

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

In re:)	Chapter 11
)	
WALTER ENERGY, INC., <i>et al.</i>)	Case No. 15-02741-TOM11
)	
Debtors. ¹)	(Jointly Administered)
)	
DOMINION RESOURCES BLACK WARRIOR TRUST, by and through its TRUSTEE, SOUTHWEST BANK, Plaintiff,)	
)	
VS.)	
)	Adversary Proceeding No.
WALTER BLACK WARRIOR BASIN LLC, Defendant,)	15-00102-TOM11
)	
VS.)	
)	
THE STEERING COMMITTEE, Intervenor.)	

ORDER GRANTING STEERING COMMITTEE'S MOTION TO INTERVENE

This matter came on to be heard on the Steering Committee's² Motion to Intervene (the "Motion") in the above-captioned adversary proceeding filed on August 17, 2015 as Docket No.

¹The 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).

² The "Steering Committee" means the informal group of certain unaffiliated (i) lenders under the Credit Agreement, dated as of April 1, 2011 (as amended, restated, amended and restated, waived, supplemented or otherwise modified from time to time, the "Credit Agreement"), by and among Walter Energy, Inc. ("Walter Energy"), as U.S. borrower, Western Coal Corp. and Walter Energy Canada Holdings, Inc., as Canadian borrowers, the lenders from time to time party thereto, and Morgan Stanley Senior Funding, Inc., as administrative agent, and (ii) holders of the 9.50% Senior Secured Notes due 2019 (the "First Lien Notes") under the Indenture dated as of



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25 and Defendant's Response in Opposition to the Motion (the "Objection") filed on August 18, 2015 as Docket No. 33. The Court finds that: 1) it has jurisdiction over the matters in the Motion and Objection pursuant to 28 U.S.C. §§ 157 and 1334, 2) consideration of the Motion and the relief requested therein and the Objection thereto is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), 3) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, and 4) in light of the fast moving nature of this proceeding, due notice of the hearing on the Motion was given and appropriate under the circumstances.

On August 18, 2015, Plaintiff, Defendant and the Steering Committee appeared at the hearing by and through their counsel of record, After due deliberation and sufficient cause appearing therefor, the Court determined at the hearing that the Motion should be granted and that the Steering Committee is entitled to intervene pursuant to Fed. R. Civ. P. 24 (a) and (b), and that the Objection should be overruled.

It is therefore **ORDERED** as follows:

1. The relief requested in the Motion is granted in its entirety.
2. The Objection is overruled.
3. The Steering Committee is hereby authorized to intervene as the Intervenor and the style of the adversary proceeding shall henceforth be as shown as set forth above.
4. The Steering Committee is authorized to fully participate in the adversary proceeding including taking whatever actions it deems necessary and appropriate to defend and protect its interests.

September 27, 2013 (as amended, waived, supplemented or otherwise modified from time to time) by and among Walter Energy, as issuer, the guarantors from time to time parties thereto, and Wilmington Trust, National Association, as successor trustee and collateral agent to Union Bank, N.A.

5. The Steering Committee shall have thirty (30) days from the date of this Order to file its responsive pleading to Plaintiff's *Original Complaint and Application for Preliminary and Permanent Injunction* [Docket No. 1].

Dated: August 24, 2015
Birmingham, Alabama

/s/ Tamara O. Mitchell
TAMARA O. MITCHELL
UNITED STATES BANKRUPTCY JUDGE

Notice Recipients

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Case: 15-00102-TOM

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Recipients of Notice of Electronic Filing:

aty	Cathleen C Moore	ccmoore@babc.com
aty	Jamie Alisa Wilson	jwilson@bcattys.com
aty	Jay R. Bender	jbender@babc.com
aty	Joseph E. Bain	joseph.bain@tklaw.com
aty	Lee R. Benton	lbenton@bcattys.com
aty	Michael Leo Hall	mhall@burr.com
aty	Patrick Darby	pdarby@babc.com
aty	Samuel Stephens	sstephens@bcattys.com
aty	Tye C. Hancock	tye.hancock@tklaw.com

TOTAL: 9

Recipients submitted to the BNC (Bankruptcy Noticing Center):

pla	Dominion Resources Black Warrior Trust by and through its Trustee, Southwest Bank	c/o Lee R. Benton
	Benton & Centeno, LLP	2019 3rd Avenue North Birmingham, AL 35203
dft	Walter Black Warrior Basin LLC	3000 Riverchase Galleria, Ste. 1700 Birmingham, AL 35244
cr	Steering Committee	c/o Burr & Forman LLP 420 North 20th Street Suite 3400 Birmingham AL, 35203 UNITED STATES
aty	Robert L. Paddock	Thompson & Knight LLP 333 Clay Street Ste 3300 Houston, TX 77002

TOTAL: 4