



**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**THE HONOURABLE REGIONAL) THURSDAY, THE 30TH
SENIOR JUSTICE MORAWETZ) DAY OF JULY, 2015**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT
ACT, R.S.C. 1985, c. C-36, AS AMENDED***

**AND IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
CLINE MINING CORPORATION, NEW ELK COAL COMPANY LLC AND
NORTH CENTRAL ENERGY COMPANY**

Applicants

CCAA TERMINATION ORDER

THIS MOTION made by Cline Mining Corporation, New Elk Coal Company LLC and North Central Energy Company (collectively, the "**Applicants**") for an Order, *inter alia*, (a) terminating these proceedings (the "**CCAA Proceedings**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"); and (b) discharging FTI Consulting Canada Inc. ("**FTI**") as the Court-appointed monitor of the Applicants (in such capacity, the "**Monitor**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Matthew Goldfarb sworn July 24, 2015 (the "**Goldfarb Affidavit**"), filed, the Sixth Report of the Monitor dated July 24, 2015 (the "**Sixth Report**"), filed, the affidavit of Paul Bishop sworn July 24, 2015 (the "**Bishop Affidavit**"), filed, the affidavit of Michael De Lellis sworn July 24, 2015 (the "**De Lellis Affidavit**"), filed, and on hearing the submissions of counsel for each of the Applicants, the Monitor and such other counsel as were present, no one else appearing although duly served as appears from the affidavit of service of Bradley Wiffen sworn July 28, 2015, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Motion Record and the Sixth Report is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

TERMINATION OF CCAA PROCEEDINGS

2. **THIS COURT ORDERS** that the CCAA Proceedings are hereby terminated.

3. **THIS COURT ORDERS** that the Directors' Charge (as defined in the Initial Order of this Court granted December 3, 2014 (the "**Initial Order**")) and, subject to the payment in full of all amounts owing to the beneficiaries of the Administration Charge (as defined in the Initial Order), the Administration Charge shall be and are hereby terminated, released and discharged.

APPROVAL OF ACTIVITIES

4. **THIS COURT ORDERS** that the activities and conduct of the Monitor prior to or on the date hereof in relation to the Applicants and these CCAA proceedings are hereby ratified and approved.

5. **THIS COURT ORDERS** that the Fifth Report of the Monitor dated May 27, 2015, the Sixth Report and the activities and conduct of the Monitor described in each of such reports, are hereby approved.

APPROVAL OF FEES AND DISBURSEMENTS

6. **THIS COURT ORDERS** that the fees and disbursements of the Monitor in the amount of \$33,807.89 (for the period from March 16, 2015 to July 19, 2015 inclusive, and including Harmonized Sales Tax) and the Monitor's fees and disbursements, estimated not to exceed \$10,000, to complete its remaining duties and the administration of these CCAA Proceedings through to the date hereof, all as set out in the Bishop Affidavit and the Sixth Report, are hereby approved.

7. **THIS COURT ORDERS** that the fees and disbursements of Osler, Hoskin & Harcourt LLP, in its capacity as counsel to the Monitor (“**Osler**”), in the amount of \$64,026.18 (for the period from February 29, 2015 to July 24, 2015 inclusive, and including Harmonized Sales Tax) and Osler’s fees and disbursements, estimated not to exceed \$7,500, in connection with the completion by the Monitor of its remaining duties and the administration of these CCAA Proceedings through to the date hereof, all as set out in the De Lellis Affidavit and the Sixth Report, are hereby approved.

DISCHARGE OF THE MONITOR

8. **THIS COURT ORDERS AND DECLARES** that the Monitor has duly and properly satisfied, discharged and performed all of its obligations, liabilities, responsibilities and duties in compliance and in accordance with the CCAA Proceedings, the terms of the Applicants’ plan of compromise and arrangement, as may be further amended, restated, modified or supplemented from time to time, all Orders of this Court made in the CCAA Proceedings, the CCAA or otherwise, save and except as set out in paragraph 13 hereof.

9. **THIS COURT ORDERS AND DECLARES** that FTI is hereby discharged as Monitor effective immediately and shall have no further duties, obligations or responsibilities as Monitor, save and except as set out in paragraph 13 hereof.

10. **THIS COURT ORDERS** that the Monitor, Osler and each of their respective affiliates and officers, directors, partners, employees and agents (collectively, the “**Released Parties**”) are hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of this Order in any way relating to, arising out of or in respect of the CCAA Proceedings or with respect to their respective conduct in the CCAA Proceedings (collectively, the “**Released Claims**”), and any such Released Claims are hereby released, stayed, extinguished and forever barred and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claim or liability arising out of any gross negligence or willful misconduct on the part of the Released Parties.

11. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against any of the Released Parties in any way arising from or related to the CCAA Proceedings, except with prior leave of this Court on at least seven days' prior written notice to the applicable Released Parties and upon further Order securing, as security for costs, the full indemnity costs of the applicable Released Party in connection with any proposed action or proceeding as the Court hearing the motion for leave to proceed may deem just and appropriate.

12. **THIS COURT ORDERS** that, notwithstanding any provision of this Order and the termination of the CCAA Proceedings, nothing herein shall affect, vary, derogate from, limit or amend any of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, the Initial Order, any other Order of this Court in the CCAA Proceedings or otherwise, all of which are expressly continued and confirmed.

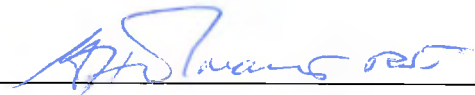
GENERAL

13. **THIS COURT ORDERS** that, notwithstanding the discharge of FTI as Monitor and the termination of the CCAA Proceedings, the Court shall remain seized of any matter arising from these CCAA Proceedings including in respect of the Unresolved Claim (as defined in the Goldfarb Affidavit), the IRS Claim (as defined in the Goldfarb Affidavit), and any other matters arising from or that are incidental to these CCAA Proceedings, and each of the Applicants, FTI and any interested party that has served a Notice of Appearance in these CCAA Proceedings, shall have the authority from and after the date of this Order to apply to this Court to address matters incidental to these CCAA Proceedings notwithstanding the termination thereof. Following the termination of these CCAA Proceedings, FTI is authorized to take such steps and actions as it deems necessary to complete or address matters ancillary or incidental to its capacity as Monitor, including in respect of the Unresolved Claim and the IRS Claim, and FTI is authorized to continue to act as foreign representative of these CCAA Proceedings in the United States until the completion of the Chapter 15 Proceedings (as defined in the Goldfarb Affidavit). With respect to FTI completing or addressing any such ancillary or incidental matters or acting as foreign representative: (i) the Applicants shall pay FTI and its counsel their respective reasonable fees and disbursements incurred in connection therewith at their standard rates and charges; and (ii) FTI shall continue to have the benefit of the provisions of the CCAA, all Orders made in the CCAA Proceedings, or otherwise, including the Administration Charge and all

rights, approvals, protections and stays of proceedings in favour of FTI in its capacity as Monitor.

14. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, or in any other foreign jurisdiction, to give effect to this Order and to assist the Applicants, FTI and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants, FTI and their respective agents as may be necessary or desirable to give effect to this Order, or to assist the Applicants, FTI and their respective agents in carrying out the terms of this Order.

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ACT, R.S.C. 1985, c. C-36, AS AMENDED**

Court File No.: CV14-10781-00CL

**AND IN THE MATTER OF A PLAN OF COMPROMISE AND
ARRANGEMENT OF CLINE MINING CORPORATION, NEW ELK
COMPANY LLC AND NORTH CENTRAL ENERGY COMPANY**

Applicants

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

CCAA TERMINATION ORDER

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