



This is the 1st affidavit
of Lori Viner in this case
and was made on December 13, 2016

Court File No.: B-160976
Estate No: 11-2199860
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY AND INSOLVENCY**

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE BANKRUPTCY OF
WALTER ENERGY CANADA HOLDINGS, INC.

AFFIDAVIT

I, Lori Viner, Legal Administrative Assistant, of Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, SWEAR THAT:

1. I am a legal administrative assistant for Peter J. Reardon of McMillan LLP, counsel for the Monitor, KPMG Inc., and, as such, have personal knowledge of the facts and matters hereinafter deposed to except where they are stated to be based on information and belief, in which case I believe them to be true.
2. Attached hereto are the following exhibits: **Exhibit "A"** to this affidavit is a true copy of Notice to Creditors, dated November 29, 2016, from KPMG Inc.; **Exhibit "B"** to this affidavit is a true copy of Notice to Creditors, dated December 7, 2016, from KPMG Inc.; and **Exhibit "C"** to this affidavit is a true copy of a letter to Creditors, dated December 11, 2016, from KPMG Inc., with enclosures b), c), d), g), and h) (collectively, the "**Notices**").
3. I am advised by Mike Clark, and verily believe, that **Exhibit "A"** was sent by mail to all Creditors in the CCAA proceeding brought by Walter Energy Canada Holdings Inc. and others, pursuant to the *Companies' Creditors Arrangement Act* ("**CCAA**") (the "**CCAA Proceeding**") for whom the Monitor did not have an email address or a fax number.



KPMG Inc.
 PO Box 10426 777 Dunsmuir Street
 Vancouver BC V7Y 1K3
 Canada

Telephone (604) 691-3000
 Fax (604) 691-3036
 Internet www.kpmg.ca

November 29, 2016

This is Exhibit "A" referred to in the
 affidavit of LARI LINDER
 sworn before me at VANCOUVER
 this 12th day of DECEMBER, 2016
[Signature]
 A Commissioner for taking affidavits
 Within British Columbia

NOTICE TO CREDITORS

**Re: Claims Against Walter Energy Canada Holdings, Inc.; Walter Canadian Coal ULC;
 Wolverine Coal ULC; Brule Coal ULC; Cambrian Energybuild Holdings ULC;
 Willow Creek Coal ULC; Pine Valley Coal Ltd.;
 and 0541237 B.C. Ltd. (collectively, the "Petitioners")
 together with Walter Canadian Coal Partnership; Wolverine Coal Partnership;
 Brule Coal Partnership; and Willow Creek Coal Partnership
 (the "Partnerships", collectively with the Petitioners, "Walter Canada")**

You are receiving this Notice because you are a Claimant in the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Walter Canada. KPMG Inc. was appointed as monitor (the "Monitor") of Walter Canada.

We are writing to advise you that there may be a transaction involving Walter Canada in the near term that may be of interest to you in light of your Claim. If this transaction proceeds, it will move forward very quickly and all steps to complete the matter will occur as expeditiously as possible in the circumstances. You are receiving this message because Walter Canada and the Monitor request that you provide the Monitor with an email address or fax number at which you can be reached so that you can receive timely notice of any such transaction. Please respond to this message as soon as possible and in any event prior to **DECEMBER 5, 2016** or the transaction may move forward with **NO FURTHER NOTICE TO YOU**.

Please provide the Monitor with an email address or a fax number by delivering the message to the Monitor at the following address:

KPMG Inc.
 Court-appointed Monitor of Walter Energy Canada Holdings, Inc. *et al.*
 Attention: Mark Kemp-Gee or Mike Clark
 Email: mkempgee@kpmg.ca or maclark@kpmg.ca
 Phone: 1 604 691 3468
 Fax: 1 604 691 3036



In any event, you are encouraged to visit the website of the Monitor, www.kpmg.com/ca/walterenergycanada, where details regarding Walter Canada's CCAA proceedings are posted.

If a transaction proceeds, details regarding the transaction will be posted to the Monitor's website. PLEASE CHECK THE MONITOR'S WEBSITE REGULARLY.

Yours very truly,

KPMG Inc.,
In its capacity as Court Appointed Monitor
of Walter Energy Canada Holdings, Inc. et al

Per: Philip J. Reynolds
Senior Vice President


Per: Anthony Tillman
Senior Vice President



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PO Box 10426 777 Dunsmuir Street
Vancouver BC V7Y 1K3
Canada

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Internet www.kpmg.ca

3

this is Exhibit "B" referred to in the
affidavit of LORI UINER
sworn before me at VANCOUVER
this 13th day of DECEMBER 2016

A Commissioner for taking affidavits
Within British Columbia

December 7, 2016

NOTICE TO CREDITORS

**Re: Claims Against Walter Energy Canada Holdings, Inc.; Walter Canadian Coal ULC;
Wolverine Coal ULC; Brule Coal ULC; Cambrian Energybuild Holdings ULC;
Willow Creek Coal ULC; Pine Valley Coal Ltd.;
and 0541237 B.C. Ltd. (collectively, the "Petitioners")
together with Walter Canadian Coal Partnership; Wolverine Coal Partnership;
Brule Coal Partnership; and Willow Creek Coal Partnership
(the "Partnerships", collectively with the Petitioners, "Walter Canada")**

You are receiving this Notice because you are a Claimant in the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Walter Canada. KPMG Inc. was appointed as monitor (the "Monitor") of Walter Canada.

Further to our letter of November 29, 2016, we expect that Walter Canada will enter into a series of transactions in the near future, including a bankruptcy of various Walter Canada entities. A meeting of creditors in the bankruptcy of various Walter Canada entities (the "Meeting") will occur as soon as 10am on Tuesday, December 13, 2016 in the offices of KPMG Inc. at 400 – 777 Dunsmuir Street, Vancouver, B.C.

Thereafter, a meeting of creditors in the *Bankruptcy and Insolvency Act* proposal (the "Proposal") proceedings (the "Proposal Meeting") of the Walter Canada entities will likely be held at 2pm on Tuesday, December 13, 2016 at the address noted above. A sanction hearing of the Proposal (the "Sanction Hearing") is anticipated to be heard at 10am on December 14, 2016 in the British Columbia Supreme Court at 800 Smithe Street, Vancouver, B.C.

Please note the dates of the Meeting, the Proposal Meeting and the Sanction Hearing are subject to change. You are hereby provided notice of the Meeting, Proposal Meeting and the Sanction Hearing.

For additional details and updates, you are encouraged to visit the website of the Monitor, www.kpmg.com/ca/walterenergycanada, where information regarding Walter Canada's CCAA proceedings is posted.



As the Monitor does not have an email address or fax number for you, please provide the Monitor with an email address or a fax number by delivering the message to the Monitor at the following address:

KPMG Inc.
Court-appointed Monitor of Walter Energy Canada Holdings, Inc. *et al.*
Attention: Mike Clark or Mark Kemp-Gee
Email: maclark@kpmg.ca or mkempgee@kpmg.ca
Phone: 1 604 691 3468
Fax: 1 604 691 3036

PLEASE CHECK THE MONITOR'S WEBSITE REGULARLY.

If you have any questions regarding this matter please contact the Monitor at the contact details above.

Yours very truly,

KPMG Inc.,
In its capacity as Court Appointed Monitor
of Walter Energy Canada Holdings, Inc. et al

Per: Philip J. Reynolds
Senior Vice President

Per: Anthony Tillman
Senior Vice President



KPMG Inc.
PO Box 10426 777 Dunsmuir Street
Vancouver BC V7Y 1K3
Canada

Telephone (604) 691-3000
Fax (604) 691-3036
Internet www.kpmg.ca

This is Exhibit " C " referred to in the
affidavit of LOUI JAMES R
sworn before me at VANCOUVER
this 13th day of DECEMBER 2016
[Signature]
A Commissioner for taking affidavits
Within British Columbia

December 11, 2016

Dear Sirs/Mesdames:

Re: Claims Against Walter Energy Canada Holdings, Inc., Walter Canadian Coal ULC, Brule Coal ULC, Willow Creek Coal ULC, Pine Valley Coal Ltd., Wolverine Coal ULC, 0541237 B.C. Ltd., Walter Canadian Coal Partnership, Brule Coal Partnership, Willow Creek Coal Partnership and Wolverine Coal Partnership (collectively "Walter Canada")

Walter Canada is entering into a transaction for the sale of certain Residual Assets that, if the transaction completes, will result in a significant additional amount of money for distribution to claimants in Walter Canada's *Companies' Creditors Arrangement Act* ("CCAA") proceeding. The transaction was approved by Order of the Supreme Court of British Columbia (the "Court") on December 7, 2016 and includes a number of steps including bankruptcies pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "BIA") and a proposal to creditors under the BIA. The proposed dates for the key steps include:

- a) each of the Walter Canada entities listed above making an assignment in bankruptcy pursuant to the BIA on or about December 13, 2016;
- b) the first meeting of creditors in the consolidated bankruptcy of the Walter Canada entities being held on or about December 15, 2016;
- c) the trustee in bankruptcy of Walter Canada making a proposal (the "Joint Proposal") to the creditors of Walter Canada pursuant to the BIA on or about December 15, 2016;
- d) a meeting of creditors of Walter Canada being held to vote on the Joint Proposal on or about December 15, 2016; and
- e) an application for Court approval of the Joint Proposal on or about December 16, 2016 if the vote on the Joint Proposal is approved by the required majority of votes at the meeting of creditors.

In order to provide you with adequate information upon which to consider the Joint Proposal, we enclose the following:

- a) order of the Honourable Madam Justice Fitzpatrick made December 7, 2016;

- b) draft notice of first meeting of creditors (“FMOC”) in the consolidated bankruptcy estate of the Walter Canada entities;
- c) a proof of claim form and a proxy should you wish to nominate someone to vote on your behalf in person at the FMOC and/or at the meeting to approve the Joint Proposal. Please note that any creditors that are not individuals must complete a proxy to name the individual who will attend the meeting on the creditor’s behalf. You do not need to provide a proxy if you have provided a voting letter; if you have a claim which has been allowed in the claims process in Walter Canada’s CCAA proceeding, you are not required to file a further proof of claim;
- d) draft notice of meeting to consider the Joint Proposal;
- e) an unfiled copy of the Seventh Report of KPMG Inc., Monitor of Walter Canada;
- f) draft Joint Proposal of the Walter Canada entities;
- g) voting letter by which you can direct your vote on the Joint Proposal; and
- h) draft notice of the Court hearing to approve the Joint Proposal.

The above materials, as well as other pertinent information relating to the CCAA proceedings, have also been published on a website the Monitor has maintained at www.kpmg.com/ca/walterenergycanada. Final notices in respect of the meetings and Court hearings noted above will be posted on the website. Please check the website regularly for updates.

Please complete the voting letter, and return it to KPMG to the attention of Mr. Clark or Mr. Kemp-Gee as soon as possible and, in any event, before the date of the meeting to consider the Joint Proposal. The meeting will be held at the offices of the trustee in bankruptcy at 777 Dunsmuir Street, Vancouver. **You do not need to attend the meeting in person if you have submitted a voting letter.**

Should you have any questions, please feel free to contact Mr. Mike Clark of KPMG at maclark@kpmg.ca; phone: 1-604-691-3468; or fax: 1-604-691-3036.



Yours very truly,

KPMG Inc.,
In its capacity as Court Appointed Monitor
of Walter Energy Canada Holdings, Inc. et al

A handwritten signature in black ink, appearing to read 'Philip J. Reynolds'.

Per: Philip J. Reynolds
Senior Vice President

A handwritten signature in black ink, appearing to read 'Anthony Tillman'.

Per: Anthony Tillman
Senior Vice President

District of: British Columbia
Division No. 03 - Vancouver
Court No.
Estate No.

FORM 68
Notice of Bankruptcy, First Meeting of Creditors
(Subsection 102(1) of the Act)

Original Amended

In the matter of the bankruptcies of
Walter Energy Canada Holdings, Inc.; Walter Canadian Coal ULC; Wolverine Coal ULC; Brule Coal ULC; Willow Creek Coal ULC; Pine Valley Coal Ltd.;
0541237 B.C. Ltd.; Walter Canadian Coal Partnership; Wolverine Coal Partnership; Brule Coal Partnership; and Willow Creek Coal Partnership
(collectively "Walter Canada")
of the City of Vancouver, in the Province of British Columbia

Take notice that:

1. The entities of Walter Canada filed (or were deemed to have filed) assignments on the 13th day of December 2016, and the undersigned, KPMG Inc., was appointed as trustee of the estates of the bankrupt by the official receiver (or the Court), subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.
2. The first meeting of creditors of the bankrupt will be held on the 15th day of December 2016, at 10:00 AM, at the office of KPMG Inc., at 777 Dunsmuir Street, Vancouver, BC, V7Y 1K3.
3. To be entitled to vote at the meeting, a creditor must lodge with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.
4. If you have a claim which has been allowed in the claims process in the proceedings brought by Walter Canada under the Companies' Creditors Arrangement Act, you are not required to file a further proof of claim. If you think you should file another proof of claim, one is attached hereto.
5. Creditors must prove their claims against the estate of the bankrupt in order to share in any distribution of the proceeds realized from the estate.

Dated at the City of Vancouver in the Province of British Columbia, this 10th day of December 2016.

KPMG Inc.
Per:

Anthony Joseph Tillman - Licensed Insolvency Trustee
777 Dunsmuir St.
Vancouver BC V7Y 1K3
Phone: (604) 691-3000 Fax: (604) 691-3036

(insert creditor address) _____

In the matter of the BIA proceedings of Walter Energy Canada Holdings, Inc.; Walter Canadian Coal ULC; Wolverine Coal ULC; Brule Coal ULC; Willow Creek Coal ULC; Pine Valley Coal Ltd.; 0541237 B.C. Ltd.; Walter Canadian Coal Partnership; Wolverine Coal Partnership; Brule Coal Partnership; and Willow Creek Coal Partnership (collectively "Walter Canada") of Vancouver, British Columbia, and the claim of _____ (name of creditor), creditor. I, _____ (name of creditor or representative of the creditor), of _____ (city and province), do hereby

certify:

1. That I am a creditor (or that I am _____ (state position or title) of _____ (name of creditor or representative of creditor)) of _____ (state which Walter Canada entity).

2. That I have knowledge of all the circumstances connected with the claim referred to below.

3. That the debtor was, at the date of bankruptcy, namely the 12th day of December, 2016, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)

4. (Check and complete appropriate category.)

() A. UNSECURED CLAIM OF \$ _____ (other than as a customer contemplated by Section 262 of the Act) That in respect to this debt, I do not hold any assets of the debtor as security and (Check appropriate description)

() Regarding the amount of \$ _____, I do not claim a right to a priority. () Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act. (Set out on an attached sheet details to support priority claim)

() B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ _____ That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows: (Give full particulars of the claim, including the calculations upon which the claim is based)

() C. SECURED CLAIM OF \$ _____ That in respect of this debt, I hold assets of the debtor valued at \$ _____ as security, particulars of which are as follows: (Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents)

() D. CLAIM BY FARMER, FISHERMAN, OR AQUACULTURIST OF \$ _____ That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ _____ (Attach a copy of sales agreement and delivery receipts)

() E. CLAIM BY WAGE EARNER OF \$ _____ That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$ _____ That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$ _____

() F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ _____ That I hereby make a claim under subsection 81.5 of the Act in the amount of \$ _____ That I hereby make a claim under subsection 81.6 of the Act in the amount of \$ _____

() G. CLAIM AGAINST DIRECTOR \$ _____ (To be completed when a proposal provides for the compromise of claims against directors) That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows: (Give full particulars of the claim, including the calculations upon which the claim is based)

() H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ _____ That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows: (Give full particulars of the claim, including the calculations upon which the claim is based)

5. That, to the best of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the debtor within the meaning of section 4 of the Act, and have (or has) (or have not or has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of subsection 2(1) of the Act: (provide details of payments, credits and transfers at undervalue) (Applicable only in the case of the bankruptcy of an individual.)

() I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at _____ (city and province) this _____ day of _____, 20____.

Signature of Witness _____

Signature of Creditor _____ Phone Number: _____ Fax Number: _____ Email Address: _____

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits. WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor. Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

FORM 36 - PROXY (Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

In the matter of the BIA proceedings of Walter Canada I, _____ (name of creditor), of _____ (name of town or city), a creditor in the above matter, hereby appoint _____, of _____, to be my proxyholder in the above matter, except as to the receipt of dividends, with (or without) power to appoint another proxyholder in his or her place. Dated at _____ (city and province) this _____ day of _____, 20____.

Notes:

- It is permissible to file a proof of claim by fax.
- A creditor may vote either in person or by proxy at any meeting of creditors if the proof of claim is filed with the trustee prior to the time appointed for the meeting.
- A quorum at any meeting of creditors is at least one creditor with a valid proof of claim in attendance in person or by proxy.
- A corporation may vote by an authorized agent or mandatary at meeting of creditors.
- In order for a duly authorized person to have a right to vote, they must be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy.
- A creditor who is participating in any distribution from an estate must have filed a proof of claim prior to the distribution being declared.
- In the case of an individual bankrupt, by checking the appropriate box or boxes at the bottom of the proof of claim form, you may request that the trustee advise you of any material change in the financial situation of the bankrupt or the amount the bankrupt is required to pay into the bankruptcy, and a copy of the trustee's report on the discharge of the bankrupt.

PARAGRAPH 1

- * Creditor must state full and complete legal name of the individual, company or firm.
- * If the individual completing the proof of claim is a representative of the creditor, the individual's position or title must be identified.

PARAGRAPH 3

- * The amount owing must be set out in paragraph 3.
- * A detailed statement of account must be attached to the proof of claim and marked "Schedule A" and must show the date, number and amount of all invoices or charges, together with the date, number and amount of all credits or payments. The amount on the statement of account must correspond to the amount indicated on the proof of claim.

PARAGRAPH 4

Notes:

- Paragraph A applies to *ordinary unsecured claims*. In addition to recording the amount of the claim, please indicate whether the claim has a priority pursuant to section 136 of the Act.
- Paragraph B applies to *lessor claims* in a commercial proposal. Please ensure that the claim applies to a commercial proposal and, if so, include the full particulars of the claim.
- Paragraph C applies to *secured claims*. Please indicate the dollar value of the security and attach copies of the security document. In addition, please attach copies of the security registration documents, where appropriate.
- Paragraph D applies to *inventory claims of farmers, fishermen and aquaculturists*. Please note that such claims apply only to inventory supplied from farmers, fishermen and aquaculturists within 15 (fifteen) days of the date of bankruptcy. In addition, please attach copies of any applicable sales agreements and delivery slips.
- Paragraph E applies to *claims by wage earners*. Please note that such claims apply only for unpaid wages owed upon the bankruptcy of an employer or when the employer becomes subject to a receivership.
- Paragraph F applies to *claims by employees for unpaid amounts regarding pension plans*. Please note that such claims apply only to unremitted pension contributions outstanding when the sponsoring employer becomes bankrupt or is subject to a receivership.
- Paragraph G applies to *claims against directors*. Please note that such claims apply only to directors of corporations that have filed a commercial proposal to creditors that includes a compromise of statutory claims against directors.
- Paragraph H applies to *claims of customers of a bankrupt securities firm*. Please ensure that the claim of the customer is for net equity and, if so, include the full particulars of the claim, including the calculations upon which the claim is based.

PARAGRAPH 5

- * All claimants must indicate whether or not they are related to the debtor, as defined in section 4 of the Act, or dealt with the debtor in a non-arm's-length manner.

PARAGRAPH 6

- * All claimants must attach a detailed list of all payments or credits received or granted, as follows:
 - within the three (3) months preceding the initial bankruptcy event (including the bankruptcy or the proposal) :
 - within the twelve (12) months preceding the initial bankruptcy event (including the bankruptcy or the proposal) in the case where the claimant and the debtor were not dealing at arm's-length.

PROXY HOLDER

GENERAL:

- In order for duly authorized persons to have a right to vote, they must themselves be creditors or be the holders of a properly executed proxy. The name of the creditor must appear in the proxy.
- A creditor may vote either in person or by proxyholder.
- A proxy may be filed at any time prior to a vote at a meeting of creditors.
- A proxy can be filed with the trustee in person, by mail or by any form of telecommunication.
- A proxy does not have to be under the seal of a corporation unless required by its incorporating documents or its bylaws.
- The individual designated in a proxy cannot be substituted unless the proxy provides for a power of substitution.
- Bankrupts/debtors may not be appointed as proxyholders to vote at any meeting of their creditors.
- The trustee may be appointed as a proxyholder for any creditor.
- A corporation cannot be designated as a proxyholder.

Note:

- The Act permits a proof of claim to be made by a duly authorized representative of a creditor but, in the absence of a properly executed proxy, does not give such an individual the power to vote at the first meeting of creditors nor to act as the proxyholder of the creditors.

(insert creditor address)

In the matter of the BIA proceedings of Walter Energy Canada Holdings, Inc.; Walter Canadian Coal ULC; Wolverine Coal ULC; Brule Coal ULC; Willow Creek Coal ULC; Pine Valley Coal Ltd.; 0541237 B.C. Ltd.; Walter Canadian Coal Partnership; Wolverine Coal Partnership; Brule Coal Partnership; and Willow Creek Coal Partnership (collectively "Walter Canada") of Vancouver, British Columbia, and the claim of (name of creditor), creditor. I, (name of creditor or representative of the creditor), of (city and province), do hereby certify:

1. That I am a creditor (or that I am (state position or title) of (name of creditor or representative of creditor)) of (state which Walter Canada entity).

2. That I have knowledge of all the circumstances connected with the claim referred to below.

3. That the debtor was, at the date of bankruptcy, namely the 12th day of December, 2016, and still is, indebted to the creditor in the sum of \$ as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)

4. (Check and complete appropriate category.)

- () A. UNSECURED CLAIM OF \$ (other than as a customer contemplated by Section 262 of the Act) That in respect to this debt, I do not hold any assets of the debtor as security and (Check appropriate description)
() Regarding the amount of \$, I do not claim a right to a priority.
() Regarding the amount of \$, I claim a right to a priority under section 136 of the Act. (Set out on an attached sheet details to support priority claim)
() B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows: (Give full particulars of the claim, including the calculations upon which the claim is based)
() C. SECURED CLAIM OF \$ That in respect of this debt, I hold assets of the debtor valued at \$ as security, particulars of which are as follows: (Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents)
() D. CLAIM BY FARMER, FISHERMAN, OR AQUACULTURIST OF \$ That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ (Attach a copy of sales agreement and delivery receipts)
() E. CLAIM BY WAGE EARNER OF \$ That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$
() That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$
() F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ That I hereby make a claim under subsection 81.5 of the Act in the amount of \$
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() G. CLAIM AGAINST DIRECTOR \$ (To be completed when a proposal provides for the compromise of claims against directors) That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows: (Give full particulars of the claim, including the calculations upon which the claim is based)
() H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows: (Give full particulars of the claim, including the calculations upon which the claim is based)

5. That, to the best of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the debtor within the meaning of section 4 of the Act, and have (or has) (or have not or has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of subsection 2(1) of the Act: (provide details of payments, credits and transfers at undervalue) (Applicable only in the case of the bankruptcy of an individual.)

() I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at (city and province) this day of , 20.

Signature of Witness Signature of Creditor
Phone Number:
Fax Number:
Email Address:

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.
WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.
Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

FORM 36 - PROXY (Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

In the matter of the BIA proceedings of Walter Canada
I, (name of creditor), of (name of town or city), a creditor in the above matter, hereby appoint (name of proxyholder), of (city and province), to be my proxyholder in the above matter, except as to the receipt of dividends, with (or without) power to appoint another proxyholder in his or her place.
Dated at (city and province) this day of , 20.

Notes:

- It is permissible to file a proof of claim by fax.
- A creditor may vote either in person or by proxy at any meeting of creditors if the proof of claim is filed with the trustee prior to the time appointed for the meeting.
- A quorum at any meeting of creditors is at least one creditor with a valid proof of claim in attendance in person or by proxy.
- A corporation may vote by an authorized agent or mandatary at meeting of creditors.
- In order for a duly authorized person to have a right to vote, they must be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy.
- A creditor who is participating in any distribution from an estate must have filed a proof of claim prior to the distribution being declared.
- In the case of an individual bankrupt, by checking the appropriate box or boxes at the bottom of the proof of claim form, you may request that the trustee advise you of any material change in the financial situation of the bankrupt or the amount the bankrupt is required to pay into the bankruptcy, and a copy of the trustee's report on the discharge of the bankrupt.

PARAGRAPH 1

- * Creditor must state full and complete legal name of the individual, company or firm.
- * If the individual completing the proof of claim is a representative of the creditor, the individual's position or title must be identified.

PARAGRAPH 3

- * The amount owing must be set out in paragraph 3.
- * A detailed statement of account must be attached to the proof of claim and marked "Schedule A" and must show the date, number and amount of all invoices or charges, together with the date, number and amount of all credits or payments. The amount on the statement of account must correspond to the amount indicated on the proof of claim.

PARAGRAPH 4

Notes:

- Paragraph A applies to *ordinary unsecured claims*. In addition to recording the amount of the claim, please indicate whether the claim has a priority pursuant to section 136 of the Act.
- Paragraph B applies to *lessor claims* in a commercial proposal. Please ensure that the claim applies to a commercial proposal and, if so, include the full particulars of the claim.
- Paragraph C applies to *secured claims*. Please indicate the dollar value of the security and attach copies of the security document. In addition, please attach copies of the security registration documents, where appropriate.
- Paragraph D applies to *inventory claims of farmers, fishermen and aquaculturists*. Please note that such claims apply only to inventory supplied from farmers, fishermen and aquaculturists within 15 (fifteen) days of the date of bankruptcy. In addition, please attach copies of any applicable sales agreements and delivery slips.
- Paragraph E applies to *claims by wage earners*. Please note that such claims apply only for unpaid wages owed upon the bankruptcy of an employer or when the employer becomes subject to a receivership.
- Paragraph F applies to *claims by employees for unpaid amounts regarding pension plans*. Please note that such claims apply only to unremitted pension contributions outstanding when the sponsoring employer becomes bankrupt or is subject to a receivership.
- Paragraph G applies to *claims against directors*. Please note that such claims apply only to directors of corporations that have filed a commercial proposal to creditors that includes a compromise of statutory claims against directors.
- Paragraph H applies to *claims of customers of a bankrupt securities firm*. Please ensure that the claim of the customer is for net equity and, if so, include the full particulars of the claim, including the calculations upon which the claim is based.

PARAGRAPH 5

- * All claimants must indicate whether or not they are related to the debtor, as defined in section 4 of the Act, or dealt with the debtor in a non-arm's-length manner.

PARAGRAPH 6

- * All claimants must attach a detailed list of all payments or credits received or granted, as follows:
 - within the three (3) months preceding the initial bankruptcy event (including the bankruptcy or the proposal) :
 - within the twelve (12) months preceding the initial bankruptcy event (including the bankruptcy or the proposal) in the case where the claimant and the debtor were not dealing at arm's-length.

PROXY HOLDER

GENERAL:

- In order for duly authorized persons to have a right to vote, they must themselves be creditors or be the holders of a properly executed proxy. The name of the creditor must appear in the proxy.
- A creditor may vote either in person or by proxyholder.
- A proxy may be filed at any time prior to a vote at a meeting of creditors.
- A proxy can be filed with the trustee in person, by mail or by any form of telecommunication.
- A proxy does not have to be under the seal of a corporation unless required by its incorporating documents or its bylaws.
- The individual designated in a proxy cannot be substituted unless the proxy provides for a power of substitution.
- Bankrupts/debtors may not be appointed as proxyholders to vote at any meeting of their creditors.
- The trustee may be appointed as a proxyholder for any creditor.
- A corporation cannot be designated as a proxyholder.

Note:

- The Act permits a proof of claim to be made by a duly authorized representative of a creditor but, in the absence of a properly executed proxy, does not give such an individual the power to vote at the first meeting of creditors nor to act as the proxyholder of the creditors.

District of British Columbia
Division No. 03 – Vancouver
Court No.
Estate No.

**IN THE MATTER OF THE JOINT PROPOSAL OF
WALTER ENERGY CANADA HOLDINGS, INC.; WALTER CANADIAN COAL ULC;
WOLVERINE COAL ULC; BRULE COAL ULC; WILLOW CREEK COAL ULC; PINE
VALLEY COAL LTD.; 0541237 B.C. LTD.; WALTER CANADIAN COAL
PARTNERSHIP; WOLVERINE COAL PARTNERSHIP; BRULE COAL
PARTNERSHIP; AND WILLOW CREEK COAL PARTNERSHIP
(COLLECTIVELY “WALTER CANADA”)
of the City of Vancouver, in the Province of British Columbia**

FORM 92 - NOTICE OF PROPOSAL TO CREDITORS
(Section 51 of the Act)

TAKE NOTICE THAT Walter Canada of the city of Vancouver in the province of British Columbia has lodged with me a proposal under the *Bankruptcy and Insolvency Act*.

A general meeting of the creditors will be held at the offices of the Trustee, KPMG Inc., 4th Floor, 777 Dunsmuir Street, Vancouver, British Columbia, on the 15th day of December, 2016, at the hour of 2:00 p.m.

Enclosed herewith are the following documents:

- the Seventh Report of KPMG Inc., Monitor of Walter Canada, including a projected recovery analysis;
- the Joint Proposal of the Walter Canada entities; and
- a Voting letter.

The enclosed Report on the Proposal provides an overview of the terms of the Proposal and, as such, is not a substitute for reading the Proposal. Creditors are strongly encouraged to review the Proposal in its entirety prior to voting on the Proposal. Creditors may wish to discuss the terms of the Proposal with their legal counsel and other advisors.

The creditors or any class of creditors qualified to vote at the meeting may by resolution accept the Proposal either as made or as altered or modified at the meeting. If so accepted and if approved by the court the Proposal is binding on all creditors or the class of creditors affected.

Voting letters intended to be used at the meeting must be lodged with me prior to the commencement of the meeting.

Please deliver the voting letter to KPMG Inc., attention: Mike Clark or Mark Kemp-Gee, by email to maclark@kpmg.ca or mkempgee@kpmg.ca or by facsimile at (604) 691-3036.

Dated at Vancouver, British Columbia, this 10th day of December 2016.

KPMG Inc.

Trustee acting in re: the Proposal of Walter Canada
and not in its personal capacity

Per:

Anthony Tillman
777 Dunsmuir Street
Vancouver BC V7Y 1K3
Phone: (604) 691-3000 Fax : (604) 691-3036

District of British Columbia
Division No. 03 – Vancouver
Court No.
Estate No.

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF

THE JOINT PROPOSAL OF
WALTER ENERGY CANADA HOLDINGS, INC., WALTER CANADIAN COAL ULC, BRULE
COAL ULC, WILLOW CREEK COAL ULC, PINE VALLEY COAL LTD., WOLVERINE COAL
ULC, 0541237 B.C. LTD., WALTER CANADIAN COAL PARTNERSHIP, BRULE COAL
PARTNERSHIP, WILLOW CREEK COAL PARTNERSHIP AND WOLVERINE COAL
PARTNERSHIP

(the “DEBTORS”)

FORM 37 - VOTING LETTER
(Paragraphs 51(1)(f) and 66.15(3)(c) of the Act)

I, _____, creditor (or I, _____, representative of
_____, creditor), of _____ (name of city and province), a
creditor in the above matter for the sum of \$_____, do hereby request the trustee acting with
respect to the proposal of the Debtors, to record my vote _____ (for or against) the
acceptance of the joint proposal as made on the ____ day of December, 2016.

Dated at _____, this ____ day of _____, 2016.

Witness

Individual Creditor

Witness

Name of Corporate Creditor

Per

Name and Title of Signing Officer

16

DRAFT

District of: British Columbia
Division No. 03 - Vancouver
Court No.
Estate No.

FORM 40.1
Notice of Hearing of Application for Court Approval of Proposal
(Paragraph 58(b) of the Act)

In the Matter of the Joint Proposal of
Walter Energy Canada Holdings, Inc.; Walter Canadian Coal ULC; Wolverine Coal ULC; Brule Coal
ULC; Willow Creek Coal ULC; Pine Valley Coal Ltd.; 0541237 B.C. Ltd.; Walter Canadian Coal
Partnership; Wolverine Coal Partnership; Brule Coal Partnership; and Willow Creek Coal Partnership
(collectively "Walter Canada")
of the City of Vancouver, in the Province of British Columbia

In Supreme Court of British Columbia.

In the matter of the joint proposal of Walter Canada, a debtor.

Take notice that an application will be made to the court, at 800 Smithe Street, Vancouver, British
Columbia, on the 16th day of December 2016, at 10:00 AM, to approve the Joint Proposal of Walter Canada,
accepted by the creditors at a meeting held on the 15th day of December 2016.

Dated at the City of Vancouver in the Province of British Columbia, this 15th day of December 2016.

KPMG Inc.

777 Dunsmuir St.
Vancouver BC V7Y 1K3
Phone: (604) 691-3000 Fax: (604) 691-3036

Peter Reardon

From: Riesterer, Patrick [PRIesterer@osler.com]
Sent: Monday, December 12, 2016 10:45 AM
To: Peter Reardon; Wael Rostom; Mr. Anthony Tillman; Caitlin Fell; Mr. Philip J. Reynolds; maclark@kpmg.ca; Mr. Mike A. Schwartzenuber; mkempgee@kpmg.ca
Cc: Wasserman, Marc; Mary Buttery; Mr. Lance Williams
Subject: Fwd: In the Matter of Walter Energy Canada Holdings, Inc. and Other Petitioners | SCBC Action No. S-1510120 (Vancouver Registry)

All,
 As discussed, USW is prepared to vote as deemed proxyholder for the members. We would suggest they be deemed proxyholder for any member who does not vote.
 Best regards,
 Patrick

Begin forwarded message:

From: "Williams, Lance" <lance.williams@dlapiper.com>
Date: December 12, 2016 at 7:07:31 AM PST
To: "Riesterer, Patrick" <PRIesterer@osler.com>, "Buttery, Mary" <mary.buttery@dlapiper.com>
Subject: FW: In the Matter of Walter Energy Canada Holdings, Inc. and Other Petitioners | SCBC Action No. S-1510120 (Vancouver Registry)

FYI. We can discuss this morning.

Lance Williams
 Partner
 T 604.643.6309
 F 604.605.4877
 E lance.williams@dlapiper.com



This is Exhibit "D" referred to in the affidavit of LORI D. INER sworn before me at VANCOUVER this 13th day of DECEMBER 2016
[Signature]
 A Commissioner for taking affidavits
 Within British Columbia

From: Craig Bavis [mailto:cbavis@vslo.bc.ca]
Sent: December 12, 2016 3:48 AM
To: Williams, Lance
Subject: RE: In the Matter of Walter Energy Canada Holdings, Inc. and Other Petitioners | SCBC Action No. S-1510120 (Vancouver Registry)

Thanks Lance. In relation to the draft BIA proposal, if you want a creditors' meeting this week, I'd suggest that you add a provision that the United Steelworkers, Local 1-424 is deemed to hold the proxy of all claimants who were employed by Wolverine Coal Partnership and members of United Steelworkers, Local 1-424.

Regards, Craig

From: Williams, Lance [mailto:lance.williams@dlapiper.com]
Sent: December-11-16 12:36 PM
To: mwasserman@osler.com; mpaterson@osler.com; epressman@osler.com; priesterer@osler.com; jshaffer@longviewcomms.ca; abayless@longviewcomms.ca; rfraser@longviewcomms.ca;

pjreynolds@kpmg.ca; jsleeth@kpmg.ca; mikes@kpmg.ca; atillman@kpmg.ca; mkempgee@kpmg.ca; wael.rostom@mcmillan.ca; peter.reardon@mcmillan.ca; caitlin.fell@mcmillan.ca; lori.viner@mcmillan.ca; sshimshak@paulweiss.com; kcornish@paulweiss.com; ctobler@paulweiss.com; dyoungblut@paulweiss.com; mrudnick@paulweiss.com; sgreissman@whitecase.com; efeld@whitecase.com; kesaw@stikeman.com; idizengoff@akingump.com; lbeckerman@akingump.com; mbrimage@akingump.com; jsavin@akingump.com; sdvorak@casselsbrock.com; rjacobs@casselsbrock.com; nlevine@casselsbrock.com; mnied@casselsbrock.com; Craig Bavis; john.sandrelli@dentons.com; tevia.jeffries@dentons.com; miriam.dominguez@dentons.com; craig.dennis@dentons.com; julia.frost-davies@morganlewis.com; john.goodchild@morganlewis.com; rmauceri@morganlewis.com; pgreen@mooneygreen.com; jmooney@mooneygreen.com; David.Hatter@gov.bc.ca; AGLSBRevTax@gov.bc.ca; Aaron.Welch@gov.bc.ca; AGLSBRevTax@gov.bc.ca; neva.beckie@justice.gc.ca; donnaree.nygard@justice.gc.ca; zelin@pjtpartners.com; baziz@bluetreadvisors.com; jcarhart@millerthomson.com; hjones@millerthomson.com; kes@bht.com; scb@bht.com; stephanie.grace@xerox.com; tom.clarke@kissito.org; cebetino@erpfuels.com; jmccoy@erpfuels.com; whunter1@optonline.net; bobcarswellus@outlook.com; jowabeannede@gmail.com; kmccoy@erpfuels.com; david.mann@dentons.com; Leanne.krawchuk@dentons.com; matt.lindsay@rosellp.com; mleitch@lamarchelang.com; Federico.velasquez@angloamerican.com; christy.elliott@parkland.ca; jenny.yang@angloamerican.com; Marianna@malaspinaconsultants.com; jmceown@boalewood.ca; jgrieve@fasken.com; tonken@icrossroads.com; gregmatthews@shaw.ca; mverbrugge@blg.com; kandersen@blg.com; rmorphy@blg.com; mebradley@blg.com

Cc: Buttery, Mary; Wood, Susan; Danielisz, Sue

Subject: In the Matter of Walter Energy Canada Holdings, Inc. and Other Petitioners | SCBC Action No. S-1510120 (Vancouver Registry)

To: Service List

Please find attached for service:

1. an unfiled Notice of Application returnable **December 12 at 10 am**;
2. an unfiled copy of the Affidavit #7 of William E. Aziz sworn December 11, 2016; and
3. a requisition to permit out of town counsel to appear by telephone (***please note that this has not been approved by the court yet***).

A Registry-stamped 1st page of the attached documents will be circulated in due course. This application is to approve certain amendments to the transaction previously approved by the court on December 7, 2016, and given the tight timelines associated with the transaction must be brought on short notice. These amendments are not, however, considered to be material to the transaction. Details of the amendments are explained in the attached Affidavit #7 of William Aziz.

Please advise Sue Danielisz at sue.danielisz@dlapiper.com if you plan to attend the hearing (in person or, if approved, by phone) so that we can provide the court with an appearance list. While we anticipate that the court will approve attendance by phone, we may not know until immediately before the hearing and will advise the service list by e-mail as soon as the line is open.

Regards,

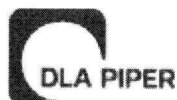
Lance Williams

Partner

T 604.643.6309

F 604.605.4877

E lance.williams@dlapiper.com



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DLA Piper (Canada) LLP
Suite 2800, Park Place
666 Burrard St
Vancouver BC V6C 2Z7
Canada
www.dlapiper.com

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Court File No.:
Estate No:
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY AND INSOLVENCY**

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE BANKRUPTCY OF
WALTER ENERGY CANADA HOLDINGS, INC.

AFFIDAVIT

PETER J. REARDON
McMillan LLP
1500 – 1055 W. Georgia Street
Box 11117
Vancouver, B.C. V6E 4N7
(604) 689 9111