

COURT FILE NUMBER 1701-01142
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFFS



I hereby certify this to be a true copy of
the original ORDER

Dated this 6 day of July, 2017
Bailey
for Clerk of the Court

CHINA MINSHENG BANKING CORP., LTD.,
HONG KONG BRANCH AND CHINA
MINSHENG BANKING CORP., LTD.,
SHANGHAI BRANCH, AND SONICFIELD
GLOBAL LIMITED, AS SECURED
LENDERS, AND COMPUTERSHARE
TRUST COMPANY OF CANADA, IN ITS
CAPACITY AS COLLATERAL AGENT FOR
AND ON BEHALF OF THE SECURED
LENDERS

DEFENDANTS GRANDE CACHE COAL LP, GRANDE
CACHE COAL CORPORATION, UP
ENERGY (CANADA) LIMITED AND 0925165
B.C. LTD.

DOCUMENT **ORDER**

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF PARTY
FILING THIS DOCUMENT

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DATE ON WHICH ORDER WAS PRONOUNCED: July 5, 2017
LOCATION OF HEARING OR TRIAL: Calgary, Alberta
NAME OF MASTER/JUDGE WHO MADE THIS ORDER: Justice B.E.C. Romaine

UPON THE APPLICATION of Deloitte Restructuring Inc. (the "**Receiver**") in its capacity as the court-appointed receiver and manager of Grande Cache Coal LP, Grande Cache Coal Corporation, Up Energy (Canada) Limited and 0925165 BC Ltd. (collectively, the "**Debtors**"), pursuant to a consent receivership order issued under the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3 (the "**BIA**") by the Honourable Madam Justice K.M. Horner on February 3, 2017 (the "**Receivership Order**"); **AND UPON** reading the First Report of the Receiver, dated June 27, 2017 (the "**First Report of the Receiver**"); **AND UPON** reading the Confidential

Appendix C to the First Report of the Receiver, dated June 27, 2017 (the "**Confidential Appendix**"); **AND UPON** reading the Affidavit of Service of Katie Doran, sworn on July 4, 2017, 2017 (the "**Affidavit of Service**"); **AND UPON** hearing counsel for the Receiver and counsel for any other persons present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of the corresponding Application and the First Report of the Receiver is abridged to the date parties were served, the Application is properly returnable today, service of the Application and the First Report of the Receiver on the service list maintained in these proceedings, in the manner described in the Affidavit of Service, is validated, good, and sufficient.
2. All capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Receivership Order.
3. The sales and investment solicitation process, substantially in the form attached as Appendix B to the First Report of the Receiver (the "**SISP**"), be and is hereby approved. The Receiver is authorized and directed, for and on behalf of the Debtors, to take all steps and actions reasonably necessary to implement, conduct and carry-out the SISP and to perform the SISP in accordance with the terms thereof.
4. The key employee retention plan, in substantially the form attached as the Confidential Appendix (the "**KERP**"), be and is hereby approved.
5. The whole of the Property shall be and is hereby charged by way of a fixed and specific charge to secure payment and performance of the obligations owing under the KERP, up to the maximum amount of \$150,000 or such further and other amount as may be ordered by this Honourable Court (the "**KERP Charge**"). The KERP Charge shall rank subordinate to each of the Receiver's Charge and the Receiver's Borrowing Charge and in priority to all security interests, trusts, liens, charges or encumbrances, statutory or otherwise, against or pertaining to the Property.
6. Paragraph 20 of the Receivership Order be and is hereby amended by deleting the number "\$10,000,000" in the third line thereof and replacing it with the number "\$15,000,000".

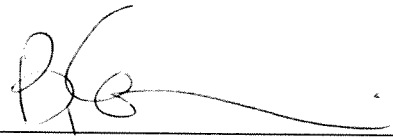
7. The Receiver be and is hereby authorized to make a payment of pre-filing indebtedness owing by the Debtors to Aseniwuche Development Corporation in the amount of \$87,681.32.

8. Division 4 of Part 6 of the *Rules of Court* (Alberta) does not apply to the Application. The Confidential Appendix shall be sealed on the Court file and shall not be made publically accessible until the date that is one hundred and eighty (180) days after the discharge of the Receiver as receiver and manager of the Property. The Clerk of the Court be and is hereby directed to seal the Confidential Appendix on the court file in an envelope containing the following:

THIS ENVELOPE CONTAINS THE CONFIDENTIAL APPENDIX TO THE FIRST REPORT OF THE RECEIVER, DATED JUNE 27, 2017. THE CONFIDENTIAL APPENDIX HAS BEEN SEALED PURSUANT TO AN ORDER ISSUED BY THE HONOURABLE JUSTICE B.E.C. ROMAINE, DATED JULY 5, 2017, AND IS NOT TO BE PLACED ON THE PUBLIC RECORD UNTIL THE DAY THAT IS ONE HUNDRED AND EIGHTY (180) DAYS AFTER THE DAY THAT THE RECEIVER IS DISCHARGED AS RECEIVER AND MANAGER OF THE PROPERTY.

9. Any interested Person has leave, on notice to the Receiver and all other interested Persons, to apply to vary or amend this paragraph 8 so as to shorten, extend or otherwise alter the sealing provisions provided for herein.

10. Service of this Order by email, facsimile, registered mail, courier or personal delivery to the persons listed on the service list shall constitute good and sufficient service of this Order, and no persons other than those listed on the service list are entitled to be served with a copy of this Order.



J.C.Q.B.A.