint Plan of Compromise and Arrangement dated April 16, 2018 (the "**Original Plan**") by the Participating CCAA Parties, authorized the Participating CCAA Parties to hold meetings of Classes of Affected Unsecured Creditors to consider and vote on a resolution to approve the Original Plan, and permitted amendments to the Original Plan without further order of the Court only until May 18, 2018.

4. **THE AMENDED AND RESTATED PLAN FILING AND MEETINGS ORDER**

7. The Participating CCAA Parties seek the issuance of an Order (the "**Amended and Restated Plan Filing and Meetings Order**") substantially in the form of the draft order communicated herewith as **Exhibit R-1** (the "**Draft Amended and Restated Plan Filing and Meetings Order**"), which provides, *inter alia*, for:

- a) accepting for filing the "Amended and Restated Joint Plan of Compromise and Arrangement" in respect of the Participating CCAA Parties, communicated herewith as **Exhibit R-2** (the "**Amended Plan**");
  - b) the addition of two Unsecured Creditor Classes, being the Wabush Pension Claims Class and the Arnaud Pension Claims Class (defined below), and the removal of the Wabush Railway Unsecured Creditor Class;
  - c) authorizing the Participating CCAA Parties to convene Meetings of each Unsecured Creditor Class of the Participating CCAA Parties, said Meetings having to be held in the fashion further described below;
  - d) approval of (i) the amended notice and documentation to be sent to Affected Unsecured Creditors in respect of the Meetings, including the addition of a separate Employee Creditor Letters (as defined in the Draft Amended and Restated Plan Filing and Meetings Order), from the Monitor, Salaried Members Representative Counsel and USW Counsel;
  - e) authorizing the Participating CCAA Parties to effect minor Plan Modifications that are either administrative or curative in nature and not materially adverse to the financial or economic interests of Affected Creditors without Court authorization; and
  - f) other ancillary orders and declarations.
8. Exhibit R-1, the Draft Amended and Restated Plan Filing and Meetings Order, includes a comparison version to the Original Meetings Order (as rectified), and the Amended Plan, Exhibit R-2, includes a comparison version to the Original Plan.

## **5. AMENDMENTS TO THE ORIGINAL PLAN**

### **5.1 Settlement Arrangements**

9. Subsequent to the granting of the Original Meetings Order, the Monitor entered into discussions with the USW Counsel, Salaried Representative Counsel, the Pension Plan Administrator and Quebec North Shore and Labrador Railway Company Inc. ("**QNS&L**"), the largest single creditor of the CCAA Parties, with respect to possible amendments to the Original Plan to obtain the required support of Affected Unsecured Creditors at the Creditors' Meetings.
10. The proposed Amended Plan reflects settlements reached in respect of Pension Claims, OPEB Claims, Other Employee Claims and Non-Filed Affiliate Employee Actions, as further described below.
11. Pursuant to the settlements with the Salaried Members Representatives and the USW, the OPEB Claims and the Other Employee Claims of the Salaried Members and the USW Members, respectively, will be allowed as Proven Affected General Unsecured Claims by the Monitor for the purposes of the Amended Plan, in the amounts and subject to the exceptions set out in each such OPEB/Other Employee Claims Settlement Agreement.

12. Pursuant to the settlement with the Pension Plan Administrator, the following Pension Claims will be allowed in each of the two new classes of Pension Claims as unsecured claims in the amounts of CDN.\$27,341,000 for the Salaried Pension Plan and CDN.\$28,681,492 for the Hourly Pension Plan.
13. In connection with these settlements, the restructuring term sheet dated March 14, 2018 between the CCAA Parties and the Non-Filed Affiliates, setting out the principal terms of settlement with respect to intercompany claims and the potential claims, including the Non-Filed Affiliate Transaction Matters, has been amended.

## 5.2 Principal Amendments to the Original Plan under the Proposed Amended Plan

14. The proposed principal amendments to the Original Plan under the Amended Plan include the following:
  - a) the Amended Plan will reflect the settlement of the priority arguments in connection with the claims arising from any failure of the Wabush CCAA Parties to make certain normal course payments or special payments under the Wabush CCAA Parties' pension plans and for the wind-up deficit under the Wabush CCAA Parties' pension plans pursuant to the *Pension Benefits Act* (Newfoundland and Labrador), the *Pension Benefits Standards Act* (Canada) and the *Supplemental Pension Plans Act* (Québec). Notices of Discontinuances in respect of the Pension Priority Proceedings have been or will be delivered by each of the Monitor, the Salaried Members Representative Counsel, USW Counsel, Ville de Sept-Iles, Retraite Québec, the Superintendent of Pensions for Newfoundland, and the Office of the Superintendent of Financial Institutions ("OSFI"), before the hearing of this Motion to the Monitor's counsel, Norton Rose Fullbright Canada LLP (the "**Monitor's Counsel**"), in escrow, with respect to (i) the appeal of the Pension Priority Decision, currently before the Court of Appeal of Quebec (the "**Pension Priority Appeal**"), and (ii) the appeal of the Newfoundland Reference Decision, currently before the Supreme Court of Canada (the "**Newfoundland Reference Appeal**"), and in each case to be released upon implementation of the Plan and forthwith filed with the applicable Court;
  - b) the Amended Plan will guarantee aggregate distributions of CDN.\$36 million for the Pension Claims pursuant to the establishment of two new Pension Cash Pools: the Arnaud Pension Cash Pool and the Wabush Pension Cash Pool. Distributions on account of the Pension Claims are to be made as soon as practicable after the Plan Implementation Date;
  - c) the Wabush Pension Cash Pool is to be funded as follows: CDN.\$9.5 million from the Non-Filed Affiliate Cash Contribution, CDN.\$3 million from the Non-Filed Affiliate Distribution/Payment Contribution and CDN.\$5.5 million from the Wabush Mines Parties. The Arnaud Pension Cash Pool will be funded as follows: CDN.\$9.5 million from the Non-Filed Affiliate Cash Contribution (which Non-Filed Affiliate Cash Contribution has been increased from CDN\$5 million to CDN\$19 million), CDN.\$3 million from the Non-Filed Affiliate Distribution/Payment Contribution and CDN.\$5.5 million from Arnaud;

- d) the addition of two new classes for Pension Claims: the Wabush Pension Claims Class and the Arnaud Pension Claims Class. Pension Claims will be allowed in each class in the amounts of CDN.\$27,341,000 in respect of the Salaried Pension Plan and CDN.\$28,681,492 in respect of the Hourly Pension Plan. Each of the Salaried Pension Plan and the Hourly Pension Plan are to receive CDN.\$18 million under the Amended Plan. Distributions on account of the Pension Claims will be made as soon as practicable after the Plan Implementation Date; and
- e) In connection with the settlement of the Non-Filed Affiliate Employee Actions, notices of discontinuance have been or will be delivered prior the hearing of the Motion, by the plaintiffs to the Monitor's Counsel, in escrow, to be released on the Plan Implementation Date and forthwith filed with the Court. The settlement amount will be directed into the Arnaud Pension Claims Pool and the Wabush Pension Class Pool under the Amended Plan.

### **5.3 Support for the Amended Plan**

- 15. The Salaried Members Representatives and USW have each agreed to enter into a plan support agreement with the Participating CCAA Parties pursuant to which they will agree to support the Amended Plan and pursuant to which Salaried Members Representative Counsel and USW Counsel will vote the deemed Proxies granted to them under the Original Meetings Order in favour of the Amended Plan.
- 16. The Pension Plan Administrator has also entered into a Plan Support Agreement with the Participating CCAA Parties, pursuant to which the Pension Plan Administrator, in respect of the Pension Claims, has agreed to support the Amended Plan.
- 17. QNS&L has also indicated its support for the Amended Plan and will be entering into a plan support agreement with the Participating CCAA Parties, pursuant to which QSN&L will agree to support the Amended Plan.
- 18. The Monitor has informed the CCAA Parties that it supports the Amended Plan and will be recommending that Creditors vote for its approval.
- 19. If approved, sanctioned and implemented, the proposed Amended Plan will:
  - a) resolve significant intercompany claims between the CCAA Parties and between the CCAA Parties and Non-Filed Affiliates without the significant time and expense that would otherwise be incurred to further investigate and adjudicate such claims;
  - b) resolve potential claims between the CCAA Parties and Non-Filed Affiliates, including the Non-Filed Affiliate Transaction Matters, without the significant time and expense of litigation and the litigation and collection risks associated therewith;
  - c) resolve the priority arguments asserted in the Pension Priority Appeal and the Newfoundland Reference Appeal, without the significant time and expense that would otherwise be incurred to continue to adjudicate such claims before the Court of Appeal of Quebec and the Supreme Court of Canada;

- d) resolve the claims as asserted pursuant to the Non-Filed Affiliate Employee Actions;
- e) resolve the OPEB Claims and Other Employee Claims;
- f) provide significant additional monetary recovery to Affected Third Party General Unsecured Creditors; and
- g) accelerate a timely distribution to Affected Third Party General Unsecured Creditors of the CQIM/Quinto Parties, the Bloom Lake Parties, and the Wabush CCAA Parties, as soon as reasonably practicable after Plan Implementation.

## **6. AMENDMENTS TO THE ORIGINAL MEETINGS ORDER**

### **6.1 Creditor Classes and Meetings**

20. The proposed Amended Plan adds two additional creditor classes: the Wabush Pension Claims Class and the Arnaud Pension Claims Class. The proposed Amended and Restated Plan Filing and Meetings Order therefore now includes the following creditor classes:
- a) CQIM/Quinto Unsecured Creditor Class: Affected Unsecured Creditors of CQIM or Quinto;
  - b) Bloom Lake Parties Unsecured Creditor Class: Affected Unsecured Creditors of BLGP or BLLP;
  - c) Wabush Mines Parties Unsecured Creditor Class: Affected Unsecured Creditors Wabush Mines Parties, (other than creditors holding Pension Claims in respect of such Pension Claims);
  - d) Wabush Pension Claims Class: Pension Plan Administrator, in respect of the Pension Claims against the Wabush Mines Parties;
  - e) Arnaud Unsecured Creditor Class: Affected Unsecured Creditors of Arnaud (other than creditors holding Pension Claims in respect of such Pension Claims); and
  - f) Arnaud Pension Claims Class: Pension Plan Administrator, in respect of the Pension Claims against Arnaud.
21. The proposed Amended and Restated Plan Filing and Meetings Order authorizes the Participating CCAA Parties to convene the following Meetings of Affected Unsecured Creditors to vote on the proposed Amended Plan at Norton Rose Fulbright Canada LLP, Suite 2500, 1 Place Ville Marie Montréal, QC H3B 1R1:
- a) Meetings of CQIM/Quinto Parties Unsecured Creditor Class and the Bloom Lake Parties Unsecured Creditor Class shall be held concurrently on June 18, 2018 at 9:30 a.m.;

- b) Meetings of Wabush Mines Parties Unsecured Creditor Class and Arnaud Unsecured Creditor Class shall be held concurrently on June 18, 2018 at 11:00 a.m.; and
- c) Meetings of Wabush Pension Claims Class and Arnaud Pension Claims Class shall be held concurrently on June 18, 2018 at 11:30 a.m.

## **6.2 Notification**

22. Notice of the Meetings will be provided to Affected Unsecured Creditors. Pursuant to the Amended and Restated Plan Filing and Meetings Order, it is proposed that the Monitor will:

- a) by May 25, 2018, send the following Meeting Materials in English and in French to Affected Unsecured Creditors (except Employee Creditors (as defined therein)) by regular mail, courier or email:
  - i) the Amended and Restated Plan Filing and Meetings Order, substantially in the form of the Draft Amended and Restated Plan Filing and Meetings Order (Exhibit R-1);
  - ii) the Amended Plan, substantially in the form of Exhibit R-2;
  - iii) the Report of the Monitor describing the Amended Plan;
  - iv) the Creditor Letter from Monitor, substantially in the form of Schedule "B" to the Draft Amended and Restated Plan Filing and Meetings Order;
  - v) the Notice of Creditors' Meeting and Sanction Hearing, substantially in the form of Schedule "D" to the Draft Amended and Restated Plan Filing and Meetings Order; and
  - vi) the Proxy, substantially in the form of Schedule "E" to the Draft Amended and Restated Plan Filing and Meetings Order; and
  - vii) the Resolution, substantially in the form of Schedule "F" to the Draft Amended and Restated Plan Filing and Meetings Order;
- b) by May 25, 2018, send to the Employee Creditors, by regular mail, courier or email, the Employee Creditor Letter from the Monitor, substantially in the form of Schedule "C" to the Draft Amended and Restated Plan Filing and Meetings Order. The Salaried Members will also receive the Employee Creditor Letter from Salaried Members Representative Counsel and USW Members will receive the Employee Creditor Letter from USW Counsel, substantially in the forms of Schedule "C" to the Draft Amended and Restated Plan Filing and Meetings Order. Given the representation of the USW Members and Salaried Members by the USW, Salaried Members Representatives and Salaried Members Representative Counsel, as recognized by the deemed Proxies granted to the USW Counsel and Salaried Members Representative Counsel pursuant to the Original Meetings Order, and the desire of the USW Counsel and Salaried Members Representative Counsel to limit the number of documents going to the

Employee Creditors, the Draft Amended and Restated Plan Filing and Meetings Order provides that the Employee Creditors will receive only the Employee Creditor Letters, not the Meeting Materials. However, should any Employee Creditor wish to receive a copy of the Meeting Materials, the Employee Creditor Letters provide that the Meeting Materials are available on the Website or on request;

- c) Forthwith publishing on the Website an electronic copy of the Meeting Materials and the Employee Creditor Letters and send a copy of the Meeting Materials to the Service List.

### **6.3 Plan Modifications**

23. The proposed Amended and Restated Plan Filing and Meetings Order provides that the Participating CCAA Parties are authorized to make and to file any Plan Modification prior to or after the Meetings, (i) pursuant to a Court Order, or (ii) where such Plan Modification concerns (A) a matter which is of an administrative nature required to better give effect to the implementation of the Amended Plan and the Sanction Order, or (B) cure any errors, omissions or ambiguities, and in either case of foregoing clauses (A) and (B), is not materially adverse to the financial or economic interests of the Affected Creditors.

24. The proposed Amended and Restated Plan Filing and Meetings Order provides the Participating CCAA Parties with a limited right to make minor Plan Modifications without Court authorization, where such Plan Modifications are simply administrative or curative in nature, and subject to the condition that such minor Plan Modifications do not materially adversely affect the interests of any Affected Creditor. The right to affect such limited Plan Modifications is appropriate to avoid the delay and expense of having to obtain Court authorization for minor amendments.

### **6.4 Conduct of Meetings, Voting and Sanction of the Amended Plan**

25. The proposed Amended and Restated Plan Filing and Meetings Order provides that Salaried Members Representative Counsel and USW Counsel will vote their deemed Proxies in favour of the Amended Plan. Any Employee Creditor must notify the Monitor by no later than the Proxy Deadline if they wish to revoke the deemed Proxy.

26. In the event the proposed Amended and Restated Plan is approved by the Required Majority of each Unsecured Creditor Class, the Participating CCAA Parties will bring a motion on June 29, 2018, seeking an order sanctioning the proposed Amended Plan, substantially in the form attached as Schedule "E" to the Amended Plan (the "**Sanction Order**"). The June 29, 2018 date is set out in the Original Meetings Order and has not changed.

### **6.5 The CCAA Parties Not Participating in the Amended Plan**

27. BLRC and 8568391 are not proposing to participate in the proposed Amended Plan, because they do not have any creditors as determined by the Claims Process conducted pursuant to the Amended Claims Procedure Order. For this reason, 8568391 and BLRC were excluded from the Original Plan and the Original Meetings Order.



28. Under the Original Plan, Wabush Railway was a Participating CCAA Party. The proposed Amended Plan now contemplates excluding Wabush Railway and the Wabush Railway Unsecured Class has been removed from the Amended Plan. Wabush Railway has no assets, and the only claims against it under the Amended Claims Procedure Order are in respect of the Pension Claims and USW OPEB Claims, which are being settled in connection with the proposed Amended Plan, and Wabush Mines. These claims, to the extent valid, will be released under the Amended Plan.
29. There is no prejudice or impact from this treatment as the only amount for distributions to creditors of Wabush Railway in the Original Plan was its small share of the Non-Filed Affiliate Cash Contribution, which will now go to the Wabush Pension Claims Class under the proposed Amended Plan.
30. Following Plan implementation, assuming no allowed or unresolved claims are filed in the Post-Filing Claims Process against Wabush Railway, the CCAA Parties intend to dissolve Wabush Railway. Upon such dissolution, Wabush Railway will be declared to no longer benefit from or be subject to the Wabush Initial Order, all as part of the relief being sought in the proposed Sanction Order.

## **7. PROCEDURAL MATTERS**

31. The CCAA Parties hereby request from this Court that this delay be abridged in order to allow this Motion to be properly presentable on May 18, 2018. The presentation of this Motion at that time would expedite the process to present the Amended Plan at the Meetings and ensure the Participating CCAA Parties and the Monitor can meet the May 25, 2018 deadline for sending the Mailing Materials and Employee Creditor Letters. The CCAA Parties note that the requested Amended and Restated Plan Filing and Meetings Order relates primarily to amending procedural matters associated with the Original Meetings Order and not substantive matters of creditors' rights under the Amended Plan, which will be the subject of the Meetings and the Sanction Order Motion.
32. With respect to any Person who may wish to object to the Amended Plan, they will also have the opportunity to do by serving a Notice of Objection prior to the applicable objection deadline for the sanction hearing that will be held on June 29, 2018.

## **8. CONCLUSIONS**

33. In light of the foregoing, the Petitioners hereby respectfully seek:
  - a) the issuance of an Order substantially in the form of the Draft Amended and Restated Plan Filing and Meetings Order (Exhibit R-1), which provides, *inter alia*, for the Court's authorization to file the Amended Plan, and the Court's authorization to hold the Meetings pursuant to the procedures therefor; and
  - b) the scheduling of a Plan Sanction Hearing to be held on June 29, 2018;
34. The Petitioners also seek declarations that any prior delay for the presentation of this Motion is abridged and validated so that this Motion is properly returnable on May 18, 2018, with a dispensation from further service thereof.
35. The present Motion is well founded in fact and in law.

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

**GRANT** the present Motion;

**DECLARE** that any delay for presentation of this Motion is hereby abridged in order that this Motion is properly returnable on May 18, 2018, with a dispensation from further service thereof;

**ISSUE** an order substantially in the form of the Draft Amended and Restated Plan Filing and Meetings Order (Exhibit R-1) communicated in support hereof;

**SET** a hearing for the sanctioning of the Amended Plan on June 29, 2018;

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

Montréal, May 16, 2018



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**BLAKE, CASSELS & GRAYDON LLP**

Attorneys for the Petitioners and the Mises en cause

**NOTICE OF PRESENTATION**

TO: Service List

**TAKE NOTICE** that the request **for the issuance of a Plan Filing and Meetings Order** pursuant to the *Motion for the Issuance of an Amended and Restated Plan Filing and Meetings Order* 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 **room 2.13** at the Montréal Courthouse located at 1, Notre-Dame Street East, Montréal, Québec, on **May 18, 2018**, at 9:00 a.m.

**TAKE NOTICE** that the request **for the issuance of a Sanction Order** pursuant to the *Motion for the Issuance of a Plan Filing and Meetings Order* 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 **June 29, 2018**, at a time and in a room to be determined.

**DO GOVERN YOURSELF ACCORDINGLY.**

Montréal, May 16, 2018

  
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**BLAKE, CASSELS & GRAYDON LLP**  
Attorneys for the Petitioners and the Mises en cause

CANADA

PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL

**SUPERIOR COURT**

Commercial Division

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

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PARTNERSHIP**

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**ARNAUD RAILWAY COMPANY**

**WABUSH LAKE RAILWAY COMPANY LIMITED**

Mises-en-cause

-and-

**FTI CONSULTING CANADA INC.**

Monitor

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**LIST OF EXHIBITS**

(In support of the *Motion for the Issuance of an Amended and Restated  
Plan Filing and Meetings Order*)

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**R-1**

Draft Amended and Restated Plan Filing and Meeting Order; Compare to April 25,  
2018 version of R-1 (Rectified Judgement); Compare to Bar of Montreal's *Standard  
Form relating to Claims and Meetings Procedure Order*

R-2

Amended Plan; Compare to April 16, 2018 version of Plan

Montréal, May 16, 2018

*Blake Cassels & Graydon LLP*

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**BLAKE, CASSELS & GRAYDON LLP**  
Attorneys for the Petitioners and the Mises-en-cause

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SUPERIOR COURT  
DISTRICT OF MONTREAL  
(Commercial Division)

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IN THE MATTER OF THE PLAN OF COMPROMISE  
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BLOOM LAKE GENERAL PARTNER LIMITED & AL.

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-and-

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MOTION FOR THE ISSUANCE OF AN AMENDED  
AND RESTATED PLAN FILING AND MEETINGS

ORDER,

NOTICE OF PRESENTATION  
AND EXHIBITS

(Sections 4, 5, 6 and 11 CCAA)

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ORIGINAL



M<sup>re</sup> Bernard Boucher BB-8098

BLAKE, CASSELS & GRAYDON LLP

Barristers & Solicitors

1 Place Ville Marie

Suite 3000

Montréal, Québec H3B 4N8

Telephone: 514-982-4006

Fax: 514-982-4099

Email: [bernard.boucher@blakes.com](mailto:bernard.boucher@blakes.com)

Our File: 11573-375