

**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

Jointly Administered

**ORDER (A) AUTHORIZING THE DEBTORS TO ASSUME A
RESTRUCTURING SUPPORT AGREEMENT
AND (B) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)² [Docket No. 44] of the Debtors, seeking entry of an order, pursuant to sections 105, 363 and 365 of title 11 of the U.S. Code (the “Bankruptcy Code”) and rules 2002, 6004 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order: (i) authorizing the Debtors to assume that certain *Restructuring Support Agreement*, dated as of July 15, 2015 by and between the Debtors and the holders of first lien claims signatories thereto (the “RSA Parties”) and as amended on August 5, 2015 and August 7, 2015 (as the same may be further amended from time to time, the “Restructuring Support Agreement” or “RSA”); and (ii) granting related relief; and it appearing that jurisdiction is proper pursuant to 28 U.S.C. §§ 157

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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and 1334; and venue of these Chapter 11 Cases and the motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and upon consideration of the First Day Declaration, the testimony, evidence and arguments made by all parties during the hearing on September 2 and 3, 2015 as well as subsequent evidentiary submissions and the objections filed, and applicable law; and it appearing that the relief requested (except as otherwise ordered herein) is in the best interests of the Debtors' estates, their creditors and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is GRANTED only to the extent provided in this RSA Order. Any objection to the Motion to the extent not withdrawn or resolved is hereby overruled.
2. The Debtors are authorized to assume the Restructuring Support Agreement except as otherwise provided herein, and it shall be effective as of the date of entry of this RSA Order, and thus the Restructuring Support Agreement is hereby assumed pursuant to section 365(a) of the Bankruptcy Code.
3. The Debtors are authorized to pay the fees, costs and expenses of the Holder Parties, the Holder Parties' Advisors and Consultants pursuant to and in accordance with the Restructuring Support Agreement and consistent with the applicable provisions of the Final Order on use of Cash Collateral.
4. The Restructuring Support Agreement shall be binding and enforceable against the parties thereto in accordance with its terms.
5. The Debtors are authorized to enter into amendments to the Restructuring Support Agreement, from time to time as necessary, subject to the terms and conditions

set forth in the Restructuring Support Agreement. Within two (2) business days of the effective date of each such amendment, the Debtors will file a notice attaching a copy of any such amendments with the Court.

6. Notice of the Motion as provided therein shall be deemed good and sufficient.
7. The failure of any Holder Party to seek relief or otherwise exercise its rights and remedies under this RSA Order, the Restructuring Support Agreement or applicable law, as the case may be, shall not constitute a waiver of any of the rights hereunder, thereunder or otherwise of any of the Holder Parties.
8. Entry of any order by this Court, even if in a “form and substance” not “acceptable” to the Majority Holders, or entry of any order inconsistent with a time frame set out in the RSA, shall not automatically, or without further order of this Court, be deemed a “363 Triggering Event” or a “Support Termination Event.” Further, upon a showing of cause or on its own, the Court may extend a time frame for entry of an order by this Court. Additionally, if there is a “Triggering Event Dispute” and a determination is sought from this Court, the Court may, for cause shown or demonstrated, or on its own, extend the time for a determination beyond the five business day limit imposed on the Court by the RSA. Any inconsistency between the RSA and this RSA Order shall be governed and controlled by this RSA Order.
9. The automatic stay arising pursuant to section 362 of the Bankruptcy Code is waived or modified for purposes of providing notices or exercising rights under the RSA.
10. This RSA Order shall constitute findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 6006(d), 7062, and 9014 or otherwise, the terms and

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

11. The Debtors are authorized to take all actions necessary to implement the relief granted in this RSA Order.

12. The Court retains exclusive jurisdiction with respect to any and all matters arising from or related to the interpretation, implementation or enforcement of this RSA Order. Further, this Court has and retains the authority to clarify, modify, amend or supplement its own orders.

Dated: September 14, 2015

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

Notice Recipients

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

User: scallies
Form ID: pdf000

Date Created: 9/14/2015
Total: 166

Recipients submitted to the BNC (Bankruptcy Noticing Center) without an address:

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aty Lisa Beckerman

TOTAL: 2

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cr	Nelson Brothers, LLC	c/o Daniel D. Sparks	505 20th Street North	Suite 1800 Birmingham,
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