

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF COLORADO**  
Bankruptcy Judge Elizabeth E. Brown

In re:  CLINE MINING CORPORATION,  Debtor in a Foreign Proceeding.	Bankruptcy Case No. 14-26132 EEB  Chapter 15
In re:  NEW ELK COAL COMPANY LLC,  Debtor in a Foreign Proceeding.	Bankruptcy Case No. 14-26133 EEB  Chapter 15
In re:  NORTH CENTRAL ENERGY COMPANY,  Debtor in a Foreign Proceeding.	Bankruptcy Case No. 14-26134 EEB  Chapter 15

**Jointly Administered Under  
Case No. 14-26132 EEB**

**ORDER SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE**

THIS MATTER comes before the Court on the *Motion for Order Specifying Form and Manner of Service of Notice* (the “Motion”) filed by FTI Consulting Canada Inc., the court-appointed monitor (the “Monitor”) and authorized foreign representative of Cline Mining Corporation, New Elk Coal Company LLC, and North Central Energy Company (collectively, the “Cline Debtors”) in a proceeding (the “Canadian Proceeding”) under Canada's *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Ontario Superior Court of Justice, Commercial List.

The Monitor has commenced these chapter 15 cases ancillary to the Canadian Proceeding by filing *Verified Petitions for Recognition of Foreign Proceeding and Related Relief* (collectively, the “Chapter 15 Petitions”), with accompanying documentation, pursuant to sections 1504 and 1515 of title 11 of the United States Code (as amended, the “Bankruptcy Code”). The Monitor has also filed an *Ex Parte Application for Temporary Restraining Order and, after Notice and a Hearing, a Preliminary Injunction, Pursuant to Sections 1519 and 105(a) of the Bankruptcy Code* seeking certain provisional relief pending the disposition of the Chapter 15 Petitions (the “Provisional Relief Motion”).

By its Motion, the Monitor requested entry of an order pursuant to sections 105(a), 1514, and 1515 of the Bankruptcy Code and Rules 1007, 1011, 2002, 9007, and 9008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) (i) approving notice of the Chapter 15 Petitions and the Provisional Relief Motion in the form annexed hereto as Exhibit 1 (the “Notice”), (ii) specifying the manner of service of the Notice, and (iii) scheduling a hearing to consider the Chapter 15 Petitions.<sup>1</sup>

The Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (iii) venue is proper in this district pursuant to 28 U.S.C. § 1410(1) and (3), and after due deliberation and good and sufficient cause appearing for approval of the Motion,

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

ORDERED, that the Motion is GRANTED; and it is further

ORDERED, that the form of the Notice is hereby approved; and it is further

ORDERED, that copies of the Notice shall be served by the Monitor (i) by United States mail, first-class postage prepaid or by overnight courier, upon all known creditors and all other parties against whom relief is sought (or their counsel), including any such parties (or counsel) that have addresses outside the United States, in accordance with Bankruptcy Rules 1010 and 7004, on or before December 15, 2014, (ii) upon the plaintiffs in the WARN Act Class Action by United States mail, first-class postage prepaid or by overnight courier, and to proposed class counsel on or before December 15, 2014, and by United States mail, first-class postage prepaid, addressed to the proposed class members to the extent addresses can be obtained by the Monitor from the Cline Debtors, and (iii) by publication of the Notice in *The Wall Street Journal* (U.S. Edition), *The Denver Post*, and *The Pueblo Chieftain* on or before December 15, 2014; and it is further

ORDERED, that if any party files a notice of appearance in this case, the Monitor shall serve the Notice and subsequent notices upon such party within ten (10) days of the filing of such notice of appearance if such documents have not already been served on such party (or its counsel); and it is further

ORDERED, that objections or responses to the Chapter 15 Petitions must be made pursuant to the Bankruptcy Code, the local rules of the Court, and the Bankruptcy Rules, including, without limitation, Rule 1011 of the Federal Rules of Bankruptcy Procedure, in writing describing the basis therefor, which objection or response must be filed with the United States Bankruptcy Court for the District of Colorado electronically by registered users of the court’s ECF System and served upon counsel for the Monitor so as to be received by **January 9, 2015, at 4:00 p.m. (MST)**. Notices to counsel for the Monitor should be addressed to Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020, Attention: Ken Coleman and Jonathan Cho; and it is further

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

ORDERED, that a hearing to consider the Chapter 15 Petitions is scheduled for **Thursday, January 29, 2015, at 10:00 a.m. (MST)** in Courtroom F, United States Bankruptcy Court, U. S. Custom House, 721 19th Street, Denver, Colorado; and it is further

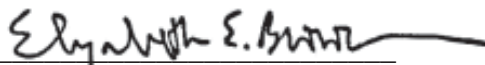
ORDERED, that service of the Notice in accordance with this Order is hereby approved as adequate and sufficient notice and service on all interested parties; and it is further

ORDERED, that service of this Order as specified herein shall constitute adequate and sufficient service and notice; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to any and all matters relating to the interpretation or implementation of this Order.

DATED this 4th day of December, 2014.

BY THE COURT:

A handwritten signature in black ink, appearing to read "Elizabeth E. Brown", written over a horizontal line.

Elizabeth E. Brown, Bankruptcy Judge

**EXHIBIT 1**

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF COLORADO**  
Bankruptcy Judge Elizabeth E. Brown

In re:  CLINE MINING CORPORATION,  Debtor in a Foreign Proceeding.	Bankruptcy Case No. 14-26132 EEB  Chapter 15
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**Jointly Administered Under  
Case No. 14-26132 EEB**

**NOTICE OF FILING AND HEARING ON PETITIONS SEEKING RECOGNITION OF  
FOREIGN PROCEEDING PURSUANT TO CHAPTER 15 OF  
THE UNITED STATES BANKRUPTCY CODE**

**PLEASE TAKE NOTICE** that on December 3, 2014, FTI Consulting Canada Inc., the court-appointed monitor (the “**Monitor**”) and authorized foreign representative of Cline Mining Corporation, New Elk Coal Company LLC, and North Central Energy Company (collectively, the “**Cline Debtors**”) in a proceeding (the “**Canadian Proceeding**”) under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Ontario Superior Court of Justice, Commercial List (the “**Ontario Court**”), filed petitions (the “**Chapter 15 Petitions**”) with the United States Bankruptcy Court for the District of Colorado (the “**Bankruptcy Court**”) under chapter 15 of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”) commencing cases ancillary to the Canadian Proceeding and seeking: (i) recognition of the Canadian Proceeding as a “foreign main proceeding” and relief in aid thereof and (ii) enforcement in the United States of the Initial Order, Claims Procedure Order, and Meetings Order of the Ontario Court.

**PLEASE TAKE FURTHER NOTICE** that on December 3, 2014, the Monitor filed with the Bankruptcy Court an *Ex Parte Application for Temporary Restraining Order and, after Notice and a Hearing, a Preliminary Injunction, Pursuant to Sections 1519 and 105(a) of the Bankruptcy Code* (the “**Provisional Relief Motion**”).

**PLEASE TAKE FURTHER NOTICE** that on December 4, 2014, the Bankruptcy Court entered a temporary restraining order (the “**TRO**”) (i) staying execution against the Cline Debtors’ assets in the United States and (ii) applying sections 362 and 365(e) of the Bankruptcy Code in these cases.

**PLEASE TAKE FURTHER NOTICE** that hearings have been scheduled before the Honorable Elizabeth Brown at the United States Bankruptcy Court for the District of Colorado, Custom House, 721 19th St., Denver, Colorado 80202, in Courtroom F, (i) for **December 12, 2014, at 9:30 a.m. (MST)**, to consider the Provisional Relief Motion and the extension of the relief provided in the TRO until the disposition of the Chapter 15 Petitions (the “**Provisional Relief Hearing**”); and (ii) for **January 29, 2015, at 10:00 a.m. (MST)**, to consider the Chapter 15 Petitions (the “**Recognition Hearing**”).

**PLEASE TAKE FURTHER NOTICE** that objections or responses, if any, to the Provisional Relief Motion or the Chapter 15 Petitions must be made pursuant to the Bankruptcy Code and the Local and Federal Rules of Bankruptcy Procedure, in writing and setting forth the basis therefor, filed with the Bankruptcy Court electronically by registered users of the court’s ECF System, and served upon counsel for the Monitor so as to be received by: (i) in the case of the Provisional Relief Motion, **December 10, 2014, at 4:00 p.m. (MST)**, and (ii) in the case of the Chapter 15 Petitions, **January 9, 2015, at 4:00 p.m. (MST)**. Notices to counsel for the Monitor should be addressed to Allen & Overy LLP, 1221 Avenue of the Americas, New York, NY 10020, Attention: Ken Coleman and Jonathan Cho.

**PLEASE TAKE FURTHER NOTICE** that if no response or objection is timely filed and served as provided above, the Bankruptcy Court may grant the recognition and relief requested in the Provisional Relief Motion and the Chapter 15 Petitions without further notice or hearing.

**PLEASE TAKE FURTHER NOTICE** that the Provisional Relief Hearing and the Recognition Hearing may be adjourned from time to time without further notice other than an announcement in open court at such hearings of the adjourned date or dates or any adjourned hearing.

Copies of the Chapter 15 Petitions, the Provisional Relief Motion, the TRO, and other filings in these cases are presently available (1) on the Bankruptcy Court’s Electronic Case Filing System, which can be accessed from the Bankruptcy Court’s website at <https://ecf.cod.uscourts.gov> (a PACER login and a password are required to retrieve a document), (2) from the Monitor through its website at <http://cfcandada.fticonsulting.com/cline>, and/or (3) upon written request to the Monitor’s counsel addressed to:

Allen & Overy LLP  
1221 Avenue of the Americas  
New York, New York 10020  
Telephone (212) 610-6300  
Facsimile (212) 610-6399  
Attention: Mark Nixdorf  
[mark.nixdorf@allenoverly.com](mailto:mark.nixdorf@allenoverly.com)

Dated: Denver, Colorado  
December 4, 2014

**ALLEN & OVERY LLP**  
Ken Coleman  
Jonathan Cho  
1221 Avenue of the Americas  
New York, New York 10020  
Telephone (212) 610-6300  
Facsimile (212) 610-6399  
[ken.coleman@allenoverly.com](mailto:ken.coleman@allenoverly.com)  
[jonathan.cho@allenoverly.com](mailto:jonathan.cho@allenoverly.com)  
*Attorneys for FTI Consulting Canada Inc., as  
Monitor and Foreign Representative of the Cline  
Debtors*