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

|  |  |  |
| --- | --- | --- |
| In re:WALTER ENERGY, INC., *et al.*,[[1]](#footnote-1)Debtors. |  | Chapter 11Case No. 15-02741-TOM11Jointly Administered |

**NOTICE OF INTENT TO SELL, EXCHANGE OR OTHERWISE
TRANSFER BENEFICIAL OWNERSHIP OF STOCK**

PLEASE TAKE NOTICE that [Name] intends to sell, exchange or otherwise transfer Beneficial Ownership of \_\_\_\_\_\_\_\_\_\_ shares of Stock (the “Proposed Transaction”).[[2]](#footnote-2) Walter Energy, Inc. is a debtor and debtor in possession in Case No. 15-02741-TOM11 pending in the United States Bankruptcy Court for the Northern District of Alabama (the “Court”).

PLEASE TAKE FURTHER NOTICE that, before giving effect to the Proposed Transaction, [Name] has Beneficial Ownership of \_\_\_\_\_\_\_\_\_\_ shares of the Stock.

[Name] further acknowledges and agrees that (i)  if the Debtors file with the Court a Trading Objection to the Proposed Transaction by the Trading Objection Deadline, then the Proposed Transaction shall not be effective unless approved by a final and non-appealable order of the Court or otherwise agreed to by the Debtors; (ii) any transaction purportedly consummated in violation of the Order will be void *ab initio* and may result in the imposition of sanctions as provided in the Order and (iii) any further transactions contemplated by [Name] that may result in [Name] purchasing, acquiring or otherwise obtaining Beneficial Ownership of additional Stock will each require an additional notice be filed with the Court and served in the same manner as this notice.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, this notice is being filed with the Court and served upon the Debtors. In light of the nature of the relief requested herein, no other or further notice is necessary. This notice is given in addition to, and not as a substitute for, the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate and other laws, and does not excuse compliance therewith.

Respectfully submitted,

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
[Name of Stockholder]
[Address of Stockholder]
[City, state]

[Telephone of Stockholder]
[Facsimile of Stockholder]

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2015

1. The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: 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); J.W. Walter, Inc. (0648); Jefferson Warrior Railroad Company, Inc. (3200); Jim Walter Homes, LLC (4589); 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); Walter Black Warrior Basin LLC (5973); Walter Coke, Inc. (9791); Walter Energy Holdings, LLC (1596); Walter Exploration & Production LLC (5786); Walter Home Improvement, Inc. (1633); Walter Land Company (7709); Walter Minerals, Inc. (9714); and Walter Natural Gas, LLC (1198). The location of the Debtors’ corporate headquarters is 3000 Riverchase Galleria, Suite 1700, Birmingham, Alabama 35244-2359. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of the Debtors’ bankruptcy cases. [↑](#footnote-ref-1)
2. Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors’ Estates* (the “Order”). [↑](#footnote-ref-2)