

FORM 27
[RULES 6.3 AND 10.52(1)]

CLERK'S STAMP

COURT FILE NUMBER 2101-05019
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

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

AND IN THE MATTER OF THE COMPROMISE
OR ARRANGEMENT OF COALSPUR MINES
(OPERATIONS) LTD.

DOCUMENT **APPLICATION BY RIDLEY TERMINALS
INC.**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

BENNETT JONES LLP
Barristers and Solicitors
4500, 855 – 2nd Street S.W.
Calgary, Alberta T2P 4K7

Attention: David Gruber/Keely Cameron
Telephone No.: 604-891-5150/403-298-3324
Fax No.: 604-891-5100
GruberD@Bennettjones.com
Cameronk@Bennettjones.com
Client File No.: 91815.1

NOTICE TO RESPONDENTS: THE SERVICE LIST

This application is made against you. You are a respondent.
You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date: Friday, July 9, 2021
Time: 10:00 a.m.
Where: Calgary Courts Centre (Via Webex Video Confernece)
Before Whom: The Honourable Madam Justice B.E. Romaine

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. An Order substantially in the form attached hereto as **Schedule "A"**:
 - (a) abridging time for service of this application and the materials filed in support thereof, deeming service good and sufficient;
 - (b) Sealing from the public Court file the Confidential Briefs filed on July 2, 2021.
2. Such further and other relief as counsel may advise and this Honourable Court may permit.

Grounds for making this application:

3. Ridley Terminals Inc. ("**Ridley**") files this application as a supplement to the application filed on May 21, 2021 (the "**Ridley May Application**") in which asks the Court to deny the May 7, 2021 disclaimer by Coalspur Mines (Operations) Ltd. ("**Coalspur**") of the Agreements.
4. Capitalized terms not defined herein shall have the meaning ascribed to them in the Ridley May Application.
5. Coalspur has also filed an application returnable on July 9, 2021 seeking a declaration that Coalspur is not compelled to perform the Agreements or remedy any existing defaults and declaring that any amounts owing by Coalspur by reason of the disclaimer and election not to perform constitute a pre-filing, unsecured claim.
6. In response to the applications returnable on July 9, 2021, Coalspur filed the Confidential Affidavit of Donald Swartz, sworn June 8, 2021 (the "**Confidential Affidavit**").
7. On June 16, 2021, this Honourable Court granted an order sealing on the Court file the Confidential Affidavit, cross-examination thereon, together with any exhibits thereto and any answer given or document produced in response ("**Confidential Evidence**").

8. Ridley and Coalspur intend to refer to the Confidential Evidence in their briefs of argument filed in respect of the July 9, 2021 Applications.
9. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

10. the pleadings and proceedings had and taken in the within matter; and
11. such further and other material or evidence as counsel may advise and this Honourable Court may permit.

Applicable rules:

12. *Alberta Rules of Court*, AR 124/2010 and in particular Rule 6.32.
13. Such further and other rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

14. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36; and
15. such further and other Acts and regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

16. none.

How the application is proposed to be heard or considered:

17. By videoconference before the Honourable Madam Justice B. E. Romaine with some or all of the parties present.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes.

If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

SCHEDULE "A"

CLERK'S STAMP

COURT FILE NUMBER 2101-05019

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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

AND IN THE MATTER OF THE
COMPROMISE OR ARRANGEMENT OF
COALSPUR MINES (OPERATIONS) LTD.

DOCUMENT **ORDER (SEALING)**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

BENNETT JONES LLP
Barristers and Solicitors
4500, 855 – 2nd Street S.W.
Calgary, Alberta T2P 4K7

Attention: David Gruber / Keely Cameron
Telephone No.: 604-891-5150 / 403-298-3324
Fax No.: 604-891-5100
Client File No.: 91815.1

**DATE ON WHICH ORDER WAS
PRONOUNCED:** **July 9, 2021**

LOCATION OF HEARING OR TRIAL: **Calgary, Alberta**

**NAME OF MASTER/JUDGE
WHO MADE THIS ORDER:** **Madam Justice B.E.C. Romaine**

UPON THE APPLICATION OF THE APPLICANT, Ridley Terminals Inc.; AND
FURTHER to the Sealing Order granted by this Honourable Court on June 16, 2021; AND UPON

hearing counsel for the Applicant, counsel for Coalspur Mines (Operations) Ltd. and any other counsel present;

IT IS ORDERED AND DECLARED THAT:

Service

1. The time for service of the notice of this Application is hereby abridged and deemed good and sufficient.

Sealing Order

2. The Clerk of this Honourable Court shall file the documents listed below (the "**Confidential Documents**") in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states that:

THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS FILED BY
RIDLEY TERMINALS INC. THE CONFIDENTIAL MATERIALS ARE
SEALED PURSUANT TO THE SEALING ORDER ISSUED BY MADAM
JUSTICE ROMAINÉ ON JULY 9, 2021.

List of Confidential Documents

- The complete, unredacted Brief of Argument of Ridley Terminals Inc., dated July 2, 2021;
 - The complete, unredacted Brief of Argument of Coalspur Mines (Operations) Ltd., dated June 2, 2021.
3. Leave is hereby granted to any person or party affected by this Order to apply to this Honourable Court for a further order modifying or varying the terms of paragraph 2 of this Order, with such application to be brought on no less than 7 days' notice to Ridley Terminals Inc., Coalspur Mines (Operations) Ltd. and any other interested party.

J.C.Q.B.A.