

CANADA

PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL

No :
500-11-048114-157

PROCÈS-VERBAL D'AUDIENCE
Cause contestée

COUR SUPÉRIEURE
DU QUÉBEC
Chambre commerciale

Salle
prévue
16.11

Date
Le 16 avril 2018

L'HONORABLE STEPHEN W. HAMILTON, j.c.s.

JH5439

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

Petitioners

Attorneys

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

BLAKE CASSELS & GRAYDON S.R.L.
Me Bernard Boucher (P)
Me Nathalie Bussière (P)
Me Emily Hazlett (P)

And

Mises-en-cause

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

BLAKE CASSELS & GRAYDON S.R.L.
Me Bernard Boucher (P)
Me Nathalie Bussière (P)
Me Emily Hazlett (P)

And

Monitor

FTI CONSULTING CANADA INC.

NORTON ROSE FULLBRIGHT LLP
Me Sylvain Rigaud (P)
Me Crystal Ashby (P)

And

Petitioners-Mises-en-cause

MICHAEL KEEPER, TERENCE WATT,
DAMIEN LEBEL and NEIL JOHNSON

KOSKIE MINSKY LLP
Me Andrew J. Hatnay (P appel conférence)

And

FISHMAN FLANZ MELAND PAQUIN LLP
Me Mark Meland (P)

Mises-en-cause

SYNDICAT DES MÉTALLOS, LOCAL 6254
SYNDICAT DES MÉTALLOS, LOCAL 6285
SYNDICAT DES MÉTALLOS, LOCAL 9996

PHILION LEBLANC BEAUDRY AVOCATS
Me Daniel Boudreault

And

Mis-en-cause

MORNEAU SHEPELL

PINK LARKIN
Me Ronald A. Pink (A)
Me Bettina Quistgaard (A)

CANADA

PROCÈS-VERBAL D'AUDIENCE
Cause contestée

COUR SUPÉRIEURE
DU QUÉBEC
Chambre commerciale

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JH5439

Creditors

**SUPERINTENDENT OF PENSIONS OF
NEWFOUNDLAND**

IMK LLP
Me Edward Bechard-Torres (P)

ATTORNEY GENERAL OF CANADA

DEPARTMENT OF JUSTICE – CANADA
Me Antoine Lippé (P)

RETRAITE QUÉBEC

Me Louis Robillard (P appel conférence)

**QUEBEC NORTH SHORE AND LABRADOR
RAILWAY COMPANY INC.**

LANGLOIS AVOCATS
Me Gerry Apostolatos (P)

VILLE DE FERMONT

CAIN LAMARRE
Me Gabriel Serena (P)

VILLE DE SEPT-ÎLES

STEIN MONAST
Me Martin Roy (P appel conférence AM)

GROUPE UNNU-EBC S.E.N.C.

BORDEN LADNER GERVAIS
Me Ouassim Tadlaoui (P appel conférence AM)

Nature de la cause:

- #624 Motion for a Plan Filing and Creditor Meetings Order
- #633 Motion for an Order for Legal Costs of Salaried/Non-Union Employees and Retirees Employees
- #628 Avis d'objection (relativement à #624) par les mises-en-causes United SteelWorkers (Retiré par V. Fermont)
- #629 Avis d'objection (relativement à #624) par les mises-en-causes United SteelWorkers (Retiré par V. Fermont)
- #630 Avis d'objection (relativement à #624) par Philion Leblanc (Me Boudreault)
- # Notice of objection 22 mars 2018 (relativement à #624) par le mis-en-cause Pink Larkin (non déposé/non coté)
- # Lettre du 13 avril 2018 de Pink Larkin

Greffier

Lucie Thibodeau, g.a./adj.

Interprète

Sténographe

ENREGISTREMENT NUMÉRIQUE

PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉALNo :
500-11-048114-157Salle
prévue
16.11Date
Le 16 avril 2018

L'HONORABLE STEPHEN W. HAMILTON, j.c.s.

JH5439

Audition AM :	Début 9 :15	Fin 12 :34	Audition PM :	Début 14 :02	Fin 17 :45
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Affaires référées au maître des rôles	Résultat de l'audition
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HEURE

9 :15	OUVERTURE DE L'AUDIENCE Identification de la cause et des procureurs <u>(#624) Motion for a Plan Filing and Creditor Meeting Order</u>
9 :24	Me Boudreault dépose l'original de la Déclaration sous serment de Nicolas Lapierre Me Meland dépose pour Me Hatnay l'original de l'affidavit de Michael Keeper Représentations de Me Boucher Ville de Fermont retire ses deux avis d'objection (#628, #629)
9 :27	Me Boucher remet an Amended Plan Filing and Meetings Order Référence à une lettre de Pink Larkin datée du 13 avril 2018 adressée à l'Honorable Stephen W. Hamilton ainsi qu'au service list.
9 :29	Représentations de Me Meland
9 :32	Témoignage (anglais) : Nigel Meaking 79 Wellington West, Toronto (Assermenté) <u>Preuve en chef</u>
10 :15	Interrogé par Me Boucher Objection de Me Meland, re : question suggestive Me Boucher reformule la question
10 :22	Objection de Me Meland, re : la question prête des intentions
10 :37	Interrogé par Me Rigaud
10 :39	Contre-interrogé par Me Meland Objection de Me Boucher, re : pertinence Argumentation des procureurs Objection ACCUEILLIE

10 :40 Intervention de Me Boucher
(Suite) Contre-interrogé par Me Meland

10 :51 Objection de Me Boucher, re : pertinence
(Suite) Contre-interrogé par Me Meland

10 :52 Contre-interrogé par Me Boudreault

11 :22 Référence au 45^e Report of the Monitor

11 :25 **SUSPENSION**

11 :30 **REPRISE**

11 :45 Témoin (anglais) : Nigel Meakin (sous le même serment)

11 :47 Ré-interrogé par Me Boucher

11 :51 Contre-contre-interrogé par Me Rigaud

11 :52 Contre-contre-interrogé par Me Meland

11 :56 Ré-ré-interrogé par Me Boucher
Contre-interrogé par Me Apostolatos

11 :58 Objection de Me Meland, re : pertinence
Objection SOUS RÉSERVE
Objection MAINTENUE

12 :00 Plus de question pour ce témoin de part et d'autre
Commentaires de Me Boudreault et de Me Meland

12 :01 Preuve close

Argumentation

12 :02 Argumentation de Me Bernard Boucher

12 :24 Commentaire et questions du Tribunal

12 :34 **SUSPENSION pour le dîner**

14 :02 **REPRISE - Ré-identification des procureurs**
(Suite) Argumentation de Me Bernard Boucher

14 :20 Commentaires du Tribunal - Questions

14 :58 Argumentation de Me Sylvain Rigaud

15 :01 Commentaire du Tribunal

15 :25 **SUSPENSION**

15 :42 **REPRISE**
Argumentation de Me Sylvain Rigaud (suite)

La requête #633 Motion for an Order for Legal Costs of Salaried/Non-Union Employees and Retirees Employees présentée par Me Meland, n'est pas contestée par Me Rigaud.

15 :46 | Argumentation de Me Gerry Apostolatos
 15 :51 | Référence au 44e Report of the Monitor
 15 :55 | Argumentation de Me Mark Meland
 16 :04 | Questions du Tribunal
 16 :34 | Argumentation de Me Daniel Boudreault (Motion #630)
 16 :38 | Commentaires et questions du Tribunal
 16 :50 | Référence au plan d'argumentation de Me Boucher – Page 41B
 16 :56 | Questions du Tribunal
 17 :12 | Intervention de Me Edward-Bernard Torrès
 17 :13 | Réponse de Me Bernard Boucher
 17 :16 | Commentaires du Tribunal
 17 :32 | Réponse de Me Rigaud

**#633 Motion for an Order for Legal Costs of Salaried/Non-Union Employees
and Retirees Employees**

Me Melland soumet au Tribunal un projet the jugement intitulé Sixth Order for Future Legal Costs of Salaried/Non-Union Employees and Retirees, lequel est joint au procès-verbal.

Jugement

Sur la requête #633, Motion for an Order for Legal Costs of Salaried/Non-Union Employees and Retirees Employees :

GIVEN that there is no opposition to the motion, and that the Monitor will continue to play his role to ensure that there is no duplication, the COURT :

GRANTS the motion and SIGNS the draft.

La cause #624 est prise en délibéré.

17 :45 | **Fin de l'audience**



Lucie Thibodeau, g.a./adj.

**CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL**

N°: 500-11-048114-157

**SUPERIOR COURT
(Commercial Division)**

DATE: APRIL 16, 2018

**PRESIDING: THE HONORABLE
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 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 LABEL 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

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

- [1] **WHEREAS THE COURT**, upon reading the Petitioners'-Mises-en-cause *Motion to Amend the Representation Order and for an Order for Future Legal Costs of Salaried/Non-union Employees and Retirees* dated April 6, 2018 (the "**Motion**") and having examined the affidavit of Amy Tang sworn on April 6, 2018;
- [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 43rd Report dated March 19, 2018, 44TH Report dated March 22, 2018 and 45th Report dated April 13, 2018;
- [4] **GIVEN** the *Order Appointing Representatives and Representative Counsel* 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, 2017;
- [7] **GIVEN** the *Fourth Order for Legal Costs of Salaried/Non-union Employees and Retirees* dated June 28, 2017; and

- [8] **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;
- [9] **GIVEN** that no person has filed a Notice of Objection to the Motion;
- [10] **GIVEN** the provisions of the *Companies' Creditors Arrangement Act*;

FOR THESE REASONS, THE COURT HEREBY:

- [11] **ORDERS** that the legal fees, taxes and disbursements, by 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 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 the present CCAA proceedings, and by Representative Counsel for the period from April 1, 2018 to June 29, 2018 inclusive in the CCAA proceedings, shall be paid by the Wabush CCAA Parties, up to an amount of \$85,000 (CDN) per month in legal fees notionally split with \$50,000 per month attributable to Koskie Minsky LLP and \$35,000 per month to Fishman Flanz Meland Paquin LLP, for a total cap for this period of \$255,000 (CDN) plus applicable taxes and disbursements. 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) 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 38th Report, or; (iii) any other proceedings other than the CCAA Proceedings, without further Order of the Court, it being understood, however, that any and

all appeals from a decision rendered in the CCAA Proceedings shall be deemed to be a proceeding in the CCAA Proceeding;

- [12] **DIRECTS** that any disagreement regarding the legal fees, taxes and disbursements of the Representatives and Representative Counsel may be submitted to this Court for determination;
- [13] **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;
- [14] **DECLARES** that service and notice of this motion was good and sufficient and hereby dispenses with further service thereof;
- [15] **WITHOUT COSTS.**

April 16, 2018

A handwritten signature in black ink, appearing to read "Stephen W. Hamilton", written over a horizontal line.

STEPHEN W. HAMILTON, J.S.C.