

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.

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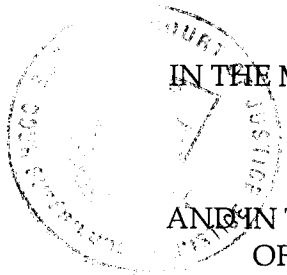
MONDAY, THE 9TH

JUSTICE NEWBOULD

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DAY OF NOVEMBER, 2015

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IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF ESSAR STEEL ALGOMA INC., ESSAR TECH ALGOMA INC.,
ALGOMA HOLDINGS B.V., ESSAR STEEL ALGOMA (ALBERTA) ULC,
CANNELTON IRON ORE COMPANY AND ESSAR STEEL ALGOMA INC. USA

Applicants

AMENDED AND RESTATED REPRESENTATIVE COUNSEL ORDER

THIS APPLICATION, made by Essar Steel Algoma Inc., Essar Tech Algoma Inc., Algoma Holdings B.V., Essar Steel Algoma (Alberta) ULC, Cannelton Iron Ore Company and Essar Steel Algoma Inc. USA (together, the "Applicants"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Rajat Marwah sworn November 9, 2015, and the Exhibits attached thereto (the "Marwah Affidavit"), the Pre-filing Report of Ernst & Young Inc., as proposed monitor (the "Monitor"), and on being advised that those parties listed in Schedule "A" to the Initial Order were given notice of this application, and on hearing the submissions of counsel for the Applicants, the proposed Monitor, the Representative Counsel (as defined below), and the DIP Agent (as defined in the Marwah Affidavit),

APPOINTMENT OF REPRESENTATIVE COUNSEL

1. **THIS COURT ORDERS** that Ursel Phillips Fellows Hopkinson LLP ("**Representative Counsel**") is hereby appointed as representative counsel in these proceedings to represent the interests of each retired member and former member (or the surviving spouse of any such member) of one of the following pension plans sponsored by an Applicant:

- (a) The Essar Steel Algoma Inc. Pension Plan for Hourly Employees;
- (b) The Essar Steel Algoma Inc. Pension Plan for Salaried Employees; or
- (c) The Essar Steel Algoma Inc. Wrap Pension Plan;

whether or not such member was represented by a union when the member was employed with the Applicants (the "**Retirees**"), unless and until written notice is provided by a particular Retiree ("**Opt-Out Individual**") to Representative Counsel that such Retiree does not wish to be represented by Representative Counsel.

2. **THIS COURT ORDERS** that the Applicants shall provide to Representative Counsel, subject to confidentiality arrangements satisfactory to the Applicant and Monitor, without charge, the following information, documents and data (the "**Information**") to only be used for the purposes of these CCAA proceedings,

- (a) the names, last known addresses and last known telephone numbers and e-mail addresses (if any) of the Retirees (excluding Opt-Out Individuals, if any, who have opted out prior to delivery of the Information); and
- (b) upon request of Representative Counsel, such documents and data as may be relevant to matters relating to the issues affecting the Retirees in these proceedings;

and that, in so doing, the Applicants are not required to obtain express consent from such Retirees authorizing disclosure of the Information to Representative Counsel and, further, in

accordance with section 7(3) of the *Personal Information Protection and Electronic Documents Act*, this Order shall be sufficient to authorize the disclosure of the Information without the knowledge or consent of the individual Retirees.

3. **THIS COURT ORDERS** that a letter from Representative Counsel explaining the effect of this Order including the Monitor's website address where a full copy of the Order can be reviewed, be delivered forthwith to the Retirees by ordinary mail to the physical address of the Retirees, as last shown in the books and records of the Applicants, and further that a copy of this Order be posted on the Monitor's website.

4. **THIS COURT ORDERS** that Representative Counsel shall be given notice of all motions to which the Retirees are entitled to receive notice in these proceedings and that it shall be entitled to represent those on whose behalf it is hereby appointed in all such proceedings.

5. **THIS COURT ORDERS** that Representative Counsel shall be paid its reasonable fees and disbursements by the Applicants, up to an initial maximum amount of \$30,000 (the "**Representative Counsel Allowance**") with any subsequent increases to the Representative Counsel Allowance being determined by the Applicants in consultation with the Representative Counsel with the consent of the Monitor. Representative Counsel shall be paid by the Applicants in a timely manner for fulfilling its mandate in accordance with this Order, upon the provision of invoices to the Applicants, subject to such redactions to the invoices as are necessary to maintain solicitor-client privilege between Representative Counsel and the Retirees.

6. **THIS COURT ORDERS** that the Applicants shall pay to Representative Counsel a retainer of \$25,000 to be held by it as security for payment of its fees and disbursements outstanding from time to time.

7. **THIS COURT ORDERS** that Representative Counsel is hereby authorized to take all steps and do all acts necessary or desirable to carry out the terms of this Order.

8. **THIS COURT ORDERS** that Representative Counsel may, in furtherance of the terms of this Order and in order to carry out such terms, consult with the duly elected Presidents of the following retiree organizations and may rely upon their advice, information and instructions in carrying out the mandate of Representative Counsel without further communications with or instructions from the Retirees or any of them, except as may be recommended by Representative Counsel or ordered by this Court:

- (a) The Steelworkers Organization of Active Retirees (SOAR) Chapter 7, a USW-sanctioned retiree group relating to former hourly employees;
- (b) The Steelworkers Organization of Active Retirees (SOAR) Chapter 17, a USW-sanctioned retiree group relating to former salaried employees; and
- (c) Social Club 1009, an unaffiliated group of former employees of a closed facility in Wawa, Ontario,

(collectively, the "Retiree Organizations").

9. **THIS COURT ORDERS** that should the Presidents of the Retiree Organizations, or any of them, be unable or unwilling to act, then the Retiree Organization may appoint such other person to advise and instruct Representative Counsel as it deems fit and Representative Counsel may rely upon such person's advice, information and instructions in carrying out the mandate of Representative Counsel without further communications with or instructions from the Retirees, except as may be recommended by Representative Counsel or ordered by this Court.

10. **THIS COURT ORDERS** that Representative Counsel shall be at liberty, and is hereby authorized, at any time, to apply to this Court for advice and directions in respect of its appointment or the fulfillment of its duties in carrying out the provisions of this Order or any variation of the powers and duties of Representative Counsel, which shall be brought on notice to the Applicants, the Monitor, and other interested parties, unless the Court orders otherwise.

11. **THIS COURT ORDERS** that Representative Counsel, and the Presidents of the Retiree Organizations or their delegates shall have no personal liability or obligations as a result of the performance of their duties in carrying out the provisions of this Order, save and except for liability arising out of gross negligence or wilful misconduct.

12. **THIS COURT ORDERS** that no action or other proceeding may be commenced against Representative Counsel or the Presidents of the Retiree Organizations or their delegates in respect of the performance of their duties under this Order without leave of the Court on seven (7) days' notice to Representative Counsel or the Presidents or their delegates, as the case may be.

13. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order and in case, any which motion to be served within three (3) weeks of the date of this order.



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LE / DANS LE REGISTRE NO.:

NOV 27 2015


IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

Court File No. CV-15-000011169-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
ESSAR STEEL ALGOMA INC., ESSAR TECH ALGOMA INC., ALGOMA HOLDINGS B.V.,
ESSAR STEEL ALGOMA (ALBERTA) ULC, CANNELTON IRON ORE COMPANY AND
ESSAR STEEL ALGOMA INC. USA

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**AMENDED AND RESTATED REPRESENTATIVE
COUNSEL ORDER**

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