

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

<p>In re:</p> <p>NEW WEI, INC., <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors</p>	<p>Chapter 7</p> <p>Case No. 15-02741-TOM7</p> <p>Jointly Administered</p>
<p>HILLSBOROUGH HOLDINGS CORP.,</p> <p style="text-align: center;">Plaintiff,</p> <p>v.</p> <p>THE UNITED STATES OF AMERICA,</p> <p style="text-align: center;">Defendant</p>	<p>Adversary Proceeding No. 15-00127-TOM</p>

**ORDER GRANTING THE MOTION FOR APPROVAL OF
THE SETTLEMENT AGREEMENT BETWEEN
THE CHAPTER 7 TRUSTEE AND THE UNITED STATES OF AMERICA
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019**

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: New WEI, Inc. (f/k/a 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); New WEI 7, Inc. (f/k/a J.W. Walter, Inc.) (0648); Jefferson Warrior Railroad Company, Inc. (3200); New WEI 2, LLC (f/k/a Jim Walter Homes, LLC) (4589); New WEI 13, Inc. (f/k/a 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); New WEI 19, LLC (f/k/a Walter Black Warrior Basin LLC) (5973); New WEI 18, Inc. (f/k/a Walter Coke, Inc.) (9791); New WEI 22, LLC (f/k/a Walter Energy Holdings, LLC) (1596); New WEI 20, LLC (f/k/a Walter Exploration & Production LLC) (5786); New WEI 1, Inc. (f/k/a Walter Home Improvement, Inc.) (1633); New WEI 6 Company (f/k/a Walter Land Company) (7709); New WEI 16, Inc. (f/k/a Walter Minerals, Inc.) (9714); and New WEI 21, LLC (f/k/a Walter Natural Gas, LLC) (1198). The location of the Debtors' corporate headquarters is 2100 Southbridge Parkway, Suite 650, Birmingham, Alabama 35209.



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Upon consideration of the motion (the “Motion”)² of Andre' M. Toffel, as Trustee for the Chapter 7 Debtor, New WEI, Inc., and on behalf of New WEI, as common parent and agent for its consolidated group and subsidiaries (together, the “New WEI Group” (formerly, the Walter Energy, Inc., Walter Industries, Inc., Hillsborough Holdings Corp., and Jim Walter Corporation consolidated group), for entry of an order, pursuant to section 105 of title 11 of the U.S. Code (the “Bankruptcy Code”) and Federal Rule of Bankruptcy Procedure 9019 (“Rule 9019”), approving the Settlement Agreement between the Trustee and the United States; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that adequate and proper notice of the Motion has been given and that no other or further notice need be given; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors’ estates, their creditors and all other parties in interest; and the legal and factual bases set forth in the Motion having established just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor; it is hereby ORDERED that:

1. The Motion is **GRANTED**.
2. The objection to the Motion filed by Warrior Met Coal, Inc. (“Warrior Met”) is **OVERRULED**. In addition, the Trustee, the United States and Mueller Water Products, Inc. are directed to cooperate with Warrior Met by providing, to the extent not subject to attorney-client or other applicable privilege or the work product doctrine, but otherwise to the fullest extent allowed by law, all documents and information reasonably requested by Warrior Met with respect to the tax calculations made the basis of the Motion and the Settlement Agreement.
3. The Settlement Agreement attached to the Motion as Exhibit C and all of the terms therein are hereby APPROVED.
4. The Parties and Mueller are authorized and directed to perform their obligations under the Settlement Agreement.

² Unless otherwise noted herein, capitalized terms in this Order shall have the meanings ascribed to them in the Motion.

5. The United States is authorized and directed to take any and all actions necessary to ensure that the Ditech Payments are paid in accordance with the terms of the Ditech Confirmation Order.

6. As provided in the Settlement Agreement, upon the United States' receipt of the entire Settlement Amount, and consistent with the timing of the following events as set forth in the Settlement Agreement, (a) the Proofs of Claim filed in this case and the Ditech chapter 11 bankruptcy case shall be withdrawn with prejudice, (b) the Adversary Proceeding shall be dismissed with prejudice (in a form substantively consistent with Exhibit F attached to the Motion), (c) the Government's pending Motion to Enforce Settlement (Doc. 3166) shall be withdrawn with prejudice (in a form substantively consistent with Exhibit G attached to the Motion), and (d) New WEI and the New WEI Group, including but not limited to Mueller and Ditech, shall be deemed fully and forever released and discharged from any and all civil liabilities or obligations arising out of or in connection with the New WEI Group Tax Liabilities.

7. To the extent that there are any inconsistencies between this Order and the Settlement Agreement, the Settlement Agreement shall govern.

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, modification, interpretation, or enforcement of this Order.

Dated: November 20, 2019

/s/ Tamara O. Mitchell
UNITED STATES BANKRUPTCY JUDGE

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