

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 A PLAN OF COMPROMISE OR ARRANGEMENT OF
WALTER ENERGY CANADA HOLDINGS, INC. AND THE OTHER PETITIONERS
LISTED ON SCHEDULE "A"

PETITIONERS

LIST OF DOCUMENTS

Prepared by: United Mine Workers of America 1974 Pension Plan and Trust (the "listing party" or the "1974 Plan")

Part 1: DOCUMENTS THAT ARE OR HAVE BEEN IN THE LISTING PARTY'S POSSESSION OR CONTROL AND THAT COULD BE USED BY ANY PARTY AT TRIAL TO PROVE OR DISPROVE A MATERIAL FACT

No.	Date of document	Description of document	Indicate by a check mark if the document is no longer in the listing party's possession or control	Indicate, for each document listed in this Part by way of an amendment to this List of Documents under Rule 7-1(9), (12) or (14), the date on which the document was listed
1.1	13/01/75	United Mine Workers of America 1974 Pension Trust Document	<input type="checkbox"/>	
1.2	27/09/10	2010 Actuarial Certification	<input type="checkbox"/>	

No.	Date of document	Description of document	Indicate by a check mark if the document is no longer in the listing party's possession or control	Indicate, for each document listed in this Part by way of an amendment to this List of Documents under Rule 7-1(9), (12) or (14), the date on which the document was listed
1.3	09/12/10	Letter from Dale Stover to Jim Walter Resources Inc. re: estimate of withdrawal liability	<input type="checkbox"/>	
1.4	01/07/11	National Bituminous Coal Wage Agreement of 2011		
1.5	27/09/11	United Mine Workers of America 1974 Pension Plan (July 1, 2011) Document		
1.6	31/12/12	United Mine Workers of America 1974 Pension Trust Document (2011)		
1.7	29/07/15	Jim Walter Resources Inc., Withdrawal Liability Worksheet		
1.8	28/09/15	2015 Actuarial Certification		
1.9	08/10/15	1974 Plan Proof of Claim filed against New WEI, Inc. (f/k/a Walter Energy, Inc.)		
1.10	08/10/15	1974 Plan Proof of Claim filed against New WEI 13, Inc. (f/k/a Jim Walter Resources, Inc.)		
1.11	08/10/15	1974 Plan Proof of Claim filed against Atlantic Development and Capital, LLC		
1.12	08/10/15	1974 Plan Proof of Claim filed against Atlantic Leaseco, LLC		
1.13	08/10/15	1974 Plan Proof of Claim filed against Blue Creek Coal Sales, Inc.		
1.14	08/10/15	1974 Plan Proof of Claim filed against Blue Creek Energy, Inc.		

No.	Date of document	Description of document	Indicate by a check mark if the document is no longer in the listing party's possession or control	Indicate, for each document listed in this Part by way of an amendment to this List of Documents under Rule 7-1(9), (12) or (14), the date on which the document was listed
1.15	08/10/15	1974 Plan Proof of Claim filed against New WEI 7, Inc. (f/k/a J.W. Walter, Inc.)		
1.16	08/10/15	1974 Plan Proof of Claim filed against Jefferson Warrior Railroad Company, Inc.		
1.17	08/10/15	1974 Plan Proof of Claim filed against New WEI 2, LLC (f/k/a Jim Walter Homes, LLC)		
1.18	08/10/15	1974 Plan Proof of Claim filed against Maple Coal Co., LLC		
1.19	08/10/15	1974 Plan Proof of Claim filed against Sloss-Sheffield Steel & Iron Company		
1.20	08/10/15	1974 Plan Proof of Claim filed against SP Machine, Inc.		
1.21	08/10/15	1974 Plan Proof of Claim filed against Taft Coal Sales & Associates, Inc.		
1.22	08/10/15	1974 Plan Proof of Claim filed against Tuscaloosa Resources, Inc.		
1.23	08/10/15	1974 Plan Proof of Claim filed against V Manufacturing Company		
1.24	08/10/15	1974 Plan Proof of Claim filed against New WEI 19, LLC (f/k/a Walter Black Warrior Basin LLC)		
1.25	08/10/15	1974 Plan Proof of Claim filed against New WEI 18, Inc. (f/k/a Walter Coke, Inc.)		
1.26	08/10/15	1974 Plan Proof of Claim filed against New WEI 22, LLC (f/k/a Walter Energy Holdings, LLC)		
1.27	08/10/15	1974 Plan Proof of Claim filed against New WEI 20, LLC (f/k/a Walter Exploration & Production LLC)		

No.	Date of document	Description of document	Indicate by a check mark if the document is no longer in the listing party's possession or control	Indicate, for each document listed in this Part by way of an amendment to this List of Documents under Rule 7-1(9), (12) or (14), the date on which the document was listed
1.28	08/10/15	1974 Plan Proof of Claim filed against New WEI 1, Inc. (f/k/a Walter Home Improvement, Inc.)		
1.29	08/10/15	1974 Plan Proof of Claim filed against New WEI 6 Company (f/k/a Walter Land Company)		
1.30	08/10/15	1974 Plan Proof of Claim filed against New WEI 16, Inc. (f/k/a Walter Minerals, Inc.)		
1.31	08/10/15	1974 Plan Proof of Claim filed against New WEI 21, LLC (f/k/a Walter Natural Gas, LLC)		
1.32	08/12/15	Jim Walter Resources Inc., Withdrawal Liability Worksheet		
1.33	09/12/15	Debtors' Motion for an Order Approving Global Settlement Among the Debtors, Official Committee of Unsecured Creditors, Steering Committee and Stalking Horse Purchaser Pursuant to Fed. R. Bankr. P. 9019		
1.34	22/12/15	Order Approving Global Settlement Among the Debtors, Official Committee of Unsecured Creditors, Steering Committee and Stalking Horse Purchaser Pursuant to Fed. R. Bankr. P. 9019		
1.35	17/03/16	Notice of Joint Motion for an Order (A) Authorizing Procedures to Implement the Global Settlement and (B) Granting Related Relief		

No.	Date of document	Description of document	Indicate by a check mark if the document is no longer in the listing party's possession or control	Indicate, for each document listed in this Part by way of an amendment to this List of Documents under Rule 7-1(9), (12) or (14), the date on which the document was listed
1.36	24/03/16	Order (A) Authorizing Procedures to Implement the Global Settlement and (B) Granting Related Relief		
1.37	28/03/16	Letter from Walter Energy Inc. to the President of the United Mine Workers of America rejecting the 2011 Collective Bargaining Agreement		
1.38	15/08/16	National Bituminous Coal Wage Agreement of 2016		
1.39	15/11/16	Pension Benefit Guaranty Corporation Annual Report 2016		

Part 2: OTHER DOCUMENTS TO WHICH THE LISTING PARTY INTENDS TO REFER AT TRIAL

No.	Date of document	Description of document	Indicate by a check mark if the document is no longer in the listing party's possession or control	Indicate, for each document listed in this Part by way of an amendment to this List of Documents under Rule 7-1(9), (12) or (14), the date on which the document was listed
2.1			<input type="checkbox"/>	

Part 3: DOCUMENTS THAT RELATE TO A MATTER IN QUESTION IN THE ACTION

No.	Date of document	Description of document	Indicate by a check mark if the document is no longer in the listing party's possession or control	Indicate, for each document listed in this Part by way of an amendment to this List of Documents under Rule 7-1(9), (12) or (14), the date on which the document was listed
3.1			<input type="checkbox"/>	

Part 4: DOCUMENTS FOR WHICH PRIVILEGE FROM PRODUCTION IS CLAIMED

No.	Date of document	Description of document	Grounds on which privilege is claimed	Indicate, for each document listed in this Part by way of an amendment to this List of Documents under Rule 7-1(9), (12) or (14), the date on which the document was listed
4.1	Various	Communications between the respondent and its solicitors, or between the respondent's solicitors.	A	
4.2	Various	Communications between the respondent's solicitors and third parties for the purpose of litigation.	B	

The grounds for claiming privilege for the documents are as follows:

A. The documents consist of professional communications of a confidential nature which passed between the respondent and its solicitors, or between the respondent's solicitors, for the purpose of the respondent obtaining legal advice and assistance, and memoranda or notes or other records made by the respondent of, or for the purpose of, such communications or of discussions with the respondent of such communications.

B. The documents consist of communications which passed between the respondent's solicitors and third persons, or documents obtained by the respondent's solicitors from third persons, for the dominant purpose of litigation or anticipated litigation so as to enable the respondent's solicitors to conduct or aid in the conduct of, or to provide the respondent with legal advice and assistance with respect to such litigation or anticipated litigation.

C. The documents consist of communications which passed between the respondent and third persons, or documents obtained by the respondent from third persons, for the dominant purpose of litigation or anticipated litigation so as to obtain information or advice to be submitted to the respondent's solicitors to enable the respondent's solicitors to conduct

or aid in the conduct of, or to provide the respondent with legal advice and assistance with respect to, such litigation or anticipated litigation, and memoranda or notes or other records made by the respondent of such communications or of discussions with the respondent of such communications.

D. The documents consist of communications which passed among the respondent or third persons, or their respective solicitors acting in their professional capacity, being persons having a common interest in, and for the dominant purpose of litigation or anticipated litigation, including the provision of legal advice and assistance with respect to such litigation or anticipated litigation, and memoranda or notes or other records made of such communications or of discussions of such communications.

E. The documents consist of without prejudice communications written for the purpose of, and passing in the course of, *bona fide* negotiations between the respondent, petitioner and/or their respective solicitors.

TAKE NOTICE that the documents listed in Parts 1, 2 and 3 of this List of Documents that are not shown as no longer being in the listing party's possession or control may be inspected and copied, during normal business hours, at Dentons Canada LLP, 20th Floor, 250 Howe Street, Vancouver, British Columbia, V6C 3R8.

Date: 23/Dec/2016

Implied undertaking to the court

Documents produced are not to be used by the other party(ies) except for the purposes of this litigation unless and until the scope of the undertaking is varied by a court order or other judicial order, consent or statutory override or a situation of immediate and serious danger emerges. This implied undertaking continues despite settlement or completion of the litigation.



Signature of Craig P. Dennis, Q.C.

Canadian counsel for United Mine
Workers of America 1974 Pension Plan
and Trust Lawyer for listing party

SCHEDULE "A"

Petitioners

1. Walter Canadian Coal ULC
2. Wolverine Coal ULC
3. Brule Coal ULC
4. Cambrian Energybuild Holdings ULC
5. Willow Creek Coal ULC
6. Pine Valley Coal, Ltd.
7. 0541237 B.C. Ltd.
8. New Walter Energy Canada Holdings, Inc.
9. New Walter Canadian Coal Corp.
10. New Wolverine Coal Corp.
11. New Brule Coal Corp.
12. New Willow Creek Coal Corp.

Partnerships

1. Walter Canadian Coal Partnership
2. Wolverine Coal Partnership
3. Brule Coal Partnership
4. Willow Creek Coal Partnership