Docket #0093 Date Filed: 7/18/2015

United States Bankruptcy Court Northern District of Alabama

In re: Walter Energy, Inc. Debtor

Case No. 15-02741-TOM Chapter 11

CERTIFICATE OF NOTICE

District/off: 1126-2 User: ltumlin Page 1 of 3 Date Rcvd: Jul 16, 2015 Form ID: pdf000 Total Noticed: 16

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Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on
Jul 18, 2015.
db
               +Walter Energy, Inc.,
                                       3000 Riverchase Galleria,
                                                                    Suite 1700,
                                                                                 Birmingham, AL 35244-2378
                                Akin Gump Strauss Hauer & Feld LLP,
                                                                      One Bryant Park,
aty
               +Ira Dizengoff,
                 New York, NY 10036-6728
               +James Savin,
                               Akin Gump Strauss Hauer & Feld LLP,
                                                                     1333 New Hampshire Ave NW,
aty
                 Washington, DC 20036-1564
aty
               +Kristine Manoukian,
                                      Akin Gump Strauss Hauer & Feld LLP,
                                                                           One Bryant Park,
                 New York, NY 10036-6728
cr
               +Alabama State Port Authority,
                                                c/o Benjamin S. Goldman, Esquire,
                                                                                     2001 Park Place North,
                              Birmingham, AL 35203-2731
                 Suite 1200,
                                         c/o Daniel D. Sparks,
                                                                  505 20th Street North,
               +Cowin & Company, Inc.,
                                                                                           Suite 1800,
cr
                 Birmingham, AL 35203-4633
               +Nelson Brothers, LLC, c/o Daniel D. Sparks,
                                                                 505 20th Street North,
                                                                                          Suite 1800.
cr
                 Birmingham, AL 35203-4633
               +Parker Towing Company, Inc.,
                                                c/o Benjamin S. Goldman, Esquire,
                                                                                    2001 Park Place North,
cr
                 Suite 1200, Birmingham, AL 35203-2731,
                                                           UNITED STATES
               +Scott Greissman, White & Case LLP, 1155 Avenue of the Americas,
intp
                                                                                       New York, NY 10036-2787
crcm
                Steering Committee, c/o Akin Gump Strauss Hauer & Feld LLP, One Bryant Park,
                 Bank of America Tower, New York, NY 10036-6745
               +Thompson Tractor Co., Inc., c/o Benjamin S. Goldman, Esquire, 2001 Park Place North, Suite 1200, Birmingham, AL 35203-2731, UNITED STATES
cr
                United Mine Workers of America, c/o Sharon L. Levine,
cr
                                                                           Lowenstein Sandler, LLP,
                 65 Livingston Avenue & 6 Becker Farm Rd, Roseland, NJ 07068
               +WHH Real Estate, LLC, c/o Daniel D. Sparks,
                                                                505 20th Street North,
                                                                                          Suite 1800,
cr
                 Birmingham, AL 35203-4633
               +Wilmington Trust, National Association, Corporate Capital Markets,
intp
                 50 South Sixth Street Ste 1290,
                                                   Minneapolis, MN 55402-1544
Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
               +E-mail/Text: bnc_notices_southern@alnba.uscourts.gov Jul 17 2015 01:27:21
                                                                                                Thomas Corbett,
smg
                 BA Birmingham, 1800 5th Avenue North, Birmingham, AL 35203-2111
               +E-mail/Text: bnc_notices_southern@alnba.uscourts.gov Jul 17 2015 01:27:21
                                                                                               J. Thomas Corbett,
ba
                                            1800 5th Avenue North, Birmingham, AL 35203-2111
                 Bankruptcy Administrator,
                                                                                              TOTAL: 2
           ***** BYPASSED RECIPIENTS *****
                                                                                              TOTAL: 0
```

NONE.

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 18, 2015 Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 15, 2015 at the address(es) listed below:

```
Benjamin Shaw Goldman
                         on behalf of Creditor
                                                    Alabama State Port Authority
bgoldman@handarendall.com, ajohnson@handarendall.com;lstatum@handarendall.com
Benjamin Shaw Goldman
                         on behalf of Creditor
                                                   Thompson Tractor Co., Inc.
bgoldman@handarendall.com,
                              ajohnson@handarendall.com;lstatum@handarendall.com
Benjamin Shaw Goldman
                         on behalf of Creditor
                                                   Parker Towing Company, Inc.
bgoldman@handarendall.com, ajohnson@handarendall.com;lstatum@handarendall.com
Bill D Bensinger on behalf of Creditor Cowin & Company, Inc. bdbensinger@csa
Bill D Bensinger
                                              Cowin & Company, Inc. bdbensinger@csattorneys.com,
 dml@csattorneys.com
Bill D Bensinger
                   on behalf of Creditor
                                              WHH Real Estate, LLC bdbensinger@csattorneys.com,
 dml@csattorneys.com
Bill D Bensinger
                                              Nelson Brothers, LLC bdbensinger@csattorneys.com,
                   on behalf of Creditor
 dml@csattornevs.com
                    on behalf of Debtor
Cathleen C Moore
                                            Walter Land Con
Cathleen C Moore
                    on behalf of Debtor
                                            Walter Natural
Cathleen C Moore
                    on behalf of Debtor
                                            Walter Minerals
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District/off: 1126-2 User: ltumlin Page 2 of 3 Date Rcvd: Jul 16, 2015

Form ID: pdf000 Total Noticed: 16

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email)
system (continued)
              Cathleen C Moore
                                   on behalf of Debtor
                                                          Walter Exploration & Production LLC ccmoore@babc.com
                                  on behalf of Debtor
              Cathleen C Moore
                                                          Walter Home Improvement, Inc. ccmoore@babc.com
              D Christopher Carson on behalf of Creditor Committee
                                                                           Steering Committee ccarson@burr.com,
               mstinson@burr.com,erains@burr.com
              Daniel D Sparks on behalf of Creditor
                                                           Cowin & Company, Inc. ddsparks@csattorneys.com,
                jgguier@csattorneys.com
              Daniel D Sparks on behalf of Creditor WHH Real Estate, LLC ddsparks@csattorneys.com,
                jgguier@csattorneys.com
              Daniel D Sparks on behalf of Creditor
                                                          Nelson Brothers, LLC ddsparks@csattorneys.com,
                jgguier@csattorneys.com
              Glen Marshall Connor
                                       on behalf of Creditor
                                                                Trustees UMWA Health and Retirement Funds
               gconnor@qcwdr.com, jherrin@qcwdr.com;gjackson@qcwdr.com
              Glen Marshall Connor
                                      on behalf of Creditor
                                                                UMWA Health and Retirement Funds gconnor@gcwdr.com,
                jherrin@qcwdr.com;gjackson@qcwdr.com
              James Blake Bailey
                                     on behalf of Debtor
                                                            Walter Exploration & Production LLC jbailey@babc.com,
               kkirsch@babc.com
                                     on behalf of Debtor
                                                            Walter Black Warrior Basin LLC jbailey@babc.com,
              James Blake Bailey
               kkirsch@babc.com
              James Blake Bailey
                                     on behalf of Debtor
                                                            Walter Minerals, Inc. jbailey@babc.com,
               kkirsch@babc.com
              James Blake Bailey
                                     on behalf of Debtor
                                                            Blue Creek Coal Sales, Inc. jbailey@babc.com,
               kkirsch@babc.com
              James Blake Bailey
                                     on behalf of Debtor
                                                            Walter Energy Holdings, LLC jbailey@babc.com,
               kkirsch@babc.com
                                                            Walter Coke, Inc. jbailey@babc.com, kkirsch@babc.com
SP Machine, Inc. jbailey@babc.com, kkirsch@babc.com
              James Blake Bailev
                                     on behalf of Debtor
                                                                                                   kkirsch@babc.com
                                     on behalf of Debtor
              James Blake Bailey
                                                            V Manufacturing Company jbailey@babc.com,
              James Blake Bailey
                                     on behalf of Debtor
               kkirsch@babc.com
              James Blake Bailey
                                     on behalf of Debtor
                                                            Sloss-Sheffield Steel & Iron Company jbailey@babc.com,
               kkirsch@babc.com
              James Blake Bailey
                                     on behalf of Debtor
                                                            Walter Natural Gas, LLC jbailey@babc.com,
               kkirsch@babc.com
              James Blake Bailey
                                     on behalf of Debtor
                                                            Walter Land Company jbailey@babc.com, kkirsch@babc.com
              James Blake Bailey
                                     on behalf of Debtor
                                                            Walter Home Improvement, Inc. jbailey@babc.com,
               kkirsch@babc.com
              James Blake Bailev
                                     on behalf of Debtor
                                                            Jim Walter Resources, Inc. ibailev@babc.com,
               kkirsch@babc.com
              James Blake Bailey
                                     on behalf of Debtor
                                                            Blue Creek Energy, Inc. jbailey@babc.com,
               kkirsch@babc.com
              James Blake Bailey
                                     on behalf of Debtor
                                                            Taft Coal Sales & Associates, Inc. jbailey@babc.com,
               kkirsch@babc.com
              James Blake Bailey
                                     on behalf of Debtor
                                                            Jefferson Warrior Railroad Company, Inc.
               jbailey@babc.com,
                                    kkirsch@babc.com
              James Blake Bailey
                                     on behalf of Debtor
                                                            Atlantic Development and Capital, LLC jbailey@babc.com,
               kkirsch@babc.com
                                     on behalf of Debtor
                                                            Maple Coal Co., LLC jbailey@babc.com, kkirsch@babc.com
J.W. Walter, Inc. jbailey@babc.com, kkirsch@babc.com
Atlantic Leaseco, LLC jbailey@babc.com,
              James Blake Bailev
                                                                                                     kkirsch@babc.com
                                     on behalf of Debtor
              James Blake Bailey
              James Blake Bailey
                                     on behalf of Debtor
               kkirsch@babc.com
              James Blake Bailey
                                     on behalf of Debtor
                                                            Jim Walter Homes, LLC jbailey@babc.com,
               kkirsch@babc.com
                                                      tor Walter Energy, Inc. jbailey@babc.com, kkirsch@babc.com
Maple Coal Co., LLC jbender@babc.com
              James Blake Bailey
                                     on behalf of Debtor
              Jay R. Bender
                               on behalf of Debtor
                               on behalf of Debtor
                                                       J.W. Walter, Inc. jbender@babc.com
              Jay R. Bender
                                                      Sloss-Sheffield Steel & Iron Company jbender@babc.com
Jim Walter Homes, LLC jbender@babc.com
              Jay R. Bender
                               on behalf of Debtor
              Jay R. Bender
                               on behalf of Debtor
              Jay R. Bender
                               on behalf of Debtor
                                                       Walter Energy, Inc. jbender@babc.com
                                                       Atlantic Leaseco, LLC jbender@babc.com
              Jay R. Bender
                               on behalf of Debtor
                                                       Jefferson Warrior Railroad Company, Inc. jbender@babc.com
              Jay R. Bender
                               on behalf of Debtor
                                                      Blue Creek Energy, Inc. jbender@babc.com
Creditor United Mine Workers of America
              Jay R. Bender
                               on behalf of Debtor
              Jennifer Brooke Kimble on behalf of Creditor
                jkimble@rumberger.com,
               mbarnette@rumberger.com;docketingorlando@rumberger.com;jkimblesecy@rumberger.com;mcourtney@rumber
               ger.com;ldowner@rumberger.com
              Michael Leo Hall
                                  on behalf of Creditor Committee Steering Committee mhall@burr.com,
               rellis@burr.com;mivey@burr.com
              Patrick Darby
                               on behalf of Debtor
                                                       Atlantic Leaseco, LLC pdarby@babc.com
              Patrick Darby
                               on behalf of Debtor
                                                      Walter Energy, Inc. pdarby@babc.com
              Patrick Darby
                               on behalf of Debtor
                                                       Blue Creek Coal Sales, Inc. pdarby@babc.com
              Patrick Darby
                               on behalf of Debtor
                                                       Walter Coke, Inc. pdarby@babc.com
              Patrick Darby
                               on behalf of Debtor
                                                       Jim Walter Resources, Inc. pdarby@babc.com
                               on behalf of Debtor
                                                       Atlantic Development and Capital, LLC pdarby@babc.com
              Patrick Darby
                                                             United Mine Workers of America
              R. Scott Williams
                                   on behalf of Creditor
               swilliams@rumberger.com,
               docketingorlando@rumberger.com;swilliamssecy@rumberger.com;ldowner@rumberger.com;mcourtney@rumber
               ger.com; mbarnette@rumberger.com
              William (Will) Lee Thuston, Jr.
                                                  on behalf of Creditor WHH Real Estate, LLC
```

wlt@csattorneys.com, dml@csattorneys.com

Form ID: pdf000 District/off: 1126-2 Page 3 of 3 Date Rcvd: Jul 16, 2015 Total Noticed: 16

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

William (Will) Lee Thuston, Jr. on behalf of Creditor Cowin & Company, Inc. wlt@csattorneys.com, dml@csattorneys.com

TOTAL: 58

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

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WALTER ENERGY, INC., et al., 1

Debtors.

Chapter 11

Case No. 15-02741-TOM11

Joint Administration Requested

ORDER (A) (I) APPROVING CONTINUED USE OF THE DEBTORS' EXISTING CASH MANAGEMENT SYSTEM; (II) AUTHORIZING USE OF EXISTING BANK ACCOUNTS AND CHECKS; (III) WAIVING THE REQUIREMENTS OF 11 U.S.C. 345(b); (IV) GRANTING ADMINISTRATIVE EXPENSE STATUS TO CERTAIN POSTPETITION INTERCOMPANY CLAIMS; AND (V) AUTHORIZING THE CONTINUATION OF CERTAIN INTERCOMPANY TRANSACTIONS; AND (B) GRANTING RELATED RELIEF

Upon consideration of the motion (the "Motion")² of the Debtors, pursuant to sections 105(a), 345(b), 363(c), 364(a), 503(b)(1) and 553(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004; this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. § 157; venue of these Chapter 11 Cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); proper and adequate notice having been given and no other or further notice being required; 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

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 used but not defined herein shall have the meanings ascribed to them in the Motion.

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 that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED, ADJUDGED, and DECREED

that:

1. The Motion is GRANTED to the extent provided herein.

2. The Debtors are authorized and empowered, pursuant to sections 105(a), 345(b),

363(c), 364(a), 503(b)(1) and 553(a) of the Bankruptcy Code, to continue to maintain, operate

and make transfers under their Cash Management System, and, subject to paragraph 17, to

continue all Intercompany Transactions between and among the Debtors, Walter Canada and

non-Debtor affiliates in a manner consistent with the Debtors' prepetition practices and this

Order.

3. The operation of the Cash Management System in accordance with the Debtors'

normal and customary practices is adequate and sufficient, and may be continued after the

Petition Date. Subject to paragraph 17, the Debtors are authorized to continue using the Cash

Management System to manage their cash, to pay intercompany payables (if any), to extend

intercompany credit (if necessary) and to continue all other Intercompany Transactions between

and among the Debtors, Walter Canada, Walter UK, Cardem and other non-Debtor affiliates in a

manner consistent with the Debtors' prepetition practices. The Debtors are authorized to

continue netting and setting off obligations arising from Intercompany Transactions, whether

arising prepetition or postpetition, provided that such transactions occur in the ordinary course of

business.

4. The Debtors are authorized to continue to maintain the Bank Accounts with the

same account numbers following the commencement of the Chapter 11 Cases.

5. JPMorgan, BofA, Regions, BB&T and Scotia are authorized and directed to

continue to treat, service, and administer the Bank Accounts as accounts of the respective Debtor

as a debtor-in-possession without interruption and in the usual and ordinary course and to

receive, process and honor and pay any and all postpetition checks, drafts, wires, or ACH

transfers drawn on the Bank Accounts by the holders or makers thereof, as the case may be;

provided JPMorgan, BofA, Regions, BB&T and Scotia are authorized and directed to continue to

treat, service, and administer the Bank Accounts as accounts of the respective Debtor as a

debtor-in-possession without interruption and in the usual and ordinary course and to receive,

process and honor and pay any and all postpetition checks, drafts, wires, or ACH transfers drawn

on the Bank Accounts by the holders or makers thereof, as the case may be, provided that

sufficient funds are available in the applicable accounts, whether deposited prepetition or

postpetition, to make the payments.

6. The Debtors may maintain a minimum balance in the Master Regions

Disbursement Account (account number ending in -7949) of \$20 million (the "Minimum

Balance") and for so long as the Debtors maintain the Minimum Balance in the Master Regions

Disbursement Account, Regions shall continue to link any "zero-balance accounts" that were

linked with the Master Regions Disbursement Account prior to the Petition Date (the "Linked

Accounts") and to allow automatic funds transfers from the Master Regions Disbursement

Account to the Linked Accounts. In the event the Debtors do not maintain the Minimum Balance

in the Master Regions Disbursement Account, Regions shall be entitled and shall have relief

from the automatic stay of Bankruptcy Code Section 362(a), without further order of this Court,

to "de-link" the Linked Accounts from the Master Regions Disbursement Account and terminate

any automatic funds transfer arrangements with respect to the Master Regions Disbursement

Account and the Linked Accounts.

7. The Debtors are authorized to make and implement such modifications to the

Cash Management System as may be necessary or appropriate, including, but not limited to, the

establishment of new bank accounts. The Debtors can and will identify all prepetition checks

and other forms of payment outstanding on the Petition Date and notify their banks not to pay

such checks or obligations.

8. The Debtors will provide ten (10) days' advance written notice to counsel to the

Steering Committee prior to opening or closing any Bank Accounts (which Bank Accounts shall

constitute Cash Collateral) at or with the Cash Management Banks which notice details the

reasons for doing so, and will not open any new Bank Account at a financial institution other

than the Cash Management Banks without obtaining the prior consent of the Steering

Committee..

9. The Debtors are authorized, but not obligated or directed, in the reasonable

exercise of their business judgment and in the ordinary course of business, to pay and honor

amounts on account of the Cash Management Fees.

10. Notwithstanding anything to the contrary in any other order of this Court,

JPMorgan, BofA, Regions, BB&T and Scotia (a) are authorized to accept and honor all

representations from the Debtors as to which checks, drafts, wires or ACH transfers should be

honored or dishonored, consistent with any order of this Court and governing law, whether such

checks, drafts, wires, or ACH transfers are dated prior to, on, or subsequent to the Petition Date,

and (b) have no duty to independently inquire as to whether such payments are authorized by an

order of this Court.

11. JPMorgan, BofA, Regions, BB&T and Scotia shall not be liable to any party on

account of (a) following the Debtors' instructions or representations as to any order of this Court,

(b) the honoring of any prepetition check or item in a good faith belief that the Court has

authorized such prepetition check or item to be honored, or (c) an innocent mistake made despite

implementation of reasonable item handling procedures.

12. JPMorgan, BofA, Regions, BB&T and Scotia are authorized and directed to honor

the Debtors' requests to open or close, as the case may be, any existing Bank Accounts or

additional bank accounts effective as of the Petition Date; provided, however, that any new

account that is a domestic account shall be with a bank (a) insured by the FDIC or the FSLIC and

(b) that is organized under the laws of the U.S. or any State therein, or in the case of accounts

that may carry a balance exceeding the insurance limitations set thereby, a financial institution

that is sufficiently secure to justify a waiver of the requirements of section 345(b) of the

Bankruptcy Code.

13. The Debtors are authorized to continue to use their preprinted checks,

substantially in the form existing immediately before the Petition Date, without reference to their

status as debtors-in-possession; provided, however, if the Debtors need to purchase new

preprinted checks during the pendency of the Chapter 11 Cases, such checks will include a

legend referring to the Debtors as "Debtors-in-Possession" or "DIP"; and provided further that,

with respect to checks which the Debtors or their agents print themselves, the Debtors shall begin

printing the "Debtor-in-Possession" legend on such items within twenty (20) days of the entry of

this Order.

14. The Debtors are authorized to deposit and invest their cash and cash equivalents

in the Bank Accounts consistent with their prepetition practices and the Cash Management

System. The Debtors are relieved from the obligations under section 345(b) of the Bankruptcy

Code to obtain a bond from any entity with which money is deposited or maintained in the Bank

Accounts, and the requirements of section 345(b) of the Bankruptcy Code are waived.

15. Any payment made or to be made under this Order, and any authorization

contained in this Order, shall be subject to the terms of the Interim Cash Collateral Order and

related final order.

16. All Intercompany Claims arising from postpetition intercompany transfers

between and among the Debtors shall be entitled to administrative expense priority pursuant to

section 503(b)(1) of the Bankruptcy Code. The Debtors shall maintain current records with

respect to all transfers of cash so that all transactions, including Intercompany Transactions, may

be readily ascertained, traced, and recorded properly on applicable intercompany accounts. The

Debtors may engage in Intercompany Transactions with their non-Debtor affiliates, including but

not limited to BW Methane, consistent with prepetition practice, subject to paragraph 17 of this

Order

17. Notwithstanding anything contained herein, the Debtors will not transfer any

funds to or for the benefit of any direct or indirect foreign subsidiary or non-Debtor affiliate of

the Debtors, including, without limitation, in connection with any professional fees and expenses

incurred with respect to any restructuring of such subsidiary or affiliate, unless such transfer is

(i) in accordance with the terms of the Interim Cash Collateral Order and related final order or

(ii) made with the prior consent of the Steering Committee ("Permitted Non-Debtor Affiliate

Payments") and, other than with respect to any payments made to or for the benefit of BW

Methane and BW Transmission, any such Permitted Non-Debtor Affiliate Payments will be made pursuant to senior secured notes, which notes will be pledged to the first lien debt holders. For the avoidance of doubt, in the event that any Permitted Non-Debtor Affiliate Payment is made to any one or more Canadian Entity (as defined in the Interim Cash Collateral Order), each such Canadian Entity shall grant liens against all of its present and future property, assets and undertaking, and all other Canadian Entities shall (i) guarantee repayment of such Permitted Non-Debtor Affiliate Payment and (ii) grant liens against all of their respective present and future property, assets and undertaking as security for such guarantee obligations, and each such Permitted Non-Debtor Affiliate Payment and all of such guarantees and security shall be assigned and pledged by the maker of such Permitted Non-Debtor Affiliate Payment in favor of the First Lien Secured Parties, and in each such case, the form of the note(s), security and guarantees shall be in form and substance satisfactory to the Steering Committee in its sole discretion.

18. The Debtors shall maintain a matrix summarizing any Intercompany Transaction between (a) a Debtor and non-Debtor (excluding BW Methane and BW Transmission) and (b) a Debtor and any direct or indirect subsidiary of a Debtor that is not a guarantor of the Debtors' prepetition secured indebtedness, the amount paid on account of such Intercompany Transaction and the parties to such Intercompany Transaction, and shall provide such matrix on monthly basis to the Steering Committee's advisors; provided that the Steering Committee's advisors shall keep the matrix confidential and shall not disclose any of the information in the matrix to any party, including any member of the Steering Committee, without obtaining the prior written consent of the Debtors, such consent not to be unreasonably withheld or delayed. In addition to the matrix, the Debtors shall provide to the Steering Committee's advisors, on the 15th business

day or 20th of each month after the entry of this Order a separate report relating to BW Methane

and BW Transmission, which will include any amounts paid directly to Jim Walter Resources,

Inc. from any third party relating to gas provided by BW Methane and BW Transmission,

amounts paid by BW Methane and BW Transmission to Jim Walter Resources, Inc. and any

amounts incurred by Jim Walter Resources, Inc. on behalf of BW Methane and BW

Transmission, as applicable.

19. The Debtors are authorized and empowered to take all actions necessary to

implement the relief granted in this Order.

20. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied because the

relief in the Motion is necessary to avoid immediate and irreparable harm.

21. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and

conditions of this Order shall be immediately effective and enforceable upon its entry.

22. This Court shall retain jurisdiction with respect to all matters arising from or

related to the implementation of this Order.

Dated: July 15, 2015

/s/ Tamara O. Mitchell

TAMARA O. MITCHELL

United States Bankruptcy Judge