

**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

ORDER (A) AUTHORIZING THE DEBTORS TO FILE A CONSOLIDATED LIST OF 50 LARGEST UNSECURED CREDITORS, (B) WAIVING THE REQUIREMENT TO FILE A LIST OF CREDITORS, AND (C) ESTABLISHING PROCEDURES FOR NOTIFYING CREDITORS OF THE COMMENCEMENT OF THE DEBTORS' CHAPTER 11 CASES

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 105(a), 342(a) and 521(a)(1)(A) of title 11 of the U.S. Code (the "Bankruptcy Code") and rules 1007(a), 1007(d), 2002(a)(1), 2002(f) and 2002(l) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for entry of 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; (iii) establishing procedures for notifying creditors of the commencement of the Debtors' chapter 11 cases and the meeting of creditors required by section 341 of the Bankruptcy Code; and it appearing that this

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.



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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 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 are authorized, *nunc pro tunc* to the Petition Date, to file a consolidated list of the fifty (50) largest creditors in the Chapter 11 Cases in the form of the Consolidated Fifty Largest List.
3. The requirement that the Debtors file with the Court a list of creditors under Bankruptcy Rule 1007(a) is waived *nunc pro tunc* to the Petition Date and the Claims and Noticing Agent shall retain and maintain the Consolidated List of Creditors.
4. The Claims and Noticing Agent shall make the Consolidated List of Creditors available to the Court, the Clerk and any parties in interest upon request.
5. The form of the Notice of Commencement, in substantially the form annexed to the Motion as Exhibit B, is approved.

6. The proposed Notice of Commencement Procedures are approved as follows:
- (a) Within seven (7) days of entry of this Order, the Claims and Noticing Agent shall serve the Notice of Commencement on the Consolidated List of Creditors. The Claims and Noticing Agent shall file with this Court proof of service of the Notice of Commencement on the Consolidated List of Creditors within seven (7) days of such service.
 - (b) At least twenty-one (21) days prior to the scheduled meeting of creditors under section 341 of the Bankruptcy Code, the Debtors or the Claims and Noticing Agent shall publish the Notice of Commencement in the following local and nationwide publications: Birmingham News, Alabama Messenger, Tuscaloosa News, Mobile-Press Register, Charleston Gazette & Daily Mail, Nicholas Chronicle, Tumbler Ridge News, Chetwynd Echo, Wall Street Journal National Edition and USA Today National Edition (collectively, the “Publications”). The Debtors or the Claims and Noticing Agent shall file proofs of publication within a reasonable time after such proofs of publication are made available by the Publications.
 - (c) The Claims and Noticing Agent shall publish the Notice of Commencement on the website to be established by the Claims and Noticing Agent at <http://www.kccllc.net/walterenergy> within seven (7) days of entry of this Order approving this Motion.

7. The Debtors’ compliance with this Order shall satisfy the requirements of sections 342(a), 521(a)(1)(A) and 1514 of the Bankruptcy Code and Bankruptcy Rules 1007(a), 1007(d), 2002(a)(1) and 2002(l) and shall provide adequate notice of the commencement of the Chapter 11 Cases under the circumstances.

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: July 15, 2015

/s/ Tamara O. Mitchell
TAMARA O. MITCHELL
United States Bankruptcy Judge

Notice Recipients

District/Off: 1126-2
Case: 15-02741-TOM11

User: Itumlin
Form ID: pdf000

Date Created: 7/15/2015
Total: 40

Recipients of Notice of Electronic Filing:

aty	Patrick Darby	pdarby@bab.com
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aty	R. Scott Williams	swilliams@rumberger.com
aty	William (Will) Lee Thuston, Jr.	wlt@csattorneys.com

TOTAL: 12

Recipients submitted to the BNC (Bankruptcy Noticing Center):

db	Walter Energy, Inc.	3000 Riverchase Galleria	Suite 1700	Birmingham, AL 35244-2359
cr	WHH Real Estate, LLC	c/o Daniel D. Sparks	505 20th Street North	Suite 1800 Birmingham, AL 35203
cr	Cowin & Company, Inc.	c/o Daniel D. Sparks	505 20th Street North	Suite 1800 Birmingham, AL 35203
cr	Nelson Brothers, LLC	c/o Daniel D. Sparks	505 20th Street North	Suite 1800 Birmingham, AL 35203
ba	J. Thomas Corbett	Bankruptcy Administrator	1800 5th Avenue North	Birmingham, AL 35203
cr	United Mine Workers of America	c/o Sharon L. Levine	Lowenstein Sandler, LLP	65 Livingston Avenue & 6 Becker Farm Rd Roseland, NJ 07068
crmc	Steering Committee	c/o Akin Gump Strauss Hauer & Feld LLP	One Bryant Park	Bank of America Tower New York, NY 10036-6745
intp	Wilmington Trust, National Association	Corporate Capital Markets	50 South Sixth Street Ste 1290	Minneapolis, MN 55402
intp	Scott Greissman	White & Case LLP	1155 Avenue of the Americas	New York, NY 10036
cr	Alabama State Port Authority	c/o Benjamin S. Goldman, Esquire	2001 Park Place North	Suite 1200 Birmingham, AL 35203
cr	Thompson Tractor Co., Inc.	c/o Benjamin S. Goldman, Esquire	2001 Park Place North	Suite 1200 Birmingham, AL 35203 UNITED STATES
cr	Parker Towing Company, Inc.	c/o Benjamin S. Goldman, Esquire	2001 Park Place North	Suite 1200 Birmingham, AL 35203 UNITED STATES
aty	Ira Dizengoff	Akin Gump Strauss Hauer & Feld LLP	One Bryant Park	New York, NY 10036
aty	James Savin	Akin Gump Strauss Hauer & Feld LLP	1333 New Hampshire Ave NW	Washington, DC 20036
aty	Kristine Manoukian	Akin Gump Strauss Hauer & Feld LLP	One Bryant Park	New York, NY 10036
smg	Thomas Corbett	BA Birmingham	1800 5th Avenue North	Birmingham, AL 35203
8703477	Birmingham District Tax Office	P O Box 13156	Birmingham AL 35202-3156	
8703478	Department of Revenue	Jefferson County Courthouse	Birmingham AL 35263	
8703475	General Counsel	State Department of Industrial Relations	Montgomery AL 36102	
8703479	Internal Revenue Service	801 Tom Martin Dr	Birmingham AL 35211	
8703480	Internal Revenue Service	P O Box 21126	Philadelphia PA 19114	
8703483	Internal Revenue Service	P.O. Box 21126	Philadelphia, PA 19114	
8703485	Internal Revenue Service	P.O. Box 7346	Philadelphia, PA 19101-7346	
8703482	Secretary of the Treasury	1500 Pennsylvania Ave., NW	Washington, DC 20220	
8703474	State Department of Revenue	P O Box 1927	Pelham AL 35124	
8703476	State of Alabama Dept of Revenue	P O Box 320001	Montgomery AL 36132	
8703481	U.S. Securities and Exchange Commission	Branch of Reorganization	950 East Paces Ferry Road Ste 900	Atlanta, GA 30326
8703484	United States Attorney	Northern District of Alabama	1801 Fourth Avenue North	Birmingham, AL 35203

TOTAL: 28