



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
(1974 Plan Order)**

BEFORE THE HONOURABLE)
MADAM JUSTICE FITZPATRICK) MONDAY, THE 1ST DAY OF
) MAY, 2017

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on January 9-13, 16, 18-20, 2017, 2017 with Reasons for Judgment released on May 1, 2017 (the "Order Date"), which Application became an Application of the Petitioners pursuant to the Order of this Court in respect of the Petitioners and the entities listed on **Schedule "A"** hereto pronounced December 21, 2016 and styled the CCAA Continuity and Vesting Order; AND ON HEARING Mary Paterson and Mary I.A. Buttery, counsel for the Petitioners, Craig Dennis, Q.C. and John R. Sandrelli, counsel for the United Mine Workers of America 1974 Pension Plan and Trust (the "1974 Plan"), Craig D. Bavis and Jeff Sanders, counsel for the United Steelworkers, Local 1-424, Peter Reardon, counsel for the Monitor and those other counsel listed on **Schedule "B"** hereto; AND UPON READING the material filed and judgment being reserved to May 1, 2017;

THIS COURT ORDERS AND DECLARES THAT:

1. The 1974 Plan's claim as against the Petitioners and against the entities listed on Schedule "A" hereto is governed by Canadian substantive law and not U.S. substantive law (including the Employee Retirement and Income Security Act of 1974 ("ERISA")) such that the 1974 Plan's claim against the Petitioners and against the entities listed on Schedule "A" is not valid.
2. Costs are awarded against the 1974 Plan in favour of both the Petitioners and the United Steelworkers, Local 1-424 at Scale B, subject to the right of any party to apply within 30 days of the date of this order to seek a different order of costs.

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:



Signature of party lawyer for the Petitioners

Mary Paterson



Signature of party lawyer for the United Mine Workers of America 1974 Pension Plan and Trust

John R. Sandrelli



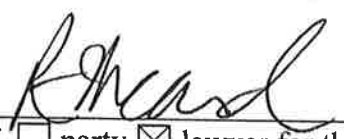
Signature of party lawyer for the United Steelworkers, Local 1-424

Craig D. Bavis

BY THE COURT

REGISTRAR 

ENDORSEMENTS ATTACHED

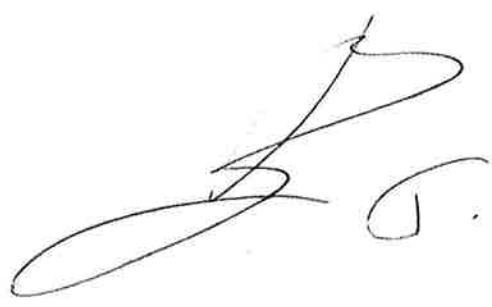


Signature of party lawyer for the Monitor,
KPMG Inc.

Peter J. Reardon

By the Court.

Registrar



SCHEDULE "A"

Petitioners

1. Walter Energy Canada Holdings, Inc.
2. Walter Canadian Coal ULC
3. Brule Coal ULC
4. Willow Creek Coal ULC
5. Wolverine Coal ULC
6. Pine Valley Coal Ltd.
7. 0541237 B.C. Ltd.

Partnerships

8. Walter Canadian Coal Partnership
9. Brule Coal Partnership
10. Willow Creek Coal Partnership
11. Wolverine Coal Partnership

SCHEDULE "B"

COUNSEL LIST	
NAME	PARTY REPRESENTED
Patrick Riesterer	Petitioners
Karin Sachar	Petitioners
Mary Angela Rowe	Petitioners
Tevia Jeffries	United Mine Workers of America 1974 Pension Plan and Trust
Owen James	United Mine Workers of America 1974 Pension Plan and Trust

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
(1974 Plan Order)

OSLER HOSKIN & HARCOURT LLP
Barristers & Solicitors
1055 West Hastings Street
Suite 1700, The Guinness Tower
Vancouver, BC V6E 2E9

Tel. No. 416.862.4924
Fax No. 416.862.6666

Client Matter No. 1164807