



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

NOTICE OF APPLICATION

Names 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 Monday, January 16, 2017 at 9:45 a.m. for the order set out in Part 1 below.

Part 1: ORDER SOUGHT

1. A Stay Extension Order substantially in the form attached hereto as **Schedule "B"**.

Part 2: FACTUAL BASIS

Introduction

1. Reference is made to the facts set out in Affidavit #9 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* (the "**CCAA**").
3. The terms of the Initial Order, including the stay of proceedings, were subsequently extended to April 5, 2016 pursuant to an order of this Honourable Court pronounced January 5, 2016, to June 24, 2016 pursuant to an order of this Honourable Court pronounced March 30, 2016, to August 19, 2016 pursuant to an order of this Honourable Court pronounced June 24, 2016 and to January 17, 2017 pursuant to an order of this Honourable Court pronounced August 16, 2016.

Stay extension

4. The New Walter Canada Group is requesting an extension of the Stay Period until and including May 31, 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 Residual Asset Transaction (as defined in the 9th Affidavit of William Aziz) has been completed and the Petitioners are now the New Walter Canada Group.
8. 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.
9. It is in the best interests of the New Walter Canada Group and all its stakeholders that the Stay Period be extended to May 31, 2017 to enable the New Walter Canada Group to complete the claims process and deal with matters relating to the Walter U.K. Group.

Part 3: LEGAL BASIS

1. *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and in particular sections 11 and 11.02 thereof.
2. *Supreme Court Civil Rules*, B.C. Reg. 241/2010, as amended, including Rules 8-1 and 13-1 thereof.
3. The inherent and equitable jurisdiction of this Honourable Court.
4. Such further and other grounds as counsel may advise and this Honourable Court may deem just

Part 4: MATERIAL TO BE RELIED ON

1. Affidavit #9 of William E. Aziz, made January 12, 2017;
2. Monitor's 8th 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.

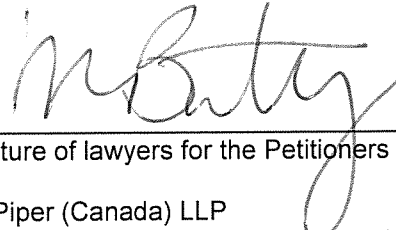
The applicants estimate that the application will take 5 minutes.

- This matter is within the jurisdiction of a master.
- 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 arranged 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 after service 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).

January 12, 2016
Dated _____



Signature of lawyers for the Petitioners

DLA Piper (Canada) LLP
(Mary I.A. Buttery & H. Lance Williams)

and

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

APPENDIX

The following information is provided for data collection purposes only and is of no legal effect.

THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- oral matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts
- other

SCHEDULE "A"
See Attached

SERVICE LIST

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SCHEDULE "B"

See Attached

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)
MONDAY, THE 16TH DAY OF
JANUARY, 2017

ON THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 16th day of January, 2017; AND ON HEARING Mary I.A. Buttery and Mary Paterson, 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 9th Affidavit of William E. Aziz sworn January 12, 2017 and the Report of KPMG Inc. in its capacity as Monitor, dated January 12, 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 May 31, 2017.

GENERAL

4. 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

DLA Piper (Canada) LLP
(Mary I.A. Buttery)

and

Osler, Hoskin & Harcourt LLP
(Mary Paterson)

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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AND CAMBRIAN ENERGYBUILD HOLDINGS ULC

PETITIONERS

ORDER MADE AFTER APPLICATION
(Stay Extension Order)

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Client Matter No. 15375-00001

MUB

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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IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
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IN THE MATTER OF THE PLAN OF COMPROMISE AND
ARRANGEMENT OF NEW WALTER ENERGY CANADA
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CORP., NEW WILLOW CREEK COAL CORP., NEW
WOLVERINE COAL CORP.
AND CAMBRIAN ENERGYBUILD HOLDINGS ULC

PETITIONERS

NOTICE OF APPLICATION

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File No. 15375-00001

MUB/sxl