

**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-____(____)

Joint Administration Requested

**THE DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§ 102 AND 105(a)
AND BANKRUPTCY RULES 2002(m) AND 9007 SEEKING AUTHORITY
TO IMPLEMENT CERTAIN NOTICE AND CASE MANAGEMENT PROCEDURES**

Walter Energy, Inc. and its affiliated debtors and debtors-in-possession (each a “Debtor” and, collectively, the “Debtors”), move the Court for entry of an order substantially in the form attached hereto as Exhibit A, pursuant to 11 U.S.C. §§ 102 and 105(a) of title 11 of the U.S. Code (the “Bankruptcy Code”) and rules 2002(m) and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for authorization and implementation of certain notice and case management procedures (the “Procedures”) and the limiting of notice and service requirements. In support of this motion (the “Motion”) the Debtors rely upon the *Declaration of William G. Harvey in Support of First Day Motions* (the “First Day Declaration”)² and respectfully state as follows:

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.

² The First Day Declaration is being filed contemporaneously with this Motion and is incorporated herein by reference. Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the First Day Declaration.



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JURISDICTION AND NOTICE

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. The Motion is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of the Chapter 11 Cases and the Motion is proper before the Court under 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief requested herein are sections 102 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002(m) and 9007.

BACKGROUND

3. On the date hereof (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing the instant cases (the "Chapter 11 Cases"). The Debtors continue to manage and operate their businesses as debtors-in-possession under sections 1107 and 1108 of the Bankruptcy Code.

4. No trustee, examiner or official committee has been appointed in the Chapter 11 Cases.

5. Information regarding the Debtors' businesses, their capital and debt structure and the events leading to the filing of the Chapter 11 Cases is contained in the First Day Declaration.

THE CASE MANAGEMENT PROCEDURES

6. The Debtors have over 50,000 creditors and other parties in interest. Broad notice and service requirements would be expensive, administratively inefficient and unduly burdensome on the Debtors' estates. The Debtors propose to reduce expense and administrative burden by limiting notice and service requirements pursuant to sections 102(l)(A) and 105(a) of the Bankruptcy Code and Bankruptcy Rule 2002.

7. By this motion, the Debtors seek authority, pursuant to sections 102, 105(a) and 1514 of the Bankruptcy Code and Bankruptcy Rules 2002(m) and 9007, to implement the Procedures in connection with the administration of their Chapter 11 Cases and to utilize the

Limited Notice (as defined herein). The Debtors request that, to the extent that any of the Procedures or Limited Notice conflicts with the provisions of the Bankruptcy Code, the Bankruptcy Rules, or the Local Bankruptcy Rules for the Northern District of Alabama (the “Local Rules”), the Procedures or Limited Notice shall govern and shall supersede such provisions and rules.

8. The Procedures establish requirements for the filing and serving of notices, motions, pleadings, applications, other requests for relief and all documents filed in support thereof (collectively, the “Pleadings”) in the Chapter 11 Cases and the filing of any objections (the “Objections”) or replies thereto (the “Replies,” and together with the Pleadings and the Objections, the “Documents”). As set forth more fully below, the Procedures (i) delineate standards for notice; (ii) authorize the Debtors to schedule, in cooperation with the Court, periodic omnibus hearing dates; and (iii) articulate mandatory guidelines for the scheduling of hearings and objection deadlines. Furthermore, the Debtors seek to reduce expenses and administrative burdens by limiting notice and service requirements.

9. Contemporaneously herewith, the Debtors have filed the *Debtors’ Motion for an Order (I) Authorizing the Debtors to File a Consolidated List of 50 Largest Unsecured Creditors; (II) Waiving the Requirement to File a List of Creditors; and (III) Establishing Procedures for Notifying Creditors of the Commencement of the Debtors’ Chapter 11 Cases* (the “Consolidated Top 50 and Matrix Motion”), as well as the *Debtors’ Motion for an Order Directing Joint Administration of the Debtors’ Chapter 11 Cases* (the “Joint Administration Motion”). The objective of the relief sought in these Motions, along with that requested herein, is to minimize the administrative burden of the Chapter 11 Cases on the Court, the Debtors and

all parties in interest, while fully satisfying the notice and due process requirements set forth in the Bankruptcy Code and protecting the substantive rights of all parties.

10. Section 1514 of the Bankruptcy Code requires the Debtors to provide notice of the Chapter 11 Cases to foreign creditors. KCC will, on behalf of the Debtors, provide notice of the Chapter 11 Cases to foreign creditors individually via first-class mail where such creditors' addresses are known. In addition, the KCC will publish a notice of the Chapter 11 Cases in certain foreign publications to notify any creditors with unknown addresses. Accordingly, the requirements of section 1514 have been satisfied.

11. The following Procedures should be implemented in connection with the administration of their Chapter 11 Cases:

A. Filing and Notification Procedures.

12. Filing. All Documents shall be filed electronically with the Court on the docket of *In re Walter Energy, Inc., et al.*, Chapter 11 Case No. [_____], pursuant to rule 5005-1 of the Local Rules. The Documents shall be noticed in accordance with the Procedures set forth below.

13. Limited Notice / Entities to be Served. All Documents shall be served, in the manner described below, on:

(a) Via email, if available, otherwise via facsimile or U.S. mail:

(i) Counsel for the Debtors:

Kelley Cornish (*pro hac vice pending*)
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(ii) The Bankruptcy Administrator:

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(iii) counsel to the administrative agent for the Debtors' prepetition secured credit facility:

Scott Greissman
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(iv) the indenture trustee for each of the Debtors' outstanding bond issuances:

Wilmington Trust, National Association
Corporate Capital Markets
Attn: Walter Energy Administrator
50 South Sixth Street, Suite 1290
Minneapolis, MN 55402
Fax: (612) 217-5651

(v) Counsel to the Steering Committee of First Lien Creditors:

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- (vi) Counsel to any official committee(s)³ appointed in these Chapter 11 case (the “Committee”)
- (b) Via email, if available, otherwise via U.S. mail:
 - (i) Any person or entity with a particularized interest relating directly to the subject matter of a certain Document.

The parties listed above in item (a) shall be collectively referred to as the “Standard Parties.” In addition to the Standard Parties, Pleadings shall be served on all persons and entities that have formally appeared and requested service in this case pursuant to Bankruptcy Rule 2002 and the procedures set forth below (the “Rule 2002 List”) in accordance with the Procedures set forth herein. The Debtors shall serve on the Standard Parties notice of any complaint the Debtors may file initiating an adversary proceeding. The Debtors shall serve subsequent Documents within

³ Unless and until such time as an official committee of unsecured creditors may be appointed in this case, the creditors holding the fifty largest unsecured claims against the Debtors’ estates on a consolidated basis shall be served as set forth herein. Upon the formation of an official committee of unsecured creditors, each of the top fifty creditors will be removed from this service list, except for any of those creditors that file a notice of appearance and request for service as set forth herein.

such adversary proceeding only on (i) the parties to the adversary proceeding and (ii) additional parties, if any, that specifically request notice and service of pleadings in the adversary proceeding.

14. Notices of Appearance. Any creditor or party in interest that wishes to receive notice in these Chapter 11 Cases and is not otherwise entitled to notice pursuant to these Procedures must file a notice of appearance and request for service of papers in accordance with Bankruptcy Rules 2002 and 9010(b). The request shall include the following: (i) the party's name and address; (ii) the name of the client, if applicable; (iii) an email address at which the requesting party may be served; (iv) an address by which the requesting party may be served by U.S. mail, hand delivery and overnight delivery; and (v) a facsimile number for the requesting party. Notwithstanding Bankruptcy Rules 2002 and 9010(b), no request for service filed in these Chapter 11 Cases shall have any effect unless the foregoing requirements are satisfied. Any individual or entity filing a notice of appearance pursuant to Bankruptcy Rule 2002 who does not maintain and cannot practicably obtain an email address must include in its notice of appearance a certification stating the same.

15. Master Service List. The Debtors shall maintain a master service list including the Standard Parties and the Rule 2002 List (the "Master Service List"). The Master Service List shall contain addresses, facsimile numbers and email addresses, if available. The Debtors shall use reasonable efforts to update the Master Service List on a periodic basis.

16. Service by Electronic Mail. Except as otherwise provided herein, all Documents, other than a summons and complaint in an adversary proceeding or Documents filed under seal, shall be served by email on the parties identified in the Master Service List in accordance with

the Procedures.⁴ The Standard Parties for whom email addresses are not listed above shall advise, to the extent available, the Debtor's counsel in writing of their email addresses to which notices should be sent. The Standard Parties may request service by means other than electronic delivery if desired. All Documents served by email shall include access to an attached file containing the entire Document, including, as may be applicable, the proposed form(s) of orders and any exhibits, attachments and other relevant materials, in ".pdf" format, readable by Adobe Acrobat or an equivalent program. Notwithstanding the foregoing, if a Document cannot be annexed to an email (because of its size, technical difficulties, or otherwise), the serving party may, in its sole discretion, (i) serve the entire Document by U.S. mail or overnight delivery, including the proposed form(s) of orders and any exhibits, attachments and other relevant materials; or (ii) email the party being served and include a notation that the Document cannot be annexed and will be mailed only if specifically requested. Service by email shall be effective as of the date the Document is sent by email to the address provided by a party. When a party serves Documents by email, such party shall not be required to serve a paper copy of Documents on interested parties by fax or regular mail. Except as otherwise provided herein, email service shall satisfy the Court's rules for service.

17. Alternative Methods of Service. If a party entitled to notice of a Pleading does not have an email address or if the email address of a party is not available, that party shall be served by U.S. mail, overnight delivery, facsimile, or hand delivery (the choice being in the serving party's sole discretion).

18. Service of Objections to Proofs of Claim. Notwithstanding and in addition to service under these Procedures and Bankruptcy Rules 3007, 7004 and 9014, notice and service of

⁴ A printed copy of the order approving these Procedures shall be served upon all parties on the Master Service List within five (5) days of entry of the order approving the Procedures.

an Objection to the allowance of a claim is sufficient if served on the name and address listed in the proof of claim as the name and address where notices should be sent.

19. Confidentiality. Nothing in these Procedures shall prejudice the right of any party to move the Court to request relief under section 107(b) of the Bankruptcy Code to protect any entity with respect to a trade secret or confidential research, development, or commercial information or to protect a person with respect to scandalous or defamatory matter contained in a Document filed in this case.

20. Declarations of Service. Upon the completion of noticing any particular matter, the party seeking relief shall file with the Court within three (3) business days thereof either a declaration of service or a certification of service annexing the list of parties that received notice.

21. Certain Bankruptcy Rules Preserved. The proceedings with respect to which notice will be limited to the Master Service List shall include all matters covered by Bankruptcy Rules 2002, 4001(c) and 6006(c) and sections 327 and 1121(d) of the Bankruptcy Code, with the express exception of the following: (a) notice of (i) the first meeting of creditors pursuant to section 341 of the Bankruptcy Code, (ii) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c) and (iii) the time fixed for filing objections to and the hearings to consider, approval of a disclosure statement and confirmation of a plan of reorganization; and (b) notice and transmittal of ballots for accepting or rejecting a plan of reorganization. Notice of the foregoing matters shall be given to all parties in interest in accordance with Bankruptcy Rule 2002, unless the Court orders, or the Bankruptcy Code prescribes, otherwise.

B. Hearings and Related Procedural Matters.

22. Omnibus Hearings. The Debtors shall be authorized to schedule, in cooperation with the Court, periodic omnibus hearings (“Omnibus Hearings”) at which Pleadings shall be heard. If Omnibus Hearings are scheduled, the following guidelines shall apply:

- (a) Matters that May be Scheduled for Hearings Other than Omnibus Hearings. Hearings in connection with (i) claim objections, (ii) pre-trial conferences and trials related to adversary proceedings, (iii) approval of the disclosure statement, (iv) plan confirmation, (v) sale of all or substantially all of the Debtors' assets, and (vi) any other Pleadings filed by the Debtor may be scheduled for dates other than the Omnibus Hearing dates. However, initial pre-trial conferences scheduled in connection with adversary proceedings shall be set on the next available Omnibus Hearing date that is at least forty-five (45) days after the filing of the complaint in such adversary proceeding. Hearings on all other Pleadings filed by a non-Debtor must be scheduled for an Omnibus Hearing, except as provided in subsection (b) of this paragraph.
- (b) Emergency Relief. If a matter is filed for which the filing party desires expedited relief prior to the next Omnibus Hearing date, the filing party may request an emergency hearing for good cause shown in addition to or in lieu of the Omnibus Hearing date.

23. Hearings. Unless otherwise ordered by the Court (and except as provided below with respect to stay relief motions), all Pleadings shall be noticed for hearing on the next Omnibus Hearing date that is at least twenty-one (21) days after such Pleading is filed and notice thereof is served on the appropriate parties. Notwithstanding the foregoing, if a Pleading requests relief pursuant to Bankruptcy Rules 2002(a) and (b), the Pleading shall be scheduled for the next available Omnibus Hearing date following the expiration of the time period set forth in the rule.

24. Telephonic Participation. The Debtors propose that, unless the Court determines otherwise, telephonic appearance at all hearings should be authorized, except that those appearing telephonically may not examine witnesses. All requests for telephonic appearance should be made to the Court's chambers at least one (1) business day before the hearing.

25. Objection Deadlines. Except as otherwise provided herein, the deadline to file an Objection (the "Objection Deadline") to any Pleading shall be (a) at least three (3) business days before the applicable hearing date or (b) any date otherwise ordered by the Court. The Objection Deadline may be extended with the consent of the movant or applicant. The Objection will not

be considered timely filed unless it is both filed with the Court and received by the Standard Parties on or before the applicable Objection Deadline.

26. Deadline for Filing Reply. Unless otherwise ordered by the Court, a reply to an Objection shall be filed with the Court and served in accordance with these Procedures on or before 12:00 noon prevailing Central Time on the day that is one (1) business day before the date of the hearing.

27. Agenda. By approximately 2:00 p.m. prevailing Central Time on the day before a scheduled hearing, the Debtors shall file with the Court an agenda setting forth each matter to be heard at the hearing and shall serve the agenda by email or facsimile on the Standard Parties. Agendas shall not be required where the Debtors have less than forty-eight (48) hours' notice of the hearing. The matters listed on the agenda shall be limited to matters of substance and shall not include administrative filings such as notices of appearance and declarations of service.

28. Settlements. If a matter is properly noticed for hearing and the parties reach agreement on a settlement of the dispute prior to the final hearing, the parties may announce the settlement at the scheduled hearing. If the Court determines that the notice of the dispute and settlement at the scheduled hearing is adequate notice of the effects of the settlement (i.e., that the terms of the settlement are not materially different from what parties in interest could have expected if the dispute were fully litigated), the Court may approve the settlement at the hearing without further notice of the terms of the settlement. If the Court determines that additional or supplemental notice is required, the Debtors shall serve such notice in accordance with the procedures set forth herein and a hearing to consider such settlement shall be on the next hearing date deemed appropriate by the Court.

C. Automatic Stay Proceedings.

29. Hearings and Objection Deadlines. Notwithstanding anything contained herein, motions for relief from the automatic stay filed pursuant to section 362 of the Bankruptcy Code shall be noticed for consideration at the Omnibus Hearing that is at least twenty (20) days after the motion is filed and notice is served upon the Debtors. Unless otherwise ordered by the Court, the objection deadline for the Debtors shall be the later to occur of (i) fifteen (15) days after the date of filing and service of the motion, or (ii) three (3) days before the scheduled hearing.

30. Automatic Relief Provision Inapplicable. Notwithstanding section 362(e) of the Bankruptcy Code, if a motion with respect to a request for relief under section 362(d) of the Bankruptcy Code is scheduled for a date that is on or after the thirtieth day after the moving party's request for relief was made, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a final hearing and determination under section 362(d) of the Bankruptcy Code and shall be deemed to have waived its right to assert the termination of the automatic stay under section 362(e) of the Bankruptcy Code.

BASIS FOR REQUESTED RELIEF

31. Section 102(1)(A) of the Bankruptcy Code provides that all notice and hearing requirements in the Bankruptcy Code shall be construed as mandating such notice and opportunity for a hearing "as is appropriate in the particular circumstances." The Court has the authority under section 105(a) of the Bankruptcy Code to issue any order that is necessary or appropriate to carry out the provisions of the Bankruptcy Code. The Court is further authorized by Bankruptcy Rule 2002(m) to enter orders designating matters in respect to which and the entities to whom, notices shall be sent pursuant to the provisions of the Bankruptcy Code. In

addition, the Court has general authority to regulate notices pursuant to Bankruptcy Rule 9007. Implementation of the Procedures is appropriate in these Chapter 11 Cases and within the Court's equitable powers under section 105 of the Bankruptcy Code.

32. Approval of the Procedures is in the best interests of the Debtors, their estates and their creditors. In addition to the discharge of its ordinary duties, the Debtors' personnel now carry the additional burdens imposed by the commencement of the Chapter 11 Cases. The Procedures, by authorizing the Debtors to schedule Omnibus Hearing dates, establishing clear timelines for the filing of requests for relief and allowing, with certain exceptions, electronic service, will assist the Debtors' management in organizing the Debtors' time and directing the attention of its personnel to issues raised in the Chapter 11 Cases. It will also reduce the cost of administration of these cases.

33. Other courts have approved similar procedures, including service by email, in chapter 11 cases. See, e.g., In re Moore-Handley, Inc., Case No. 09-04198-TBB-11 (Bankr. N.D. Ala. July 29, 2009) [Docket No. 75]; In re Bill Heard Enters., Inc., et al., Case No. 08-83029-JAC-11 (Bankr. N.D. Ala. Sept. 30, 2008) [Docket No. 32]; In re Bruno's Supermarkets, LLC, Case No. 0900634-BGC-11 (Bankr. N.D. Ala. Feb. 17, 2009) [Docket No. 145]; see also In re Genco Shipping & Trading Ltd., Case No. 14-11108 (SHL) (Bankr. S.D.N.Y. May 8, 2014) [Docket No. 136]; In re Residential Capital, LLC, Case No. 12-12020 (MG) (Bankr. S.D.N.Y. May 23, 2012) [Docket No. 141]; In re Stone Barne Manhattan LLC (f/k/a Steve & Barry's Manhattan LLC), Case No. 08-12579 (ALG) (Bankr. S.D.N.Y. July 9, 2008) [Docket No. 54]; In re PRC, LLC, et al., Case No. 08-10239 (MG) (Bankr. S.D.N.Y. Jan. 1, 2008) [Docket No. 33]; In re Worldcom Inc., et al., Case No. 02-13533 (AJG) (Bankr. S.D.N.Y. July 29, 2002) (as amended on Dec. 23, 2002) [Docket No. 2454]; and In re Enron Corp., Case No. 01-16034

(AJG) (Bankr. S.D.N.Y. Feb. 20, 2002) (as amended on Feb. 26, 2002 and Dec. 17, 2002) [Docket No. 1698]. The circumstances here justify similar relief.

NOTICE

34. Notice of this Motion will be provided to: (i) the Office of the Bankruptcy Administrator for the Northern District of Alabama; (ii) counsel to the administrative agent for the Debtors' prepetition secured credit facility; (iii) the indenture trustee for each of the Debtors' outstanding bond issuances; (iv) counsel to the steering committee of first lien debt holders; (v) the Internal Revenue Service; (vi) the Securities and Exchange Commission; (vii) the U.S. Environmental Protection Agency; (viii) the U.S. Attorney for the Northern District of Alabama; (ix) counsel to the UMWA; (x) the USW; (xi) the holders of the fifty (50) largest unsecured claims against the Debtors, on a consolidated basis; and (xii) all persons and entities that have filed a request for service of filings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, no other or further notice is necessary.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, PREMISES CONSIDERED, the Debtors respectfully request the Court to enter an order, substantially in the form attached hereto as Exhibit A, granting the relief requested in this Motion and such other and further relief as may be just and proper.

Dated: July 15, 2015
Birmingham, Alabama

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- and -

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

EXHIBIT A
PROPOSED 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-____(____)

Joint Administration Requested

**ORDER PURSUANT TO 11 U.S.C. §§ 102 AND 105(A) AND
BANKRUPTCY RULES 2002(M) AND 9007 IMPLEMENTING
CERTAIN NOTICE AND CASE MANAGEMENT PROCEDURES**

Upon consideration of the motion (the “Motion”)² of Walter Energy, Inc. and its affiliated debtors and debtors-in-possession in the above-captioned cases (each a “Debtor” and collectively, the “Debtors”) for entry of an order, pursuant to sections 102 and 105(a) of the Bankruptcy Code and rules 2002(m) and 9007 of the Bankruptcy Rules, for entry of an order authorizing and implementing certain notice and case management procedures; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that adequate and proper notice of the Motion has been given and that no other or further notice need be given; and a hearing having been held to consider the

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.

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

relief requested in the Motion; and upon the record of the hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and the legal and factual bases set forth in the Motion having established just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor; it is hereby ORDERED that:

1. The Motion is granted to the extent provided herein.
2. The Debtors shall serve a copy of this Order on the Master Service List within three (3) days.
3. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.
4. Notice is being provided to foreign creditors in compliance with section 1514 of the Bankruptcy Code.
5. The following Procedures are approved and shall govern all aspects of these Chapter 11 Cases, except as otherwise ordered by the Court:

B. Filing and Notification Procedures.

6. Filing. All Documents shall be filed electronically with the Court on the docket of *In re Walter Energy, Inc., et al.*, Chapter 11 Case No. 15-[_____], pursuant to rule 5005-1 of the Local Rules. The Documents shall be noticed in accordance with the Procedures set forth below.

7. Limited Notice / Entities to be Served. All Documents shall be served, in the manner described below, on:

- (a) Via email, if available, otherwise via facsimile or U.S. mail:
 - (i) Counsel for the Debtors:

Kelley Cornish (*pro hac vice pending*)
Claudia R. Tobler (*pro hac vice pending*)
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(iii) counsel to the administrative agent for the Debtors' prepetition secured credit facility:

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(iv) the indenture trustee for each of the Debtors' outstanding bond issuances:

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Corporate Capital Markets
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(vi) Counsel to any official committee(s)³ appointed in these Chapter 11 case (the "Committee")

(b) Via email, if available, otherwise via U.S. mail:

(i) Any person or entity with a particularized interest relating directly to the subject matter of a certain Document.

³ Unless and until such time as an official committee of unsecured creditors may be appointed in this case, the creditors holding the fifty largest unsecured claims against the Debtors' estates on a consolidated basis shall be served as set forth herein. Upon the formation of an official committee of unsecured creditors, each of the top fifty creditors will be removed from this service list, except for any of those creditors that file a notice of appearance and request for service as set forth herein.

The parties listed above in item (a) shall be collectively referred to as the “Standard Parties.” In addition to the Standard Parties, Pleadings shall be served on all persons and entities that have formally appeared and requested service in this case pursuant to Bankruptcy Rule 2002 and the procedures set forth below (the “Rule 2002 List”) in accordance with the Procedures set forth herein. The Debtors shall serve on the Standard Parties notice of any complaint the Debtors may file initiating an adversary proceeding. The Debtors shall serve subsequent Documents within such adversary proceeding only on (i) the parties to the adversary proceeding and (ii) additional parties, if any, that specifically request notice and service of pleadings in the adversary proceeding.

8. Notices of Appearance. Any creditor or party in interest that wishes to receive notice in these Chapter 11 Cases and is not otherwise entitled to notice pursuant to these Procedures must file a notice of appearance and request for service of papers in accordance with Bankruptcy Rules 2002 and 9010(b). The request shall include the following: (i) the party’s name and address; (ii) the name of the client, if applicable; (iii) an email address at which the requesting party may be served; (iv) an address by which the requesting party may be served by U.S. mail, hand delivery and overnight delivery; and (v) a facsimile number for the requesting party. Notwithstanding Bankruptcy Rules 2002 and 9010(b), no request for service filed in these Chapter 11 Cases shall have any effect unless the foregoing requirements are satisfied. Any individual or entity filing a notice of appearance pursuant to Bankruptcy Rule 2002 who does not maintain and cannot practicably obtain an email address must include in its notice of appearance a certification stating the same.

9. Master Service List. The Debtors shall maintain a master service list including the Standard Parties and the Rule 2002 List (the “Master Service List”). The Master Service List

shall contain addresses, facsimile numbers and email addresses, if available. The Debtors shall use reasonable efforts to update the Master Service List on a periodic basis.

10. Service by Electronic Mail. Except as otherwise provided herein, all Documents, other than a summons and complaint in an adversary proceeding or Documents filed under seal, shall be served by email on the parties identified in the Master Service List in accordance with the Procedures.⁴ The Standard Parties for whom email addresses are not listed above shall advise, to the extent available, the Debtor's counsel in writing of their email addresses to which notices should be sent. The Standard Parties may request service by means other than electronic delivery if desired. All Documents served by email shall include access to an attached file containing the entire Document, including, as may be applicable, the proposed form(s) of orders and any exhibits, attachments and other relevant materials, in “.pdf” format, readable by Adobe Acrobat or an equivalent program. Notwithstanding the foregoing, if a Document cannot be annexed to an email (because of its size, technical difficulties, or otherwise), the serving party may, in its sole discretion, (i) serve the entire Document by U.S. mail or overnight delivery, including the proposed form(s) of orders and any exhibits, attachments and other relevant materials; or (ii) email the party being served and include a notation that the Document cannot be annexed and will be mailed only if specifically requested. Service by email shall be effective as of the date the Document is sent by email to the address provided by a party. When a party serves Documents by email, such party shall not be required to serve a paper copy of Documents on interested parties by fax or regular mail. Except as otherwise provided herein, email service shall satisfy the Court's rules for service.

⁴ A printed copy of the order approving these Procedures shall be served upon all parties on the Master Service List within five (5) days of entry of the order approving the Procedures.

11. Alternative Methods of Service. If a party entitled to notice of a Pleading does not have an email address or if the email address of a party is not available, that party shall be served by U.S. mail, overnight delivery, facsimile, or hand delivery (the choice being in the serving party's sole discretion).

12. Service of Objections to Proofs of Claim. Notwithstanding and in addition to service under these Procedures and Bankruptcy Rules 3007, 7004 and 9014, notice and service of an Objection to the allowance of a claim is sufficient if served on the name and address listed in the proof of claim as the name and address where notices should be sent.

13. Confidentiality. Nothing in these Procedures shall prejudice the right of any party to move the Court to request relief under section 107(b) of the Bankruptcy Code to protect any entity with respect to a trade secret or confidential research, development, or commercial information or to protect a person with respect to scandalous or defamatory matter contained in a Document filed in this case.

14. Declarations of Service. Upon the completion of noticing any particular matter, the party seeking relief shall file with the Court within three (3) business days thereof either a declaration of service or a certification of service annexing the list of parties that received notice.

15. Certain Bankruptcy Rules Preserved. The proceedings with respect to which notice will be limited to the Master Service List shall include all matters covered by Bankruptcy Rules 2002, 4001(c) and 6006(c) and sections 327 and 1121(d) of the Bankruptcy Code, with the express exception of the following: (a) notice of (i) the first meeting of creditors pursuant to section 341 of the Bankruptcy Code, (ii) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c) and (iii) the time fixed for filing objections to and the hearings to consider, approval of a disclosure statement and confirmation of a plan of reorganization; and

(b) notice and transmittal of ballots for accepting or rejecting a plan of reorganization. Notice of the foregoing matters shall be given to all parties in interest in accordance with Bankruptcy Rule 2002, unless the Court orders, or the Bankruptcy Code prescribes, otherwise.

C. Hearings and Related Procedural Matters.

16. Omnibus Hearings. The Debtors shall be authorized to schedule, in cooperation with the Court, periodic omnibus hearings (“Omnibus Hearings”) at which Pleadings shall be heard. If Omnibus Hearings are scheduled, the following guidelines shall apply:

- (a) Matters that May be Scheduled for Hearings Other than Omnibus Hearings. Hearings in connection with (i) claim objections, (ii) pre-trial conferences and trials related to adversary proceedings, (iii) approval of the disclosure statement, (iv) plan confirmation, (v) sale of all or substantially all of the Debtors’ assets, and (vi) any other Pleadings filed by the Debtor may be scheduled for dates other than the Omnibus Hearing dates. However, initial pre-trial conferences scheduled in connection with adversary proceedings shall be set on the next available Omnibus Hearing date that is at least forty-five (45) days after the filing of the complaint in such adversary proceeding. Hearings on all other Pleadings filed by a non-Debtor must be scheduled for an Omnibus Hearing, except as provided in subsection (b) of this paragraph.
- (b) Emergency Relief. If a matter is filed for which the filing party desires expedited relief prior to the next Omnibus Hearing date, the filing party may request an emergency hearing for good cause shown in addition to or in lieu of the Omnibus Hearing date.

17. Hearings. Unless otherwise ordered by the Court (and except as provided below with respect to stay relief motions), all Pleadings shall be noticed for hearing on the next Omnibus Hearing date that is at least twenty-one (21) days after such Pleading is filed and notice thereof is served on the appropriate parties. Notwithstanding the foregoing, if a Pleading requests relief pursuant to Bankruptcy Rules 2002(a) and (b), the Pleading shall be scheduled for the next available Omnibus Hearing date following the expiration of the time period set forth in the rule.

18. Telephonic Participation. Unless the Court determines otherwise, telephonic appearance at all hearings is authorized, except that those appearing telephonically may not examine witnesses. All requests for telephonic appearance should be made to the Court's chambers at least one (1) business day before the hearing.

19. Objection Deadlines. Except as otherwise provided herein, the deadline to file an Objection (the "Objection Deadline") to any Pleading shall be (a) at least three (3) business days before the applicable hearing date or (b) any date otherwise ordered by the Court. The Objection Deadline may be extended with the consent of the movant or applicant. The Objection will not be considered timely filed unless it is both filed with the Court and received by the Standard Parties on or before the applicable Objection Deadline.

20. Deadline for Filing Reply. Unless otherwise ordered by the Court, a reply to an Objection shall be filed with the Court and served in accordance with these Procedures on or before 12:00 noon prevailing Central Time on the day that is one (1) business day before the date of the hearing.

21. Agenda. By approximately 2:00 p.m. prevailing Central Time on the day before a scheduled hearing, the Debtors shall file with the Court an agenda setting forth each matter to be heard at the hearing and shall serve the agenda by email or facsimile on the Standard Parties. Agendas shall not be required where the Debtors have less than forty-eight (48) hours' notice of the hearing. The matters listed on the agenda shall be limited to matters of substance and shall not include administrative filings such as notices of appearance and declarations of service.

22. Settlements. If a matter is properly noticed for hearing and the parties reach agreement on a settlement of the dispute prior to the final hearing, the parties may announce the settlement at the scheduled hearing. If the Court determines that the notice of the dispute and

settlement at the scheduled hearing is adequate notice of the effects of the settlement (i.e., that the terms of the settlement are not materially different from what parties in interest could have expected if the dispute were fully litigated), the Court may approve the settlement at the hearing without further notice of the terms of the settlement. If the Court determines that additional or supplemental notice is required, the Debtors shall serve such notice in accordance with the procedures set forth herein and a hearing to consider such settlement shall be on the next hearing date deemed appropriate by the Court.

D. Automatic Stay Proceedings.

23. Hearings and Objection Deadlines. Notwithstanding anything contained herein, motions for relief from the automatic stay filed pursuant to section 362 of the Bankruptcy Code shall be noticed for consideration at the Omnibus Hearing that is at least twenty (20) days after the motion is filed and notice is served upon the Debtors. Unless otherwise ordered by the Court, the objection deadline for the Debtors shall be the later to occur of (i) fifteen (15) days after the date of filing and service of the motion, or (ii) three (3) days before the scheduled hearing.

24. Automatic Relief Provision Inapplicable. Notwithstanding section 362(e) of the Bankruptcy Code, if a motion with respect to a request for relief under section 362(d) of the Bankruptcy Code is scheduled for a date that is on or after the thirtieth day after the moving party's request for relief was made, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a final hearing and determination under section 362(d) of the Bankruptcy Code and shall be deemed to have waived its right to assert the termination of the automatic stay under section 362(e) of the Bankruptcy Code.

Dated: July [], 2015

UNITED STATES BANKRUPTCY JUDGE