

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION

In re:

WALTER ENERGY, INC. *et al.*,

Debtors.¹

DOMINION RESOURCES BLACK
WARRIOR TRUST, by and through its
TRUSTEE, SOUTHWEST BANK,
Plaintiff,

V.

WALTER BLACK WARRIOR BASIN, LLC,
Defendant.

Chapter 11

Case No. 15-02741-TOM11

Jointly Administrated

Adversary No. 15-00102-TOM

**DOMINION RESOURCES BLACK WARRIOR TRUST'S AMENDED WITNESS AND
EXHIBIT LIST FOR AUGUST 18, 2015 HEARING**

Dominion Resources Black Warrior Trust ("Dominion") by and through its Trustee, Southwest Bank, hereby files this amended witness and exhibit list for the August 18, 2015 hearing (the "Hearing") regarding (A) *Dominion's Emergency Motion to Reconsider, On A Limited Basis, The Cash Management Order*, that was filed as Dkt. No. 239 in the above-

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



captioned bankruptcy case, and (B) *Plaintiff's Verified Application For Temporary Restraining Order*, that was filed as Dkt. No. 2 in the above-captioned adversary proceeding:

Witnesses

Dominion may call any of the following witnesses at the Hearing, whether in person or by proffer:

1. Ron Hooper, Senior Vice President of Southwest Bank;
2. William G. Harvey, Chief Financial Officer of Walter Energy, Inc.;
3. James R. Latimer, III;²
4. Any witnesses called or designated by any other party; and
5. Any witnesses necessary to rebut the testimony of any witness called or designated by any other party.

Exhibits³

Dominion may offer into evidence any one or more of the following exhibits at the Hearing:

Exhibit	Description	Offered	Objection	Admitted
1.	Overriding Royalty Conveyance dated May 31, 1994			
2.	Amendment and Ratification of Overriding Royalty Conveyance dated November 20, 1994			
3.	Trust Agreement of Dominion Resources Black Warrior Trust dated May 31, 1994			
4.	First Amendment of Trust Agreement of Dominion Resources Black Warrior Trust dated May 31, 1994			
5.	Administrative Services Agreement, effective June 1, 1994			

² Dominion intends to call Mr. Latimer as an expert witness.

³ Each designated exhibit shall also include any and all attachments and/or exhibits to such exhibit.

Exhibit	Description	Offered	Objection	Admitted
6.	Sonat Gas Purchase Agreement, effective June 1, 1994			
7.	Letter from Walter Energy to SW Bank Dominion Resources dated July 20, 2015			
8.	Quarterly Distribution of Net Revenues, for Quarter Ending December 31, 2014			
9.	Quarterly Distribution of Net Revenues, for Quarter Ending March 31, 2015			
10.	Quarterly Distribution of Net Revenues, for Quarter Ending June 30, 2015			
11.	Base Contract for Sale and Purchase of Natural Gas between Alabama Gas Corporation and Walter Black Warrior Basin, LLC, dated August 1, 2010 ⁴			
12.	Walter Black Warrior Basin LLC Gas Purchase Invoices for April, May and June 2015 ⁵			
13.	Declaration of William G. Harvey in Support of First Day Motions [Dkt. 3]			
14.	The Debtors' Motion For An Order Approving Continued Use Existing Cash Management System [Dkt. 38]			
15.	Order Approving Continued Use of the Existing Cash Management System [Dkt. 60]			
16.	Interim Order Authorizing Postpetition Use Of Cash Collateral [Dkt. 59]			
17.	Amended Order Approving Continued Use of the Existing Cash Management System [Dkt. 332]			

⁴ This exhibit is subject to an oral confidentiality agreement between Dominion and the above-captioned debtors (the "Debtors") as stated on the record at the August 14th, 2015 deposition of William G. Harvey.

⁵ This exhibit is subject to an oral confidentiality agreement between Dominion and the Debtors as stated on the record at the August 14th, 2015 deposition of William G. Harvey.

Exhibit	Description	Offered	Objection	Admitted
18.	Declaration of Ron E. Hooper in Support of Application for Temporary Restraining Order [Adv. 15-00102 Dkt. 3]			
19.	Dominion's Notice of Intent to Take The Oral Deposition of William G. Harvey			
20.	Dominion's First Requests for Production of Documents and Interrogatories			
21.	August 7, 2015 email correspondence from J. Wilson to P. Darby et al. providing proposed protective order			
22.	Order Granting Motion to Shorten Time [Dkt. No. 375]			
23.	August 13, 2015 email correspondence from D. Black to T. Hancock et al. providing limited responses to production requests			
24.	Debtors' Responses and Objections to Dominion Resources Black Warrior Trust's First Request for Production of Document and Interrogatories			
25.	August 13, 2015 email correspondence from J. Wilson to P. Darby et al. inquiring about incomplete production responses			
26.	August 13, 2015 email correspondence from P. Darby to T. Hancock et al. responding to prior email regarding incomplete production responses			
27.	August 13, 2015 email correspondence from D. Black providing Debtors' initial comments to proposed protective order			
28.	August 13, 2015 email correspondence from D. Black providing further comments to proposed protective order			

Exhibit	Description	Offered	Objection	Admitted
29.	JP Morgan Bank Statements Produced by Debtors <ul style="list-style-type: none"> Account Statements for Walter Black Warrior Basin, LLC Account ___8671 for April 1, 2015-July 31, 2015 Account Statements for Walter Energy Inc. Account ___8630 for April 1, 2015-July 31, 2015 			
30.	August 15, 2015 email correspondence from J. Bain requesting Debtors' comments to proposed protective order			
31.	August 16, 2015 email correspondence from J. Bain requesting Debtors' comments to proposed protective order			
32.	Transcript from August 14, 2015 Deposition of William G. Harvey			
33.	Any Relevant Document That Is Produced By The Debtors After The Expired Production Deadline Set Forth in the Court's Order Granting Motion to Shorten Time ⁶			
34.	Any exhibit designated by any other party			
35.	Any exhibits necessary to rebut the testimony of witnesses called or designated by any other party			

Dominion reserves the right to supplement or amend this Witness and Exhibit List at any time before the Hearing.

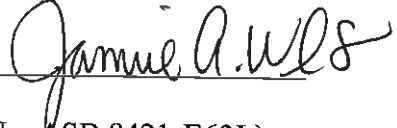
⁶ See Dkt. No. 375.

Dated: August 17, 2015

Respectfully Submitted,

BENTON & CENTENO, LLP

By: /s/ Lee R. Benton



Lee R. Benton (Bar No. ASB 8421-E63L)
Jamie A. Wilson (Bar No. ASB 8149-E58T)
2019 Third Avenue North
Birmingham, Alabama 35203
Telephone: (205) 278-8000
Facsimile: (205) 278-3492
Email: lbenton@bcattys.com;
jwilson@bcattys.com

-and-

Tye C. Hancock (Admitted Pro Hac Vice)
Robert L. Paddock (Admitted Pro Hac Vice)
Joseph E. Bain (Admitted Pro Hac Vice)
THOMPSON & KNIGHT LLP
333 Clay Street, Suite 3300
Houston, Texas 77002
Telephone: (713) 654-8111
Facsimile: (713) 654-1871
Email: tye.hancock@tklaw.com;
robert.paddock@tklaw.com;
joseph.bain@tklaw.com

ATTORNEYS FOR THE DOMINION RESOURCES
BLACK WARRIOR TRUST