

SUPERIOR COURT
(Commercial Division)

C A N A D A

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

N^o: 500-11-048114-157

DATE: _____, 2016

PRESIDING: THE HONOURABLE STEPHEN W. HAMILTON J.S.C.

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-

**HER MAJESTY IN RIGHT OF NEWFOUNDLAND & LABRADOR,
AS REPRESENTED BY THE SUPERINTENDANT OF PENSIONS**

**THE ATTORNEY GENERAL OF CANADA, ACTING ON BEHALF
OF THE OFFICE OF THE SUPERINTENDANT OF FINANCIAL INSTITUTIONS**

**MICHAEL KEEPER, TERENCE WATT, DAMIEN LEBEL
AND NEIL JOHNSON**

UNITED STEEL WORKERS, LOCALS 6254 AND 6285

RÉGIE DES RENTES DU QUÉBEC

**MORNEAU SHEPELL, IN THEIR CAPACITY AS REPLACEMENT PENSION PLAN
ADMINISTRATOR**

Mis-en-cause

-and-

FTI CONSULTING CANADA INC.

Monitor

ORDER

- [1] **THE COURT**, upon reading the *Motion by the Monitor for Directions with Respect to Pension Claims* (the "**Motion**") and having examined the affidavit in support thereof;
- [2] **SEEING** the notification of the Motion to the Service List;
- [3] **CONSIDERING** the submissions of counsel for the Monitor and the CCAA Parties;
- [4] **GIVEN** the terms of the Initial Order of this Court dated January 27, 2015 (as subsequently amended, rectified and/or restated), the Initial Order of this Court dated May 20, 2015 (as subsequently amended, rectified and/or restated), and the Order of this Court with respect to the claims process, dated November 5, 2015 (as amended on November 16, 2015, and as may be subsequently amended from time to time, the "**Claims Procedure Order**");
- [5] **GIVEN** the provisions of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;

FOR THESE REASONS, THE COURT HEREBY:

- [6] **GRANTS** the Motion.
- [7] **DECLARES** that the Monitor has given sufficient prior notice of the presentation of the Motion to interested parties.
- [8] **DECLARES** that the capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the Claims Procedure Order.
- [9] **DECLARES** that:
- a) normal costs and special payments outstanding as at the date of the Wabush Initial Order are subject to a deemed trust;

- b) normal costs and special payments payable after the date of the Wabush Initial Order, including additional special payments and catch up payments established on the basis of actuarial reports issued after the Wabush Initial Order to constitute unsecured Claims;
- c) the wind-up deficiencies to constitute unsecured Claims; and
- d) any deemed trust created pursuant to the *Newfoundland & Labrador Pension Benefit Act*, S.N.L. 1996, c. P-401 may only charge property located in Newfoundland & Labrador.

[10] **ORDERS** the provisional execution of the present Order notwithstanding any appeal and without the necessity to furnish any security.

[11] **WITHOUT COSTS.**

STEPHEN W. HAMILTON J.S.C.

Date of hearing: _____, 2016

Mtre Sylvain Rigaud and Mtre Chrystal Ashby
Norton Rose Fulbright Canada LLP
Attorneys for the Monitor