

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

DOMINION RESOURCES BLACK)	
WARRIOR TRUST, by and through its)	
TRUSTEE, SOUTHWEST BANK,)	
Appellant,)	
)	
V.)	Case Number 2:15-cv-1531-LSC
)	
WALTER ENERGY, INC. et al.,)	
Appellees.)	

**JOINT MOTION OF THOMPSON & KNIGHT, LLP AND BENTON & CENTENO, LLP
TO WITHDRAW AS COUNSEL TO SOUTHWEST BANK, TRUSTEE OF
DOMINION RESOURCES BLACK WARRIOR TRUST**

TO THE HONORABLE UNITED STATES DISTRICT COURT JUDGE:

COME NOW Thompson & Knight, LLP and attorney Tye C. Hancock, and Benton & Centeno, LLP, and attorney Lee R. Benton (collectively “Movants”) and move the Court to enter an order allowing Movants to withdraw as counsel of record for Southwest Bank, Trustee of the Dominion Resources Black Warrior Trust (the “Trust” or “Dominion”) and states as follows:

1. Dominion timely filed its Notice of Appeal [Dkt. No. 1] on September 3, 2015 thereby commencing this appeal.
2. On September 17, 2015, the Debtors filed a motion to dismiss this appeal [Dkt. No. 2],¹ to which Dominion responded on September 24, 2015 (by the filing of the “Dominion Objection”) [Dkt. No. 9]. The Dominion Objection generally provides a summary of the factual background in connection with this matter.

¹ The Debtors filed a corrected motion to dismiss on September 28, 2015 [Dkt. No. 11].



3. Over two weeks ago, by e-mail and telephone, Dominion was advised that its attorneys intend to withdraw from representation of Dominion based on certain conditions, including Dominion's continuing failure to fulfill obligations relating to the attorneys' services. Dominion has been advised regarding the status of the various pending matters, including this Chapter 11 case.

4. The last known mailing addresses of Southwest Bank, Trustee of the Dominion Resources Black Warrior Trust are:

Southwest Bank, Trustee
Dominion Resources Black Warrior Trust
ATTN: Ron Hooper, Senior Vice President
2911 Turtle Creek Blvd., Suite 850
Dallas, Texas 75219

Southwest Bank, Trustee
Dominion Resources Black Warrior Trust
ATTN: Ron Hooper, Senior Vice President
P.O. BOX 962020
Fort Worth, Texas 76162-2020

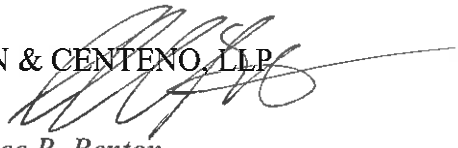
Southwest Bank, Trustee
ATTN: Lianne Davidson, General Counsel
2200 West 7th Street, Suite 104
Fort Worth, Texas 76107

WHEREFORE, Movants respectfully request that they be authorized to withdraw from representation of Dominion and be discharged from further responsibility to this Court in connection with this appeal.

Dated: October 8, 2015.

Respectfully Submitted,

BENTON & CENTENO, LLP

By: 
/s/ Lee R. Benton

Lee R. Benton (Bar No. AS-8421-E63L)
Jamie A. Wilson (Bar No. ASB 8149-E58T)
2019 Third Avenue North
Birmingham, Alabama 35203
Telephone: (205) 278-8000
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-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
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ATTORNEYS FOR SOUTHWEST BANK AS
TRUSTEE OF THE DOMINION RESOURCES
BLACK WARRIOR TRUST

518140 000026 15957872.6

CERTIFICATE OF SERVICE

I hereby certify that on the 8th day of October, 2015, I electronically filed the JOINT MOTION OF THOMPSON & KNIGHT, LLP AND BENTON & CENTENO, LLP TO WITHDRAW AS COUNSEL TO SOUTHWEST BANK, TRUSTEE OF DOMINION RESOURCES BLACK WARRIOR TRUST with the Clerk of the Court using the CM-ECF system, and served a copy of the above and foregoing, the parties listed below.

VIA US MAIL AND CERTIFIED MAIL RETURN RECEIPT REQUESTED:

Walter Black Warrior Basin, LLC
C/O CT Corporation System, Registered Agent
2 North Jackson St. Ste. 605
Montgomery, Alabama 36104

VIA US MAIL TO:

Southwest Bank, Trustee
Dominion Resources Black Warrior Trust
ATTN: Ron Hooper, Senior Vice President
2911 Turtle Creek Blvd., Suite 850
Dallas, Texas 75219

Southwest Bank, Trustee
Dominion Resources Black Warrior Trust
ATTN: Ron Hooper, Senior Vice President
P. O. Box 962020
Fort Worth, Texas 76162-2020

Southwest Bank, Trustee
ATTN: Lianne Davidson, General Counsel
2200 West 7th Street, Suite 104
Fort Worth, Texas 76107

VIA ELECTRONIC MAIL:

To Counsel for the Appellees and Debtors:

Patrick Darby (pdarby@babco.com)
Jay Bender (jbender@babco.com)
Cathleen Moore (ccmoore@babco.com)
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Kelley A. Cornish (kcornish@paulweiss.com)
Claudia R. Tobler (ctobler@paulweiss.com)
Ann K. Young (ayoung@paulweiss.com)
Michael S. Rudnick (mrudnick@paulweiss.com)

To Counsel for the Steering Committee:

Michael Leo Hall (mhall@burr.com)
D. Christopher Carson (ccarson@burr.com)
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Kristie G. Manoukian
(kmanoukian@akingump.com)
James Savin (jsavin@akingump.com)

To Counsel for the Official Committee of
Unsecured Creditors:

Bill D. Bensinger
(bdbensinger@csattorneys.com)
Daniel D. Sparks (ddsparks@csattorneys.com)
Brett H. Miller (brettmiller@mofo.com)
Lorenzo Marinuzzi (lmarinuzzi@mofo.com)
Jennifer Marines (jmarines@mofo.com)
Samantha Martin (smartin@mofo.com)

/s/ Lee R. Benton

Lee R. Benton

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**ORDER GRANTING JOINT MOTION OF THOMPSON & KNIGHT, LLP AND
BENTON & CENTENO, LLP TO WITHDRAW AS COUNSEL
TO SOUTHWEST BANK, TRUSTEE**

Considering the Joint Motion of Thompson & Knight, LLP and Benton & Centeno, LLP to Withdraw as Counsel to Southwest Bank, Trustee of Dominion Resources Black Warrior Trust,

IT IS ORDERED that (i) the law firm of Thompson & Knight, LLP, attorneys Tye C. Hancock, Joseph E. Bain, and Robert L. Paddock, and (ii) the law firm of Benton & Centeno, LLP, attorneys Lee R. Benton, Jamie A. Wilson, and Samuel C. Stephens, are hereby allowed to withdraw as counsel of record for Dominion Resources Black Warrior Trust by and through Southwest Bank, its Trustee, and the Clerk of Court is ordered to remove the names of the law firms of Thompson & Knight, LLP and Benton & Centeno, LLP, and the attorneys referenced herein, as counsel of record for Dominion Resources Black Warrior Trust by and through Southwest Bank, its Trustee in this case.

DATED: _____

United States District Judge