

No. 2:15-cv-01773-LSC

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

Dominion Resources Black Warrior Trust
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**

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

The Steering Committee,¹ 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

¹ 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 Dominion’s appeal proceedings is presently due November 11, 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. 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 that are 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 cost 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 to December 2, 2015.

By: /s/Michael Leo Hall

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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:

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EXHIBIT A

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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