



Court File No.: 3957-11CP

ONTARIO

SUPERIOR COURT OF JUSTICE

THE HONOURABLE) THURSDAY THE 30TH DAY
MADAM JUSTICE RADY) OF JULY, 2015

B E T W E E N :

PETER ROONEY and ARCHIE LEACH

Plaintiffs

- and -

ARCELORMITTAL S.A., LAKSHMI N. MITTAL, ADITYA MITTAL, 1843208 ONTARIO INC., PHILIPPUS F. DU TOIT, NUNAVUT IRON ORE ACQUISITION INC., IRON ORE HOLDINGS, LP, NGP MIDSTREAM & RESOURCES, L.P., NGP M&R OFFSHORE HOLDINGS, L.P., JOWDAT WAHEED, BRUCE WALTER, JOHN T. RAYMOND, JOHN CALVERT, BAFFINLAND IRON MINES CORPORATION, RICHARD D. MCCLOSKEY, JOHN LYDALL and DANIELLA DIMITROV

Defendants

Proceeding under the *Class Proceedings Act, 1992*

ORDER

THESE THREE MOTIONS, made by (i) the Defendants ArcelorMittal S.A., Lakshmi N. Mittal, Aditya Mittal, 1843208 Ontario Inc., Philippus F. Du Toit, (“Arcelor/184 Defendants”) and Baffinland Iron Mines Corporation (“Baffinland”) (“Arcelor Motion”); (ii) the Defendants Richard D. McCloskey, John Lydall and Daniella Dimitrov (“BIM Director Defendants”, “BIM Directors Motion”); and (iii) the Defendants Nunavut Iron Ore Acquisition Inc., Iron Ore Holdings, LP, NGP Midstream & Resources, L.P., NGP M&R Offshore Holdings, L.P., Jowdat Waheed, Bruce Walter, John Calvert and John T. Raymond (“Nunavut Defendants”, “Nunavut Motion”), (altogether, the “Defendants’ Motions”) for an Order striking

out and dismissing all, or alternatively part of the Plaintiffs' claims made against them in the Fresh as Amended Statement of Claim amended on October 31, 2013 (the "Claim"), pursuant to Rules 21.01(1)(b), 25.06(8) and 25.11, were heard together on December 15, 16, and 17, 2014 and January 5, 2015, at London, Ontario;

ON READING the materials filed and on hearing the submissions of counsel for the parties, and by reasons released on July 30, 2015,

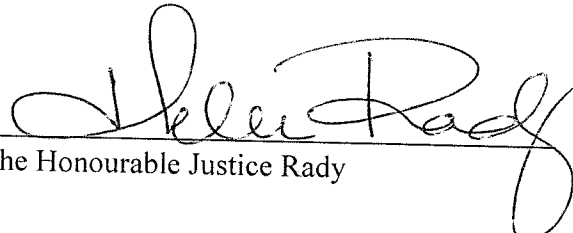
1. **THIS COURT ORDERS** that the Defendants' Motions for an Order dismissing all of the Plaintiffs' claims are hereby dismissed.
2. **THIS COURT ORDERS** that except as directed below the Defendants' Motions to strike paragraphs 3(b), 3(c), 3(d), 3(f), 21, 22, 23A, 24, 25(f), 30, 31, 32A(a), 32A(b), 32A(e), 32A(f), 32A(g), 32A(h), 32A(i), 32A(j), 32G, 32H, 33, 34, 35, 36D, 36E, 36F(a), 36F(b), 36F(c), 36F(d), 36I, 39A, 44, 45A, 52, 53, 54, 55, 56, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74(a), 74(b), 74(c), 74(d), 74(e), 74(f), 74(j), 74(k), 74(m), 74(n), 74(o), 74(p), 76, 77, 78, 79, 80, 81, 82, 82A, 88(e), 89, 90A, 90B, 90C, 90D, 98A, 100, 101, 101A, 101B, 102, 103, 104, 105, 106 and 120, and Schedule B, paragraphs 1, 2, 3, 4(a), 4(b), 5(a), 5(b) and 5(c) of the Claim are hereby dismissed.
3. **THIS COURT ORDERS** that the use of non-exclusive language is hereby struck from paragraphs 34, 36F, 36I, 42A, 44, 62, 74, 90B, 90B(e), 91, 96, 100 and Schedule B paragraphs 1, 2, 3, 4, 4(a), 4(b), 5, 6, 7 and 9 of the Claim with leave to amend granted to the Plaintiff to delete the non-exclusive language and to make grammatical and non-substantive amendments.

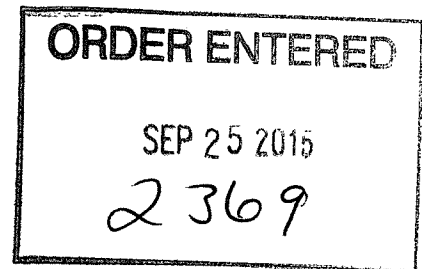
4. **THIS COURT ORDERS** that paragraphs 32A(c), 32A(d), 74(g) and 74(h) of the Claim are hereby struck out with leave to amend granted to the Plaintiffs.
5. **THIS COURT ORDERS** that paragraphs 80 and 88 of the Claim are hereby struck out as against the Arcelor/184 Defendants and the Nunavut Defendants with leave to amend granted to the Plaintiffs.
6. **THIS COURT ORDERS** that the Plaintiffs' claims against the Arcelor/184 Defendants and Nunavut Defendants pursuant to section 131(1) of the Ontario *Securities Act* are struck out with leave to amend to reflect the Plaintiff Peter Rooney's election pursuant to section 131(1) as between a right of action against the offerors under the joint bid and a right of action against the offerors' directors/signatories;
7. **THIS COURT ORDERS** that claims pleaded in the Claim pursuant to section 131 of the Ontario *Securities Act* in respect of Baffinland securities sold in the secondary market are hereby struck out.
8. **THIS COURT ORDERS** that claims pleaded in paragraphs 3(g) to 3(l) (inclusive), and 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117 and 118 of the Claim for vicarious liability as against the Defendants ArcelorMittal S.A., 1843208 Ontario Inc., Nunavut Iron Ore Acquisition Inc., Iron Ore Holdings, LP, NGP Midstream & Resources, L.P. and NGP M&R Offshore Holdings, L.P. are hereby struck out, without prejudice to the Plaintiff, Peter Rooney electing to claim against the individuals named in paragraphs 108, 110, 112, 114, 116, and 118 if the Plaintiff, Peter Rooney so elects pursuant to paragraph 6 hereto.

9. **THIS COURT ORDERS** that the Plaintiffs shall file a further amended statement of claim which incorporates the terms of this Order.

10. **THIS COURT ORDERS** that the parties shall bear their respective costs of the Defendants' Motions.

Date: July 30, 2015


The Honourable Justice Rady



ROONEY et al.
Plaintiffs

and
ARCELORMITTAL S.A., et al.
Defendants

Court File No: 3957-11CP

ONTARIO

SUPERIOR COURT OF JUSTICE

Proceedings Under the *Class Proceedings Act, 1992*

Proceeding commenced at LONDON

ORDER
(Motion to Strike)

Siskinds LLP
Barristers & Solicitors
680 Waterloo Street
P.O. Box 2520
London, ON N6A 3V8

Michael G. Robb (LSUC#: 45787G)
Emilie Maxwell (LUSC#: 59681W)
Tel: 519-660-7872
Fax: 519-660-7873

100 Lombard Street
Suite 302 Toronto, ON M5C 1M3

Douglas Worndl (LSUC#: 30170P)
Tel: 416-594-4379
Fax: 416-594-4380

Lawyers for the Plaintiffs