

CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTRÉAL

SUPERIOR COURT  
(Commercial Division)

File: No: 500-11-048114-157

Montreal, June 23, 2017

Presiding: The Honourable Mr. Justice Stephen W.  
Hamilton, 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 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

-and-

**UNITED STEELWORKERS, LOCAL 6254,  
UNITED STEELWORKERS, LOCAL 6285**

Mises-en-cause

-and-

**MORNEAU SHEPELL**

Mise-en-cause

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

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1. **THE COURT**, upon reading the Petitioners'-Mises-en-cause *Motion for an Order for Future Legal Costs of Salaried/Non-union Employees and Retirees* dated June 16, 2017 and having examined the affidavit of Barbara Walancik affirmed June 16, 2017;
2. **CONSIDERING** the submissions of counsel for the Petitioners-Mises-en-cause, 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 Monitor's 7<sup>th</sup> Report, the Monitor's 38<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;
4. **GIVEN** the Order approving the appointment of the Representatives and Representative Counsel for the Salaried Members dated June 22, 2015;
5. **GIVEN** the *Order for Legal Costs of Salaried/Non-union Employees and Retirees* dated October 28, 2016;
6. **GIVEN** the *Third Order for Legal Costs of Salaried/Non-union Employees and Retirees* dated May 31, 2016; and
7. **GIVEN** the provisions of the *Companies' Creditors Arrangement Act*;

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

8. **GRANTS** the motion of the Petitioners-Mises-en-cause (the "**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

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interest under or on behalf of such employees or former employees or pensioners and surviving spouses, or group or class of them (collectively, the “**Salaried Members**”), in these CCAA proceedings, for the legal costs of the Salaried Members;

9. **ORDERS** that the legal fees, taxes and disbursements by the Representatives and by Representative Counsel for the period from July 1, 2017 to November 30, 2017 inclusive in the CCAA proceedings, shall be paid by the Wabush CCAA Parties, up to an amount of \$40,000 (CDN) per month in legal fees subject to a total cap of \$200,000 (CDN), however, such amounts shall not be in respect of the Newfoundland Reference, subject to further order of the court. 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), including for the month of June, 2017 if necessary, that exceeded the cap in such past month(s) which has not been paid. In each case, the Representatives and 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. 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 in respect of (i) 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, (ii) the Newfoundland Reference, as defined in the Monitor’s 38<sup>th</sup> Report, or (iii) any other proceedings other than the CCAA Proceedings, without further Order of the Court;
10. **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;
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;

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12. **DECLARES** that service and notice of this motion was good and sufficient and hereby dispenses with further service thereof;
13. **WITHOUT COSTS.**

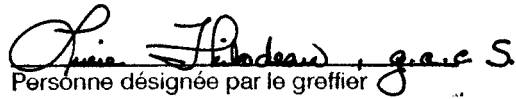
June 28, 2017



**STEPHEN W. HAMILTON, J.S.C.**

KM-2878150v1

COPIE CERTIFIÉE CONFORME  
AU DOCUMENT DÉTENU PAR LA COUR



Personne désignée par le greffier