

No. 2:15-cv-01819-LSC

---

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

---

**Official Committee of Unsecured Creditors of Walter Energy Inc., *et al.***  
*Appellant,*

v.

**Walter Energy, Inc., *et al.*,**  
*Appellees.*

---

On Appeal from the United States Bankruptcy Court  
for the Northern District of Alabama, No. 15-02741-TOM-11

---

**INTERESTED PARTY STEERING COMMITTEE'S  
AGREED MOTION TO EXTEND DEADLINE TO INTERVENE**

---

Ira S. Dizengoff  
Marty L. Brimmage, Jr.  
Kristine G. Manoukian  
AKIN GUMP STRAUSS HAUER & FELD LLP  
One Bryant Park  
New York, New York 10036-6745  
Telephone: (212) 872-1000

D. Christopher Carson  
Michael Leo Hall  
BURR & FORMAN LLP  
420 North 20th Street, Suite 3400  
Birmingham, AL 35203  
Telephone: (205) 251-3000

James Savin  
AKIN GUMP STRAUSS HAUER & FELD LLP  
1333 New Hampshire Avenue, N.W.  
Washington, D.C. 20036-1564  
Telephone: (202) 887-4000

---



150274116011400000000009

---

COUNSEL FOR THE STEERING COMMITTEE, AN INTERESTED PARTY

---

**STEERING COMMITTEE’S AGREED MOTION TO EXTEND  
DEADLINE TO INTERVENE**

The Steering Committee,<sup>1</sup> by and through its undersigned counsel, hereby moves this Court (the “Motion”) for entry of an order, substantially in the form attached hereto as Exhibit A, pursuant to Rules 8013 and 9006 of the Federal Rules of Bankruptcy Procedure, extending to December 2, 2015 the deadline for the Steering Committee to file a motion or notice of intervention in this proceeding (if such a motion or notice is necessary):

1. On October 12 and 13, 2015, respectively, Dominion Resources Black Warrior Trust (“Dominion”) and the Official Committee of Unsecured Creditors (the “Committee”) of Walter Energy, Inc., *et al.* filed notices of appeal [Bankr. Docket Nos. 868, 878] of the *Amended Final Order (A) Authorizing Postpetition Use of Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties and (C) Granting Related Relief* [Bankr. Docket No. 797] (the “Amended Cash Collateral Order”), entered on September 28, 2015 by the U.S. Bankruptcy

---

<sup>1</sup> 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 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.

Court for the Northern District of Alabama (the “Bankruptcy Court”) in the bankruptcy cases jointly administered under Case No. 2:15-cv-2741-TOM11 (the “Bankruptcy Cases”).

2. On October 26, 2015, the Bankruptcy Court granted Dominion and the Committee’s joint unopposed motion to extend their deadlines to file statements of issues and designations of the record on appeal [Bankr. Docket No. 950], setting the deadlines for these filings as November 25, 2015. Counter-designations of the record will, by operation of Bankruptcy Rule 8009, be due on December 9, 2015.

3. Pursuant to Bankruptcy Rule 8013, which requires a motion or notice of intervention to be “filed within 30 days after the appeal is docketed,” the Steering Committee’s motion or notice of intervention in the Committee’s appeal proceedings is presently due November 12, 2015.

4. By this Motion, the Steering Committee seeks to extend to December 2, 2015 its deadline to file a motion or notice of intervention in the Committee’s appeal. Counsel for the Steering Committee has conferred with counsel for both Dominion and the Committee, who have indicated they do not oppose the relief requested in this Motion.

5. With certain exceptions (inapplicable here), Bankruptcy Rule 9006 permits this Court, upon a showing of cause, to extend the time for actions required

by the Bankruptcy Rules “with or without motion or notice . . . if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order.” Bankruptcy Rule 9006(b)(1).

6. The Steering Committee believes that an extension of the deadline to move or provide notice of intervention, along with the requisite extension of the deadline for Dominion and the Committee to respond to such motion or notice, will permit the Steering Committee, the Committee, and Dominion to discuss the potential for a consensual resolution of the appeals and to avoid the costs the continued prosecution of the appeals would impose on the Debtors’ estates.

7. Additionally, the pending resolution of the Debtors’ motion in the Bankruptcy Cases to reject certain contracts with Dominion [Bankr. Docket No. 824], which was heard by the Bankruptcy Court on November 10, 2015, may help clarify the scope of issues on Dominion’s appeal or the need for that appeal.

8. The Debtors, the Committee and the Steering Committee also continue to discuss the potential for a consensual path forward for the Bankruptcy Cases. The Steering Committee believes that an extension of the deadline to intervene under Bankruptcy Rule 8013 will permit such discussions to continue and facilitate reaching an agreement among some or all of the parties regarding the ultimate resolution of the Bankruptcy Cases.

9. Finally, given the operative extension of the deadlines to file issue statements and make record designations, an extension of the Steering Committee's deadline to intervene will not prejudice any party to these proceedings.

10. Consequently, the Steering Committee submits that cause exists for the Court to enter the Proposed Order and extend the Steering Committee's deadline under Bankruptcy Rule 8013 to file a motion or notice of intervention in this appeal to December 2, 2015.

By: /s/Michael Leo Hall

**BURR & FORMAN LLP**

D. Christopher Carson

Michael Leo Hall

420 North 20th Street, Suite 3400

Birmingham, AL 35203

Telephone: (205) 251-3000

Fax: (205) 458-5100

Email: mhall@burr.com

ccarson@burr.com

***-and-***

**AKIN GUMP STRAUSS HAUER & FELD  
LLP**

Ira S. Dizengoff (*pro hac vice*)

Marty L. Brimmage, Jr. (*pro hac vice*)

Kristine G. Manoukian (*pro hac vice*)

One Bryant Park

New York, New York 10036-6745

Telephone: (212) 872-1000

Email: idizengoff@akingump.com,  
mbrimmage@akingump.com  
kmanoukian@akingump.com

***-and-***

**AKIN GUMP STRAUSS HAUER & FELD  
LLP**

James Savin (*pro hac vice*)  
1333 New Hampshire Avenue, N.W.  
Washington, DC 20036-1564  
Telephone: (202) 887-4000  
Email: jsavin@akingump.com,

***Counsel to the Steering Committee***

## CERTIFICATE OF SERVICE

I hereby certify that on November 11, 2015, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the following parties:

Patrick Darby, Esq.  
Jay R. Bender, Esq.  
James B. Bailey, Esq.  
Cathleen C. Moore, Esq.  
Scott B. Smith, Esq.  
Bradley Arant Boult Cummings LLP  
One Federal Place  
1819 Fifth Avenue North  
Birmingham, AL 35203  
pdarby@babbc.com  
jbender@babbc.com  
ccmoore@babbc.com  
jbailey@babbc.com  
ssmith@babbc.com

Kelley A. Cornish, Esq.  
Stephen A. Shimshak, Esq.  
Ann K. Young, Esq.  
Michael S. Rudnick, Esq.  
Claudia Tobler, Esq.  
Diane Meyers, Esq.  
Paul, Weiss, Rifkind, Wharton &  
Garrison LLP  
1285 Avenue of the Americas  
New York, NY 10019-6064  
kcornish@paulweiss.com  
sshimshak@paulweiss.com  
ayoung@paulweiss.com  
mrudnick@paulweiss.com  
ctobler@paulweiss.com  
dmeyers@paulweiss.com

Bill D. Bensinger, Esq.  
Daniel D. Sparks, Esq.  
Christian & Small, LLP  
1800 Financial Center  
505 North 20<sup>th</sup> Street  
Birmingham, AL 35203  
bdbensinger@csattorneys.com  
dds@csattorneys.com

Brett H. Miller  
Lorenzo Marinuzzi  
Jennifer Marines  
Morrison & Foerster LLP  
250 West 55th Street  
New York, New York 10019-9601  
brettmiller@mofo.com  
lmarinuzzi@mofo.com  
jmarines@mofo.com

Lee R. Benton  
Jamie A. Wilson  
2019 Third Avenue North  
Birmingham, Alabama 35203  
lbenton@bcattys.com

Richard P. Carmody  
Adams & Reese LLP  
Regions Harbert Plaza  
1901 6th Avenue North, Suite 3000  
Birmingham, AL 35203



jwilson@bcattys.com

Catherine Steege  
Charles B. Sklarsky  
Melissa M. Root  
Landon S. Raiford  
Jenner & Block LLP  
353 North Clark Street  
Chicago, Illinois 60654-3456  
csteege@jenner.com  
csklarsky@jenner.com  
mroot@jenner.com  
lraiford@jenner.com

Sharon Levine  
Paul Kizel  
Philip J. Gross  
Nicole M. Brown  
Lowenstein Sandler LLP  
65 Livingston Avenue  
Roseland, New Jersey 07068  
slevine@lowenstein.com  
pkizel@lowenstein.com  
pgross@lowenstein.com  
nbrown@lowenstein.com

Paul A. Green  
John R. Mooney  
Mooney, Green, Saindon, Murphy &  
Welch, P.C.  
1920 L Street, N.W., Suite 400  
Washington, D.C. 20036

Julia Frost-Davies  
Morgan, Lewis & Bockius LLP  
One Federal Street  
Boston, MA 02110-1726  
julia.frost-davies@morganlewis.com

richard.carmondy@arlaw.com

Jennifer B. Kimble  
Rumberger Kirk & Caldwell  
2001 Park Place North Suite 1300  
Birmingham, Alabama 35203  
jkimble@rumberger.com

Glen M. Connor  
George N. Davies  
Quinn, Connor, Weaver, Davies &  
Rouco LLP  
Two North Twentieth Building  
2 – 20th Street North, Suite 930  
Birmingham, Alabama 35203  
gconnor@qcwdr.com  
gdavies@qcwdr.com

John C. Goodchild, III  
Rachel Jaffe Mauceri  
Morgan, Lewis & Bockius LLP  
1701 Market Street  
Philadelphia, PA 19103-2921  
jgoodchild@morganlewis.com  
rmauceri@morganlewis.com

Richard M. Seltzer  
Thomas N. Ciantra  
Cohen, Weiss and Simon LLP  
330 West 42nd Street  
New York, New York 10036-6979  
tciantra@cwsny.com

David Jury  
Associate General Counsel  
United Steel, Paper and Forestry,  
Rubber, Manufacturing, Energy Allied  
Industrial and Service Workers  
International Union  
Five Gateway Center, Room 807 USW  
Pittsburgh, Pennsylvania 15222  
djury@usw.org

Patricia I. Chen  
Ropes & Gray LLP  
Prudential Tower  
800 Boylston Street  
Boston, MA 02199-3600  
patricia.chen@ropesgray.com

Mark R. Somerstein  
Ropes & Gray LLP  
1211 Avenue of the Americas  
New York, NY 10036-8704  
mark.somerstein@ropesgray.com

J. Thomas Corbett  
Bankruptcy Administrator  
1800 5th Avenue North  
Birmingham, AL 35203  
jtom\_corbett@alnba.uscourts.gov

*/s/ Michael Leo Hall*

---

**Of Counsel**

**EXHIBIT A**

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

3. This Court shall retain jurisdiction with respect to any and all matters arising from or relating to the implementation or interpretation of this Order.

Dated: \_\_\_\_\_, 2015  
Birmingham, Alabama

\_\_\_\_\_  
L. SCOTT COOGLER  
United States District Judge