

CANADA

PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL

No: 500-11-048114-157

SUPERIOR COURT

(Commercial Division)

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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

Objecting Parties-Mises-en-cause

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**REPRESENTATIVES' SYNOPSIS OF AGREED AND CONTESTED FACTS**

**in relation to their response to the *Motion by the Monitor for Directions with respect to Pension Claims* and the transfer of certain questions to the Newfoundland Court**

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TO THE HONOURABLE MR. JUSTICE STEPHEN W. HAMILTON, J.S.C., OR TO ONE OF THE HONOURABLE JUDGES SITTING IN THE COMMERCIAL DIVISION IN AND FOR THE JUDICIAL DISTRICT OF MONTRÉAL, THE OBJECTING PARTIES-MISES-EN-CAUSE RESPECTFULLY SUBMIT THE FOLLOWING:

1. This synopsis of agreed and contested facts is submitted by Representative Counsel in relation to the **preliminary** motion to be heard by the Québec Superior Court on December 20, 2016, on the specific issue of which court – whether the Québec Superior Court or the Newfoundland and Labrador Supreme Court – should determine the adjudication of the issues arising from the deemed trust provisions of the *Pension Benefits Act*, 1997, SNL 1996, c. P-4.01 (to be supplemented by a chart listing the Proposed Questions and Court to answer).
2. We believe that on reading of the whole of the *Monitor's Motion for Directions with Respect to Pension Claims* dated September 20, 2016 (“**Monitor’s Motion**”), there are many paragraphs that constitute legal submissions, and are not facts.
3. We agree with the Monitor's statements of facts in paragraphs 1, 2, 3, 4, 5, 6, 7, 8, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 24, 25, 26, 27, 28, 29, and 30 of the Monitor’s Motion.
4. We disagree with the Monitor's statements of facts in paragraphs 9, 10, 22, 23, 32, 35, 36, 37, 38, 39, 40, and 43 of the Monitor’s Motion. Specifically:
  - (a) both Morneau Shepell and the Newfoundland Superintendent of Pensions are concerned with (1) that the Monitor pro-rated the normal costs for December 2015 (para. 32 of the Monitor’s Motion); and (2) how certain catch-up special payments have been categorized as post-CCAA filing, when really they may have accrued pre-filing (paras. 35-40 of the Monitor’s Motion); and
  - (b) the subject matter of the disputed facts is not relevant to the determination of this preliminary motion. Any facts in addition to, or in lieu of, the disputed facts proposed by the Monitor, will be submitted by the Pension Interests (namely, Representative Counsel, the USW, Morneau Shepell, and the Newfoundland Superintendent of Pensions) in order to address the remaining issues to be decided by the appropriate court.
5. Certain of the facts alleged by the Monitor in paragraphs 30 through 43 of the Monitor’s Motion require actuarial confirmation.
6. From and after paragraph 44 of the Monitor’s Motion, any factual allegations that there may be, are not agreed to, inasmuch as same are inseparably integrated into the legal submissions being therein made.

7. Once the preliminary motion is decided, additional facts will be submitted by the Pension Interests in order to address the remaining issues to be decided by the appropriate court, including, but not limited to, facts regarding the underfunding of the Salaried Plan and Union Plan and the status of the Wabush CCAA proceedings with respect to the Wabush parties.

Montreal and Toronto, this 15<sup>th</sup> day of December, 2016

*(Signed) Koskie Minsky LLP & Nicholas Scheib*

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**KOSKIE MINSKY LLP & NICHOLAS SCHEIB**

*Attorneys for the Objecting Parties-Mises-en-cause  
Michael Keeper, Terence Watt, Damien Lebel and Neil  
Johnson*

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SUPERIOR COURT  
(COMMERCIAL DIVISION)

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.,

- and -

Petitioners

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

- and -

Mises-en-cause

FTI CONSULTING CANADA INC.

- and -

Monitor

MICHAEL KEEPER, TERENCE WATT, DAMIEN LEBEL & NEIL JOHNSON

OBJECTING PARTIES-Mises-en-cause

- and -

UNITED STEEL WORKERS, LOCAL 6254, UNITED STEEL WORKERS, LOCAL 6285

Mises-en-cause

- and -

MORNEAU SHEPELL

Mise-en-cause

**SYNOPSIS OF AGREED AND CONTESTED FACTS - OF THE REPRESENTATIVES**  
*of the Salaried Employees and Retirees in response to the Motion by the Monitor for Directions with respect to Pension Claims and the transfer of certain questions to the Newfoundland Court*

**M<sup>es</sup> NICHOLAS SCHEIB, ANDREW HATNAY, BARBARA WALANCIK AND AMY TANG**

Co-Attorneys for the Objecting Parties-Mises-en-cause Michael Keeper, Terence Watt, Damien Lebel and Neil Johnson

**AS-0G41**

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