

File No. 2017 01H 0029

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR  
COURT OF APPEAL

IN THE MATTER OF Section 13 of Part  
I of the *Judicature Act*, RSNL 1990, c. J-4

AND

IN THE MATTER OF Section 32 of the  
*Pension Benefits Act, 1997*, SNL 1996, c.  
P-4.01

AND

IN THE MATTER OF a Reference of  
The Lieutenant-Governor in Council to the  
Court of Appeal for its hearing,  
consideration and opinion on the  
interpretation of the scope of s. 32 of the  
*Pension Benefits Act, 1997*

ORDER

BEFORE: Green C.J.N.L.

WHEREAS the Attorney General of Newfoundland and Labrador has applied for an order that  
the Reference be inscribed for hearing and for an order for directions;

AND UPON HEARING Rolf Pritchard Q.C. and Philip Osborne on behalf of the Attorney  
General;

IT IS ORDERED AND DIRECTED THAT:

1. The Reference be inscribed for hearing;
2. The Attorney General shall give notice of the inscription of the Reference and of this  
Order, in the attached form marked "A", to:

Filed	May 5/17	JB
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*JB*

- (a) The Attorney General of Canada;
- (b) The attorneys-general of each other province and territory of Canada;
- (c) FTI Consulting Canada Inc. (the “Monitor” in the Québec Proceeding);
- (d) Those persons named as petitioners in a proceeding in the Québec Superior Court (Commercial Division) identified as File No. 500-11-048114-157 (the “Québec Proceeding”), namely:
  - (i) Bloom Lake General Partner Limited;
  - (ii) Quinto Mining Corporation;
  - (iii) 8568391 Canada Limited;
  - (iv) Cliffs Quebec Iron Mining ULC;
  - (v) Wabush Iron Co. Limited; and
  - (vi) Wabush Resources Inc.;(collectively, the “Petitioners”);
- (e) Those persons representing non-unionized pensioners in the Québec Proceeding, namely, Michael Keeper, Terence Watt, Damien LeBel and Neil Johnson (the “Non-unionized Pensioners”);
- (f) The bodies representing unionized pensioners in the Québec Proceeding, namely, Syndicat des Métallos, Sections Locales 6254 et 6285 (the “Unionized Pensioners”);
- (g) Morneau Shepell Ltd., in its capacity as Replacement Plan Administrator, as named in the Québec Proceeding (the “Replacement Plan Administrator”);
- (h) Her Majesty in Right of Newfoundland, as represented by the Superintendent of Pensions (the “NL Superintendent”);



- (i) The Attorney General of Canada, acting on behalf of the Office of the Superintendent of Financial Institutions, as named in the Québec Proceeding (the “Canadian Superintendent”);
  - (j) Régime de rentes du Québec, as named in the Québec Proceeding (the “Québec Regulator”); and
  - (k) Ville de Sept-Îles (the “Town”).
3. The persons notified in paragraph 2 of this Order shall on or before May 31, 2017 file a Notice of Intention to Intervene with the Registry of the Court if they wish to intervene and be heard, either orally or in writing, in the Reference. Thereafter, such persons who file a Notice shall, unless otherwise ordered by the Court, have the right to be heard in the Reference.
4. Any other persons claiming to be interested parties to the Reference and wishing to intervene and be heard, either orally or in writing, shall on or before May 31, 2017 apply to the Court for leave to intervene, with the application returnable on June 9, 2017.
5. The Attorney General shall cause a notice, in the attached form marked “B”, to be published on at least two occasions before May 26, 2017 in each of the newspapers listed in the attached schedule marked “C” and provide proof of publication by filing an affidavit in the Court.
6. Every other party on the service list in the Québec Proceeding, attached as schedule “D”, who was not previously listed in paragraph 2 of this Order (collectively, the “Other Parties”), shall be given the notice published in the newspapers under paragraph 5 and they may apply for leave to intervene in the Reference under paragraph 4.



7. The Attorney General of Newfoundland and Labrador, the Attorney General of Canada the other Attorneys General and any person who has given Notice of Intention to Intervene under paragraph 3 or has applied to intervene and been granted intervenor status under paragraph 4 may be at liberty to adduce evidence on the Reference by the filing of materials, subject to further direction and order of the Court.
8. The timetable for the perfection of the Reference and the disposition of other preliminary matters shall, subject to further direction, amplification or modification by the Court, be as set forth in the attached schedule marked "E".
9. A status hearing shall be held on June 9, 2017 at 10:00 A.M. to address, amongst other things:
  - (a) Applications to intervene under paragraph 4 of this order;
  - (b) Whether any group of intervenors may be able to be treated as a class for the purpose of appointing a representative under section 19 of the *Judicature Act*;
  - (c) The nature of any evidence to be filed on the Reference and the manner and timing of its presentation;
  - (d) Any adjustments to the timetable for perfection of the Reference;
  - (e) The setting of dates and times for dealing with any other preliminary applications;  
and
  - (f) The giving of any further directions or making of such further orders as may be necessary or desirable to advance the hearing of the Reference.
10. The Attorney General of Newfoundland and Labrador, the Attorney General of Canada and any other person who has given Notice of Intention to Intervene under paragraph 3 or who has applied to intervene and been granted intervenor status under paragraph 4 have



leave to apply for further directions and orders as may be appropriate and as their interests may appear.

DATED at St. John's, NL this 5th day of May 2017.

*V Bishop*

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**COURT  
OFFICER**

*JTB*

Schedule A <sup>8/13</sup>

## NOTICE

Be advised that

- 1 The Lieutenant-Governor in Council for the Province of Newfoundland and Labrador has referred several questions (the Reference) to the Supreme Court of Newfoundland and Labrador, Court of Appeal (the NLCA) by Orders in Council 2017-103 and 2017-137. These Orders in Council are attached as Appendix 1.
- 2 Chief Justice Green ordered on April 27, 2017 that you be notified of the Reference and given an opportunity to apply to intervene. The order is attached as Appendix 2.
- 3 If you wish to intervene in the Reference and be heard, orally or in writing, you must file a Notice of Intention to Intervene in the NLCA Registry by **May 31, 2017**.
- 4 If you file a Notice of Intention to Intervene, you have the right to appear at and participate at a status hearing scheduled to be held on **June 9, 2017**.
- 5 The contact information for the NLCA is

Supreme Court of Newfoundland and Labrador  
Court of Appeal  
287 Duckworth Street, P.O. Box 937  
St. John's, NL A1C 5M3  
COAregistry@supreme.court.nl.ca (709) 729-0066

Schedule B 



## NOTICE

Be advised that by Orders in Council 2017-103 and 2017-137 the Lieutenant-Governor in Council for the Province of Newfoundland and Labrador has, pursuant to the *Judicature Act*, RSNL 1990, c. J-4 (the “Act”), referred to the Supreme Court of Newfoundland and Labrador, Court of Appeal (the “NLCA”) the following questions:

1. The Supreme Court of Canada has confirmed in *Sun Indalex Finance, LLC v. United Steelworkers*, 2013 SCC 6, that, subject only to the doctrine of paramountcy, provincial laws apply in proceedings under the *Companies' Creditors Arrangement Act*, RSC 1985 c. C-36. What is the scope of section 32 of the *Pension Benefits Act, 1997*, SNL 1996 cP-4.01 deemed trusts in respect of:
  - a) unpaid current service costs;
  - b) unpaid special payments; and
  - c) unpaid wind-up deficits?
  
2. The Salaried Plan is registered in Newfoundland and Labrador and regulated by the *Pension Benefits Act, 1997*.
  - a)
    - (i) Does the federal *Pension Benefits Standards Act*, RSC 1985, c-32 deemed trust also apply to those members of the Salaried Plan who worked on the railway (i.e., a federal undertaking)?
    - (ii) If yes, is there a conflict with the *Pension Benefits Act, 1997* and *Pension Benefits Standards Act*? If so, how is the conflict resolved?
  - b)
    - (i) Does the Quebec *Supplemental Pension Plans Act*, CQLR, c. R-15.1 also apply to those members of the Salaried Plan who reported for work in Quebec?
    - (ii) If yes, is there a conflict with the *Pension Benefits Act, 1997* and the *Quebec Supplement Pension Plans Act*. If so, how is the conflict resolved?
    - (iii) Do the Quebec *Supplemental Pension Plans Act* deemed trusts also apply to Quebec Salaried Plan members?
  
3. Is the *Pension Benefits Act, 1997* lien and charge in favour of the pension plan administrator in section 32(4) of the *Pension Benefits Act, 1997* a valid secured claim in favour of the plan administrator? If yes, what amounts does this secured claim encompass? (The reference as a whole being hereinafter referred to as the “Reference”)

Pursuant to the Order of Chief Justice Green dated April 27, 2017, the Reference has been inscribed and the following procedure, unless amended by further Order or direction of the NLCA, shall govern the Reference:

1. All persons claiming to be interested parties to the Reference and wishing to intervene and be heard, either orally or in writing, shall on or before May 31, 2017

apply to the NLCA for leave to intervene, with the application returnable on June 9, 2017.

2. A status hearing shall be held at the NLCA on June 9, 2017 at 10:00 A.M. to address, amongst other things:
  - a) applications to intervene referenced at item 1 above;
  - b) whether any group of intervenors may be able to be treated as a class for the purpose of appointing a representative under section 19 of the Act;
  - c) the nature of any evidence to be filed on the Reference and the manner and timing of its presentation;
  - d) any adjustments to the timetable for perfection of the Reference;
  - e) the setting of dates and times for dealing with any other preliminary applications; and
  - f) the giving of any further directions or making of such further orders as may be necessary or desirable to advance the hearing of the Reference.
  
3. The schedule for filing documents and the hearing of the Reference is, subject to future modifications, as follows:
  - a) the Attorney General of Newfoundland and Labrador ("AGNL") to file his factum no later than July 26, 2017;
  - b) the Attorney General of Canada, any other Attorney Generals and any intervenors to file their factums no later than August 23, 2017;
  - c) the AGNL to file his reply factum, if necessary, no later than September 8, 2017; and
  - d) the Reference to be heard on September 20 and 22, 2017.

The contact information for the NLCA is:

Supreme Court of Newfoundland and Labrador  
Court of Appeal  
287 Duckworth Street, P.O. Box 937  
St. John's, NL A1C 5M3  
COAregistry@supreme.court.nl.ca (709) 729-0066

Schedule C *AB*

The Attorney General shall cause a notice to be published on at least two occasions before May 26, 2017 in each of the newspapers listed below:



1. *The Globe and Mail*
2. *The Telegram* (St. John's)
3. *The Western Star* (Corner Brook)
4. *The Aurora* (Labrador West)
5. *Le Nord Côtier* (Sept-Îles)
6. *Le Trait d'union du Nord* (Fermont)

Schedule D 

CANADA

PROVINCE OF QUÉBEC  
DISTRICT OF MONTREAL

**SUPERIOR COURT**  
(Commercial Division)

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

N<sup>o</sup>: 500-11-048114-157

**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  
AND  
WABUSH RESOURCES INC.**

Petitioners

-and-

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

Mises-en-cause

-and-

**FTI CONSULTING CANADA INC.**

Monitor

**SERVICE LIST  
(UPDATED AS OF APRIL 18, 2017)**

<p><b><i>Counsel for the Petitioners</i></b></p> <p><i>Blake, Cassels &amp; Graydon LLP</i> 1 Place Ville Marie, Suite 3000 Montréal, Québec H3B 4N8</p> <p>Attention: Bernard Boucher (Montréal) Sébastien Guy (Montréal) Steven Weisz (Toronto) Milly Chow (Toronto) Aryo Shalviri (Toronto)</p> <p>Email: <a href="mailto:bernard.boucher@blakes.com">bernard.boucher@blakes.com</a> <a href="mailto:sebastien.guy@blakes.com">sebastien.guy@blakes.com</a> <a href="mailto:steven.weisz@blakes.com">steven.weisz@blakes.com</a> <a href="mailto:milly.chow@blakes.com">milly.chow@blakes.com</a> <a href="mailto:aryo.shalviri@blakes.com">aryo.shalviri@blakes.com</a></p>	<p><b><i>The Monitor</i></b></p> <p><i>FTI Consulting Canada Inc.</i> TD Waterhouse Tower 79 Wellington Street West Suite 2010, P.O. Box 104 Toronto, ON M5K 1G8</p> <p>Attention : Nigel Meakin Email : <a href="mailto:nigel.meakin@fticonsulting.com">nigel.meakin@fticonsulting.com</a></p> <p>Attention: Steven W. Bissell Email: <a href="mailto:steven.bissell@fticonsulting.com">steven.bissell@fticonsulting.com</a></p> <p>Attention: Michael Basso Email: <a href="mailto:michael.basso@fticonsulting.com">michael.basso@fticonsulting.com</a></p> <p>Attention: Ellen Dong Email: <a href="mailto:ellen.dong@fticonsulting.com">ellen.dong@fticonsulting.com</a></p>
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<p><b><i>Counsel for Cliffs Mining Company</i></b></p> <p><i>Thornton Grout Finnigan LLP,</i> Suite 3200, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, ON M5K 1K7</p> <p>Attention: Grant B. Moffat Email: <a href="mailto:gmoftat@tgf.ca">gmoftat@tgf.ca</a></p> <p><b><i>Dentons</i></b> 1 Place Ville Marie 39th Floor, Montréal Quebec H3B 4M7</p> <p>Attention: Roger Simard Louis Dumont</p> <p>Email: <a href="mailto:roger.simard@dentons.com">roger.simard@dentons.com</a> <a href="mailto:louis.dumont@dentons.com">louis.dumont@dentons.com</a></p> <p><b><i>Hicks Morley</i></b> 77 King Street West, 39th Floor Box 371, TD Centre Toronto, ON M5K 1K8</p> <p>Attention: Elizabeth M Brown John Prezioso</p> <p>Email: <a href="mailto:elizabeth-brown@hicksmorley.com">elizabeth-brown@hicksmorley.com</a> <a href="mailto:john-prezioso@hicksmorley.com">john-prezioso@hicksmorley.com</a></p>	
<p><b><i>3858031 Canada Inc.</i></b> <b><i>(ASSI)</i></b></p> <p><i>Besnier Dion Rondeau S.E.N.C. Avocats</i> 865, Boul. Laure, Sept-Îles (Québec) G4R 1Y6</p> <p>Attention : Hubert Besnier Email : <a href="mailto:hbesnier.bdr@cgocable.ca">hbesnier.bdr@cgocable.ca</a></p>	<p><b><i>3887952 Canada Inc.</i></b> <b><i>(Équipements Nordiques)</i></b></p> <p><i>Besnier Dion Rondeau S.E.N.C. Avocats</i> 865, Boul. Laure, Sept-Îles (Québec) G4R 1Y6</p> <p>Attention : Luc Dion Email : <a href="mailto:besnier.avocats@cgocable.ca">besnier.avocats@cgocable.ca</a></p>
<p><b><i>8901341 Canada Inc.</i></b> <b><i>Canadian Development and Marketing Corporation</i></b></p> <p><i>Osler, Hoskin &amp; Harcourt LLP</i> 1000 De La Gauchetière Street West, Suite 2100, Montréal QC H3B 4W5</p> <p>Attention: Julien Morissette Email: <a href="mailto:jmorissette@osler.com">jmorissette@osler.com</a></p>	<p><b><i>Administration Portuaire de Sept-îles</i></b></p> <p><i>Fasken Martineau</i> PO Box 242, The Stock Exchange Tower 800 Victoria Place, Suite 3700 Montréal, QC H4Z 1E9</p> <p>Attention: Luc Morin Guillaume-Pierre Michaud</p> <p>Email: <a href="mailto:lmorin@fasken.com">lmorin@fasken.com</a> <a href="mailto:gmichaud@fasken.com">gmichaud@fasken.com</a></p>



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<p><b>Béton Provincial Ltée</b> 8090, rue Boyer Casier postal 87041 Québec, Québec G1G 5E1 Attention: Annie Guérette Email: <a href="mailto:a.querette@betonprovincial.com">a.querette@betonprovincial.com</a></p>	<p><b>Beumer Corporation</b> <i>Fasken Martineau</i> PO Box 242, The Stock Exchange Tower 800 Victoria Place, Suite 3700 Montréal, QC H4Z 1E9 Attention: Annie Bernard Brandon Farber Email: <a href="mailto:abernard@fasken.com">abernard@fasken.com</a> <a href="mailto:bfarber@fasken.com">bfarber@fasken.com</a></p>

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<p><b>CIT Financial Ltd.</b></p> <p><i>Miller Thomson SENCRL / LLP</i> 1000, rue De La Gauchetière Ouest, Suite 3700 Montréal (Québec) H3B 4W5</p> <p>Attention : Jean-François Gauvin Email : <a href="mailto:jfgauvin@millerthomson.com">jfgauvin@millerthomson.com</a></p>	<p><b>City of Fermont</b></p> <p><i>Cain Lamarre Casgrain Wells S.E.N.C.R.L.</i> 255, rue Racine Est, bureau 600, case postale 5420 Chicoutimi (Québec) G7H 6J6</p> <p>Attention : François Bouchard Jean-François Delisle</p> <p>Email : <a href="mailto:francois.bouchard@clcw.qc.ca">francois.bouchard@clcw.qc.ca</a>; <a href="mailto:jean.francois.delisle@clcw.ca">jean.francois.delisle@clcw.ca</a></p>
<p><b>Concassés de la Rive-Sud Inc. and Hatch Ltée</b></p> <p><i>McCarthy Tétrault S.E.N.C.R.L., s.r.l.</i> Bureau 2500 1000, rue De La Gauchetière Ouest Montréal QC H3B 0A2</p> <p>Attention : Gabriel Querry Miguel Bourbonnais</p> <p>Email : <a href="mailto:gquerry@mccarthy.ca">gquerry@mccarthy.ca</a> <a href="mailto:mbourbonnais@mccarthy.ca">mbourbonnais@mccarthy.ca</a></p>	<p><b>Construction Fortin &amp; Lévesque Inc.</b></p> <p><i>BCF s.e.n.c.r.l. / LLP</i> 1100, boulevard René-Lévesque Ouest, 25e étage, Montréal (Québec) H3B 5C9 CANADA</p> <p>Attention : Bertrand Giroux Email : <a href="mailto:bertrand.giroux@bcf.ca">bertrand.giroux@bcf.ca</a></p>

<p><b>Construction L.F.G. Inc.</b></p> <p><i>Avocats BSL Inc.</i> 160 rue de l'Évêché West, Suite 202 Rimouski, QC G5L 4H9</p> <p>Attention: Chantal Gagnon Guillaume Amiot</p> <p>Email: <a href="mailto:cgagnon@avocatsbsl.com">cgagnon@avocatsbsl.com</a> <a href="mailto:gamiot@avocatsbsl.com">gamiot@avocatsbsl.com</a></p>	<p><b>CSL Group Inc.</b></p> <p><i>Davies Ward Philips &amp; Vineberg LLP</i> 155 Wellington Street West Toronto, ON M5V 3J7</p> <p>Attention: Robin Schwill Email: <a href="mailto:rschwill@dwpv.com">rschwill@dwpv.com</a></p> <p>With a copy to: Julie Lambert, Assistant General Counsel</p> <p>Email: <a href="mailto:julie.lambert@cslships.com">julie.lambert@cslships.com</a></p>
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Schedule E *13*

**TIMETABLE FOR PERFECTION OF REFERENCE**

<b>EVENT</b>	<b>DEADLINE</b>
Filing of Notices of Intention to Intervene (Order, para. 3)	May 31, 2017
Filing of Applications for Intervenor Status (Order, para. 4)	May 31, 2017
Status Hearing (Order, para. 8)	June 9, 2017
Filing of Evidentiary Materials	(TBD at status hearing)
Attorney General of Newfoundland to file Factum	July 26, 2017
Attorney General of Canada, other Attorney Generals and Interveners to file Factums	August 23, 2017
Attorney General of Newfoundland to file reply Factum, if any	September 8, 2017
Hearing of Reference	September 21-22, 2017