

**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.

WALTER ENERGY, INC. et al.,

Appellees.

Case Number 2:15-cv-1773-LSC

**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 October 12, 2015, thereby commencing this appeal.
2. Dominion is also the appellant in the case captioned as *Dominion Resources Black Warrior Trust v. Walter Energy, Inc. et al.* [Case No. 2:15-cv-1531-LSC] (the “Cash Management Appeal”) that is also pending before this Court. On September 17, 2015, the



Debtors filed a motion to dismiss the Cash Management Appeal,<sup>1</sup> to which Dominion responded on September 24, 2015 (by the filing of the “Dominion Objection”).<sup>2</sup> The Dominion Objection generally provides a summary of the factual background in connection with this matter.<sup>3</sup>

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. In addition to this Motion, the Movants have also filed a motion to withdraw in the Cash Management Appeal.<sup>4</sup>

5. 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

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<sup>1</sup> Cash Management Appeal Dkt. No. 5. The Debtors filed a corrected motion to dismiss on September 28, 2015. Cash Management Appeal Dkt. No. 11.

<sup>2</sup> See Cash Management Appeal Dkt. No. 9.

<sup>3</sup> At the time of the filing of the Dominion Objection, the Bankruptcy Court had taken the Steering Committee Motion (as defined in the Dominion Objection) under advisement. See Dominion Objection at 8. Since then, the Bankruptcy Court has entered its *Amended Final Order (A) Authorizing Postpetition Use of Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties and (C) Granting Related Relief* [Bankr. Dkt. No. 797] (the “Amended Final Cash Collateral Order”), thereby granting the Steering Committee Motion. The Amended Final Cash Collateral Order is the subject of this appeal. See Dkt. No. 1.

<sup>4</sup> See Cash Management Appeal Dkt. No. 14.

Fort Worth, Texas 76162-2020

Southwest Bank, Trustee  
ATTN: Lisanne Davidson, General Counsel  
2200 West 7<sup>th</sup> 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 13, 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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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 SOUTHWEST BANK AS  
TRUSTEE OF THE DOMINION RESOURCES  
BLACK WARRIOR TRUST

**CERTIFICATE OF SERVICE**

I hereby certify that on the 13<sup>th</sup> day of October, 2015, I electronically filed the forgoing Motion 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

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

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 7<sup>th</sup> 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)

James Bailey (jbailey@babco.com)

Stephen J. Shimshak (sshimshak@paulweiss.com)

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)

Hanna Lahr (hlahr@burr.com)

Ira S. Dizengoff (idizengoff@akingump.com)

Marty L. Brimmage, Jr. (mbrimmage@akingump.com)

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/ Jamie A. Wilson

Jamie A. Wilson

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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