



NO. S-1510120
VANCOUVER REGISTRY

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

AND

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT,
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT OF NEW WALTER ENERGY CANADA HOLDINGS, INC., NEW WALTER CANADIAN COAL CORP., NEW BRULE COAL CORP., NEW WILLOW CREEK COAL CORP., NEW WOLVERINE COAL CORP. AND CAMBRIAN ENERGYBUILD HOLDINGS ULC

PETITIONERS

NOTICE OF APPLICATION

Name of applicants: New Walter Energy Canada Holdings, Inc., New Walter Canadian Coal Corp., New Brule Coal Corp., New Willow Creek Coal Corp., New Wolverine Coal Corp., and Cambrian Energybuild Holdings ULC (the "**New Walter Canada Group**")

To: Service List attached hereto as **Schedule "A"**

TAKE NOTICE that an application will be made by the applicants to the Honourable Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, BC, V6Z 2E1 on May 30, 2017 at 9:30 a.m. for the orders set out in Part 1 below.

Part 1: ORDERS SOUGHT

1. A Stay Extension Order substantially in the form attached hereto as **Schedule "B"**, *inter alia*:
 - (a) Extending the stay until September 29, 2017;
 - (b) Authorizing Cambrian Energybuild Holdings ULC to make further loan or loans to Energybuild Group Limited or Energybuild Ltd., on a secured basis, not to exceed an aggregate amount of £600,000, including the £250,000 loaned pursuant to the order of this Court pronounced December 21, 2016, and approving, *nunc pro tunc*, any steps taken in respect of such advances prior to the date of the Order; and
 - (c) Such other relief as this Honourable Court may deem just.

Part 2: FACTUAL BASIS

1. Reference is made to the facts set out in Affidavit #10 of William E. Aziz.

2. On December 7, 2015, this Honourable Court granted an Initial Order in favour of the Walter Canada Group pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36.
3. The terms of the Initial Order, including the stay of proceedings, were subsequently extended as follows:
 - (a) to April 5, 2016 pursuant to an order of this Honourable Court pronounced January 5, 2016;
 - (b) to June 24, 2016 pursuant to an order of this Honourable Court pronounced March 30, 2016;
 - (c) to August 19, 2016 pursuant to an order of this Honourable Court pronounced June 24, 2016;
 - (d) to January 17, 2017 pursuant to an order of this Honourable Court pronounced August 16, 2016; and
 - (e) to May 31, 2017 pursuant to an order of this Honourable Court pronounced January 16, 2017.

Stay Extension

4. The New Walter Canada Group is requesting an extension of the Stay Period until and including September 29, 2017.
5. Based on the current cash flow projections, it is expected that the New Walter Canada Group will have sufficient operating cash to continue operations during the proposed extended Stay Period.
6. The New Walter Canada Group has been proceeding in good faith and with due diligence in these proceedings.
7. The Monitor supports the extension of the Stay Period and will file a report attaching cash flow forecasts that demonstrate, subject to the assumptions more fully set out in the report, that the New Walter Canada Group has sufficient liquidity to continue its operations as currently conducted through to the end of the proposed extended Stay Period.
8. It is in the best interests of the New Walter Canada Group and all its stakeholders that the Stay Period be extended to September 29, 2017 to enable the New Walter Canada Group to complete the claims process; move forward with the sale of the New Walter Canada Group's interest in the Belcourt Saxon Limited Partnership and Belcourt Saxon Coal Ltd., and certain related assets; and deal with matters relating to the Walter U.K. Group.

Loan to Energybuild Group Limited or Energybuild Ltd.

9. Energybuild Ltd. requires certain working capital for a period of time to permit Energybuild Ltd. and the New Walter Canada Group to seek a resolution that is in the best interests of the New Walter Canada Group, the Walter UK Group and their respective stakeholders.

Part 3: LEGAL BASIS

10. *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, in particular sections 11 and 11.02 thereof.
11. *Supreme Court Civil Rules*, including Rules 8-1 and 13-1.

12. The inherent and equitable jurisdiction of this Honourable Court and such further and other legal bases and authorities as counsel may advise and this Honourable Court may permit.

Part 4: MATERIAL TO BE RELIED ON

1. Affidavit #10 of William E. Aziz;
2. Monitor's 10th Report, to be filed;
3. Pleadings and other materials filed herein; and
4. Such further and other materials as counsel may advise and this Honourable Court may permit.

The applicant(s) estimate(s) that the application will take 15 minutes.


This matter is within the jurisdiction of a master.

X This matter is not within the jurisdiction of a master. The Honourable Madam Justice Fitzpatrick is seized of these proceedings and the hearing of this application has been arrangement with Trial Scheduling.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this Notice of Application, you must, within 5 business days after service of this Notice of Application or, if this application is brought under Rule 9-7, within 8 business days of services of this Notice of Application,

- (a) file an Application Response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed Application Response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Dated: May 18, 2017



Lawyers for the Petitioners
Osler, Hoskin & Harcourt LLP
(Marc Wasserman, Patrick Riesterer & Mary Paterson)

To be completed by the court only:

Order made

in the terms requested in paragraphs _____ of Part 1 of this Notice of Application

with the following variations and additional terms:

Date: _____

Signature of

Judge Master

SCHEDULE "A"

(see attached)

SERVICE LIST

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SCHEDULE "B"

(see attached)

NO. S-1510120

VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF THE PLAN OF COMPROMISE AND ARRANGEMENT OF NEW WALTER
ENERGY CANADA HOLDINGS, INC., NEW WALTER CANADIAN COAL CORP., NEW BRULE COAL
CORP., NEW WILLOW CREEK COAL CORP., NEW WOLVERINE COAL CORP. AND CAMBRIAN
ENERGYBUILD HOLDINGS ULC

PETITIONERS

**ORDER MADE AFTER APPLICATION
(Stay Extension Order)**

BEFORE THE HONOURABLE
MADAM JUSTICE FITZPATRICK

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)
)

TUESDAY, THE 30TH DAY OF
MAY, 2017

ON THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 30th day of May, 2017; AND ON HEARING Patrick Riesterer, counsel for the Petitioners, Peter Reardon, counsel for KPMG Inc. and those other counsel listed on **Schedule "A"** hereto; AND UPON READING the material filed, including the 10th Affidavit of William E. Aziz sworn May 18, 2017, the Report of KPMG Inc. in its capacity as Monitor dated May 18, 2017;

THIS COURT ORDERS AND DECLARES THAT:

SERVICE AND DEFINITIONS

1. The time for service of the notice of application for this order is hereby abridged and deemed good and sufficient and this application is properly returnable today.
2. All capitalized terms not otherwise defined in this Order shall have the meanings ascribed to them in the Initial Order in these proceedings dated December 7, 2015 (the "**Initial Order**").

STAY EXTENSION

3. The Stay Period, as defined in paragraph 18 of the Initial Order, is hereby further extended up to and including September 29, 2017.

LOAN TO ENERGYBUILD ENTITIES

4. Cambrian Energybuild Holdings ULC is hereby authorized, but not directed, to make such further loan or loans to Energybuild Group Limited or Energybuild Ltd., on a secured basis, to provide working capital to Energybuild Ltd. not to exceed an aggregate amount of £600,000, including the £250,000.00 loaned to pursuant to the order of this Court pronounced December 21, 2016, and approving, *nunc pro tunc*, any steps taken in respect of such advances prior to the date of this Order.

GENERAL

5. Endorsement of this Order by counsel appearing, other than counsel for the Petitioners, is hereby dispensed with.

THIS COURT REQUESTS the aid and recognition of other Canadian and foreign Courts, tribunals, regulatory or administrative bodies, including any Court or administrative tribunal of any Federal or State Court or administrative body in the United States of America, to act in aid of and to be complementary to this Court in carrying out the terms of this Order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioners 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 Petitioners and the Monitor and their respective agents in carrying out the terms of this Order.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Lawyers for the Petitioners

Osler, Hoskin & Harcourt LLP
(Patrick Riesterer)

BY THE COURT

REGISTRAR

NO. S-1510120
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

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ARRANGEMENT OF NEW WALTER ENERGY CANADA
HOLDINGS, INC., NEW WALTER CANADIAN COAL CORP.,
NEW BRULE COAL CORP., NEW WILLOW CREEK COAL
CORP., NEW WOLVERINE COAL CORP. AND CAMBRIAN
ENERGYBUILD HOLDINGS ULC

PETITIONERS

**ORDER MADE AFTER APPLICATION
(Stay Extension Order)**

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Client Matter No. 1164807

NO. S-1510120
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS*
CORPORATIONS ACT,
S.B.C. 2002, c. 57, AS AMENDED

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IN THE MATTER OF THE PLAN OF COMPROMISE OR
ARRANGEMENT OF NEW WALTER ENERGY
CANADA HOLDINGS, INC., NEW WALTER CANADIAN
COAL CORP., NEW BRULE COAL CORP., NEW
WILLOW CREEK COAL CORP., NEW WOLVERINE
COAL CORP. AND CAMBRIAN ENERGYBUILD
HOLDINGS ULC

PETITIONERS

NOTICE OF APPLICATION

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