

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

In re:

WALTER ENERGY, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 15-02741-TOM11

Jointly Administered

Docket Ref. 44

**DEBTORS' NOTICE OF PROPOSED AMENDED ORDER (A) AUTHORIZING
THE DEBTORS TO ASSUME A RESTRUCTURING SUPPORT AGREEMENT
AND (B) GRANTING RELATED RELIEF**

Walter Energy, Inc. and its affiliated debtors and debtors-in-possession (each a "Debtor") and, collectively, the "Debtors") hereby provide notice (this "Notice") to the Court and parties-in-interest of the Debtors' Proposed Amended RSA Order (as defined herein):

1. The Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the U.S. Code, 11 U.S.C. § 101-1532 (the "Bankruptcy Code") on July 15, 2015 (the "Petition Date"). The Debtors continue to manage and operate their businesses as debtors-in-possession under sections 1107 and 1108 of the Bankruptcy Code.

2. On the Petition Date, the Debtors filed the *Debtors' Motion for (A) Authorization to Assume a Restructuring Support Agreement and (B) Granting Related Relief* [Docket No. 44] (the "RSA Assumption Motion"), authorizing the Debtors to assume that certain *Restructuring*

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Walter Energy, Inc. (9953); Atlantic Development and Capital, LLC (8121); Atlantic Leaseco, LLC (5308); Blue Creek Coal Sales, Inc. (6986); Blue Creek Energy, Inc. (0986); J.W. Walter, Inc. (0648); Jefferson Warrior Railroad Company, Inc. (3200); Jim Walter Homes, LLC (4589); Jim Walter Resources, Inc. (1186); Maple Coal Co., LLC (6791); Sloss-Sheffield Steel & Iron Company (4884); SP Machine, Inc. (9945); Taft Coal Sales & Associates, Inc. (8731); Tuscaloosa Resources, Inc. (4869); V Manufacturing Company (9790); Walter Black Warrior Basin LLC (5973); Walter Coke, Inc. (9791); Walter Energy Holdings, LLC (1596); Walter Exploration & Production LLC (5786); Walter Home Improvement, Inc. (1633); Walter Land Company (7709); Walter Minerals, Inc. (9714); and Walter Natural Gas, LLC (1198). The location of the Debtors' corporate headquarters is 3000 Riverchase Galleria, Suite 1700, Birmingham, Alabama 35244-2359.



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Support Agreement (the “Restructuring Support Agreement” or “RSA”), dated as of July 15, 2015 by and between the Debtors and holders of first lien claims signatories thereto.²

3. Following the filing of the RSA Assumption Motion, the Debtors and the other parties to the Restructuring Support Agreement (the “RSA Parties”) entered into the First Amendment to Restructuring Support Agreement dated as of August 5, 2015, extending the deadlines by which the Company must make proposals under sections 1113 and 1114 of the Bankruptcy Code to the United Mine Workers of America and to the United Steelworkers to August 26, 2015, and September 4, 2015, respectively. The Debtors and the RSA Parties subsequently entered into the Second Amendment to the Restructuring Support Agreement dated as of August 7, 2015, extending the deadline by which the Final Cash Collateral Order must be entered to September 3, 2015.

4. As a result, the Debtors have amended the proposed *Order (A) Authorizing the Debtors to Assume a Restructuring Support Agreement and (B) Granting Related Relief* (as so amended, the “Proposed Amended RSA Order”), attached hereto as Exhibit A.

5. For the convenience of the Court and parties-in-interest, attached hereto as Exhibit B is a blackline comparing the Proposed Amended RSA Order with the original order that the Debtors proposed in the RSA Assumption Motion on the Petition Date.

6. The Court has scheduled a final hearing on the RSA Assumption Motion for September 2, 2015 at 11:30 a.m. (prevailing Central Time).

² Capitalized terms used but not defined herein have the meaning ascribed to them in the RSA Assumption Motion.

Dated: September 1, 2015
Birmingham, Alabama

BRADLEY ARANT BOULT CUMMINGS LLP

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*Proposed Counsel to the Debtors and
Debtors-in-Possession*

EXHIBIT A

PROPOSED AMENDED RSA ORDER

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

In re:

WALTER ENERGY, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 15-02741-TOM11

Jointly Administered

**ORDER (A) AUTHORIZING THE DEBTORS TO ASSUME A
RESTRUCTURING SUPPORT AGREEMENT
AND (B) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)² of the Debtors, seeking entry of an order, pursuant to sections 105, 363 and 365 of title 11 of the U.S. Code (the “Bankruptcy Code”) and rules 2002, 6004 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order: (i) authorizing the Debtors to assume that certain *Restructuring Support Agreement*, dated as of July 15, 2015 by and between the Debtors and the holders of first lien claims signatories thereto (the “RSA Parties”) and as amended on August 5, 2015 and August 7, 2015 (as the same may be further amended from time to time, the “Restructuring Support Agreement” or “RSA”); and (ii) granting related relief; and it appearing that jurisdiction is proper pursuant to 28 U.S.C. §§ 157 and 1334; and venue of these Chapter 11

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² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Cases and the motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and upon consideration of the First Day Declaration; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is GRANTED to the extent provided herein.
2. The Debtors are authorized to assume the Restructuring Support Agreement in its entirety, and effective as of the date of entry of this Order, the Restructuring Support Agreement is hereby assumed pursuant to section 365(a) of the Bankruptcy Code.
3. The Debtors are authorized to pay the fees, costs and expenses of the Holder Parties, the Holder Parties' Advisors and Consultants pursuant to and in accordance with the Restructuring Support Agreement.
4. The Restructuring Support Agreement shall be binding and enforceable against the parties thereto in accordance with its terms.
5. The Debtors are authorized to enter into amendments to the Restructuring Support Agreement, from time to time as necessary, subject to the terms and conditions set forth in the Restructuring Support Agreement. Within two (2) business days of the effective date of each such amendment, the Debtors will file a notice attaching a copy of any such amendments with the Court.
6. Notice of the Motion as provided therein shall be deemed good and sufficient.
7. The failure of any Holder Party to seek relief or otherwise exercise its rights and

remedies under this Order, the Restructuring Support Agreement or applicable law, as the case may be, shall not constitute a waiver of any of the rights hereunder, thereunder or otherwise of any of the Holder Parties.

8. The automatic stay arising pursuant to section 362 of the Bankruptcy Code is waived or modified for purposes of providing notices or exercising rights under the RSA.

9. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 6006(d), 7062, and 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

11. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

12. The Court shall retain jurisdiction over any matters arising from or related to the interpretation of this Order.

Dated: September ____, 2015
Birmingham, Alabama

THE HONORABLE TAMARA O. MITCHELL
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

BLACKLINE OF PROPOSED AMENDED RSA ORDER

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

In re:

WALTER ENERGY, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 15-~~---~~(~~---~~)[02741-TOM11](#)

~~Joint Administration Requested~~[Jointly Administered](#)

**ORDER (A) AUTHORIZING THE DEBTORS TO ASSUME A
RESTRUCTURING SUPPORT AGREEMENT
AND (B) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)² of the Debtors, seeking entry of an order, pursuant to sections 105, 363 and 365 of title 11 of the U.S. Code (the “Bankruptcy Code”) and rules 2002, 6004 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order: (i) authorizing the Debtors to assume that certain *Restructuring Support Agreement* ~~(the “Restructuring Support Agreement” or “RSA”)~~, dated as of July 15, 2015 by and between the Debtors and the holders of first lien claims signatories thereto (the “RSA Parties”) and as amended on August 5, 2015 and August 7, 2015 (as the same may be further amended from time to time, the “Restructuring Support Agreement” or “RSA”);

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and (ii) granting related relief; and it appearing that jurisdiction is proper pursuant to 28 U.S.C. §§ 157 and 1334; and venue of these Chapter 11 Cases and the motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and upon consideration of the First Day Declaration; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is GRANTED to the extent provided herein.
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3. The Debtors are authorized to pay the fees, costs and expenses of the Holder Parties, the Holder Parties' Advisors and Consultants pursuant to and in accordance with the Restructuring Support Agreement.
4. The Restructuring Support Agreement shall be binding and enforceable against the parties thereto in accordance with its terms.
5. The Debtors are authorized to enter into amendments to the Restructuring Support Agreement, from time to time as necessary, subject to the terms and conditions set forth in the Restructuring Support Agreement. Within two (2) business days of the effective date of each such amendment, the Debtors will file a notice attaching a copy of any such amendments with the Court.
6. Notice of the Motion as provided therein shall be deemed good and sufficient.

7. The failure of any Holder Party to seek relief or otherwise exercise its rights and remedies under this Order, the Restructuring Support Agreement, or applicable law, as the case may be, shall not constitute a waiver of any of the rights hereunder, thereunder, or otherwise of any of the Holder Parties.

8. The automatic stay arising pursuant to section 362 of the Bankruptcy Code is waived or modified for purposes of providing notices or exercising rights under the RSA.

9. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 6006(d), 7062, and 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

11. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

12. The Court shall retain jurisdiction over any matters arising from or related to the interpretation of this Order.

Dated: ~~August 1~~ September ____, 2015
Birmingham, Alabama

THE HONORABLE TAMARA O. MITCHELL
UNITED STATES BANKRUPTCY JUDGE

Summary report:	
Litéra® Change-Pro 7.5.0.145 Document comparison done on 8/31/2015 1:51:16 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://US/US1/10165950/1	
Modified DMS: iw://US/US1/10165950/5	
Changes:	
<u>Add</u>	6
Delete	15
Move From	1
<u>Move To</u>	1
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	23