



This is the 2nd Affidavit of Susan Danielisz in this case and was made on December 8, 2016

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


PETITIONERS

AFFIDAVIT

I, **Susan Danielisz**, legal assistant, of 2800 Park Place, 666 Burrard Street, in the City of Vancouver, in the Province of British Columbia, MAKE OATH AND SAY AS FOLLOWS:

1. I am a legal assistant with DLA Piper (Canada) LLP, the British Columbia counsel for the Petitioners herein, and as such have personal knowledge of the facts hereinafter deposed to, except where such facts are stated to be based upon information and belief and where so stated I do verily believe the same to be true.
2. Attached hereto and marked as **Exhibit "A"** to this my Affidavit is a true copy of the Petitioners' Notice to Admit dated November 14, 2016 (including all documents contained in the Walter Canada Group's Book of Evidence), which was served upon counsel for The United Mine Workers of America 1974 Pension Plan and Trust, Dentons Canada LLP, on November 14, 2016.
3. Attached hereto and marked as **Exhibit "B"** to this my Affidavit is a true copy of the Response to the Petitioners' Notice to Admit of the United Mine Workers of America 1974 Pension Plan dated November 27, 2016.

SWORN BEFORE ME at Vancouver, British Columbia, on this 8th day of December, 2016.


 A Commissioner for taking Affidavits for
 British Columbia.
JARED ENNS
Barrister and Solicitor
DLA Piper (Canada) LLP
666 Burrard Street, Suite 2800
Vancouver, BC V6C 2Z7
604.687.9444


SUSAN DANIELISZ

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.

Partnerships

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

This is **Exhibit "A"** referred to in Affidavit #2 of **Susan Danielisz**, sworn before me at Vancouver, British Columbia, on December 8, 2016.



A Commissioner for taking Affidavits
for British Columbia

NO. S1510120
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. c. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
WALTER ENERGY CANADA HOLDINGS, INC., AND THE OTHER PETITIONERS
LISTED IN SCHEDULE "A" TO THE INITIAL ORDER

PETITIONERS

NOTICE TO ADMIT

TO: The United Mine Workers of America 1974 Pension Plan and Trust
(the "1974 Plan")

TAKE NOTICE that Walter Energy Canada Holdings, Inc. and the other Petitioners listed on Schedule "A" (collectively with the partnerships listed on Schedule "A" hereto, the "Walter Canada Group") requests the 1974 Plan to admit, for the purpose of this proceeding only, the facts set out below and the authenticity of the documents referred to below, copies of which are attached.

AND TAKE NOTICE that, unless the court otherwise orders, if the party to whom this notice is directed does not serve a written statement, as provided in Rule 7-7 (2) of the Supreme Court Civil Rules, within 14 days after service of a copy of this notice on him or her, then the truth of the facts and the authenticity of the documents will be deemed to be admitted.

November 14, 2016
Dated


Signature of lawyer for parties serving notice to admit

Walter Energy Canada Holdings, Inc. and the other
Petitioners listed on Schedule "A" (collectively with
the partnerships listed on Schedule "A" hereto, the
"Walter Canada Group")

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

and

Osler, Hoskin & Harcourt LLP
(Mary Paterson/Marc Wasserman/Patrick Riesterer)

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The facts, the admission of which is requested, are:

1. All facts set out in the Walter Canada Group's Statement of Uncontested Facts (contained in the Walter Canada Group's Book of Evidence) not previously admitted by the 1974 Plan.
2. The Walter Canada Group's mines and other assets were governed by the environmental laws in force in British Columbia and the federal laws of Canada applicable therein.
3. The Walter Canada Group's mines and other assets were not governed by state or federal environmental legislation in force in the United States of America.
4. The Walter Canada Group's mines and other assets were governed by the mining laws in force in British Columbia and the federal laws of Canada applicable therein.
5. The Walter Canada Group's mines and other assets were not governed by state or federal mining legislation in force in the United States of America.
6. The corporations and partnerships comprising the Walter Canada Group paid income taxes pursuant to the Canadian *Income Tax Act* and certain provincial income tax statutes.
7. The corporations and partnerships comprising the Walter Canada Group did not pay income taxes pursuant to any income tax legislation in force in the United States of America.
8. The Walter Canada Group's relationships with its unionized employees were governed by the labour laws in British Columbia and the federal laws of Canada applicable therein.
9. The Walter Canada Group's relationships with its unionized employees were not governed by state or federal mining legislation in force in the United States of America.
10. The Walter Canada Group's relationships with its non-unionized employees were governed by the employment laws in British Columbia and the federal laws of Canada applicable therein.
11. The Walter Canada Group's relationships with its non-unionized employees were not governed by state or federal mining legislation in force in the United States of America.
12. The exposure of directors and officers of the Walter Canada Group entities to obligations in respect of Walter Canada Group unpaid wages, unremitted source deductions, unpaid accrued vacation pay and certain taxes arose pursuant to laws in force in British Columbia and the federal laws of Canada applicable therein.

The documents, the authenticity of which admission is requested, are:

1. All documents included in the Walter Canada Group's Book of Evidence, other than the Walter Canada Group's Statement of Uncontested Facts.

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. Pirie Valley Coal, Ltd.
7. 0541237 B.C. Ltd.

Partnerships

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NO. S1510120
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. c. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE
AND ARRANGEMENT OF WALTER ENERGY CANADA
HOLDINGS, INC., AND THE OTHER PETITIONERS
LISTED IN SCHEDULE "A" TO THE INITIAL ORDER

PETITIONERS

NOTICE TO ADMIT

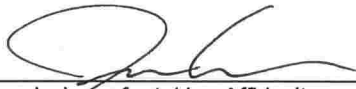
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Client Matter No. 15375-00001

MUB/sd

This is **Exhibit "B"** referred to in Affidavit #2 of **Susan Danielisz**, sworn before me at Vancouver, British Columbia, on December 8, 2016.



A Commissioner for taking Affidavits
for British Columbia

NO. S1510120
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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

RESPONSE TO NOTICE TO ADMIT

This is the response of the United Mine Workers of America 1974 Pension Plan and Trust (the "1974 Plan") to the Notice to Admit of Walter Energy Canada Holdings, Inc. and the other Petitioners listed on Schedule "A", delivered on November 14, 2016. All references herein to paragraph numbers are to paragraphs in the Notice to Admit.

The 1974 Plan responds as follows with respect to the requested admissions of fact:


1. The admissions requested in paragraph 1 are denied. The 1974 Plan has not had discovery and is accordingly not in a position to admit all facts set out in the Walter Canada Group's Statement of Uncontested Facts. Further, the 1974 Plan and the Petitioners intend to file an Agreed Statement of Facts for the purpose of the hearing of the Petitioners' Notice of Application for summary trial filed November 16, 2016 currently scheduled for January 9, 2016 (the "**Summary Trial**"). Any admissions that the 1974 Plan is prepared to make for the Summary Trial will be included in the Agreed Statement of Facts.
2. The admissions requested in paragraphs 2, 3, 4 and 5 are denied. The 1974 Plan admits that the Brule, Willow Creek and Wolverine mines are located in British Columbia. However, the specific admissions sought are matters of mixed fact and law.

3. The admissions requested in paragraphs 6 and 7 are denied. The 1974 Plan admits that each of the Petitioners is a company incorporated or a partnership organized under the laws of British Columbia. However, the specific admissions sought are matters of mixed fact and law.
4. The admissions requested in paragraphs 8, 9, 10 and 11 are denied. The 1974 Plan admits that the Petitioners employed employees to do work in British Columbia. However, the specific admissions sought are matters of mixed fact and law.
5. The admissions requested in paragraph 12 are denied. The specific admissions sought are matters of mixed fact and law.

The 1974 Plan responds as follows with respect to the documents the authenticity of which admission is requested:

1. The admissions requested in paragraph 1 are denied. The 1974 Plan has not had discovery and is accordingly in no position to admit the authenticity of all documents in the Walter Canada Group's Book of Evidence. It is expected that the admissibility of documents for the purpose of the Summary Trial will be addressed in the Agreed Statement of Facts.

Date: November 27, 2016


for Signature of Craig P. Dennis, Q.C.
Lawyer for United Mine Workers of
America 1974 Pension Plan
and Trust

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