



Court File No. CV14-10781-00CL

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

THE HONOURABLE REGIONAL) MONDAY, THE 30TH
SENIOR JUSTICE MORAWETZ) DAY OF MARCH, 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**

STAY EXTENSION ORDER

THIS MOTION made by Cline Mining Corporation, New Elk Coal Company LLC and North Central Energy Company (collectively, the "**Applicants**") for an Order substantially in the form attached at Tab 3 of the Motion Record herein was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Affidavit of Matthew Goldfarb sworn March 23, 2015 (the "**Goldfarb Affidavit**"), the fourth report (the "**Fourth Report**") of FTI Consulting Canada Inc., in its capacity as CCAA monitor of the Applicants (the "**Monitor**"), the affidavit of Paul Bishop sworn March 24, 2015 (the "**Bishop Affidavit**") and the affidavit of Michael De Lellis sworn March 24, 2015 (the "**De Lellis Affidavit**"), and on hearing the submissions of counsel for each of the Applicants and the Monitor, and such other counsel as were present, no one else appearing although duly served as appears from the affidavit of service, filed.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record in respect of this Motion be and is hereby abridged so that the Motion is properly returnable today and hereby dispenses with further service thereof.

EXTENSION OF THE STAY OF PROCEEDINGS

2. **THIS COURT ORDERS** that the Stay Period, as such term is defined in and used throughout the Order of this Court dated December 3, 2014 (the “**Initial CCAA Order**”), be and is hereby extended to and including 11:59 p.m. on June 1, 2015, and that all other terms of the Initial CCAA Order shall remain in full force and effect, unamended, except as may be required to give effect to this paragraph.

APPROVAL OF MONITOR’S ACTIVITIES

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

4. **THIS COURT ORDERS** that the third report of the Monitor dated January 23, 2015 and the conduct and activities of the Monitor described therein are hereby approved.

APPROVAL OF MONITOR’S FEES

5. **THIS COURT ORDERS** that the fees and disbursements of the Monitor in the amount of \$171,481.09 (for the period December 3, 2014 to March 15, 2015, inclusive, and including Harmonized Sales Tax), all as set out in the Bishop Affidavit and the Monitor’s Fourth Report, are hereby approved.

6. **THIS COURT ORDERS** that the fees and disbursements of the Monitor’s counsel, Osler, Hoskin & Harcourt LLP, in the amount of ~~\$160,180.04~~ ^{\$164,180.04} (for the period December 3, 2014 to February 28, 2015, inclusive, and including Harmonized Sales Tax), all as set out in the De Lellis Affidavit and the Monitor’s Fourth Report, are hereby approved.

RECOGNITION AND ASSISTANCE

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or in any other foreign jurisdiction, to give effect to this Order and to assist the Applicants, the Monitor 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 and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.



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ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

MAR 30 2015

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

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

Proceeding commenced at Toronto

**STAY EXTENSION ORDER
(Motion Returnable March 30, 2015)**

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