

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

In re:

WALTER ENERGY, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 15-02741-TOM11

Jointly Administered

Docket Ref. 48, 85 & 104

**ORDER (A) (I) AUTHORIZING THE FORMATION OF A COMMITTEE OF RETIRED
EMPLOYEES PURSUANT TO SECTIONS 1114(c)(2) AND 1114(d) OF THE
BANKRUPTCY CODE AND (II) ESTABLISHING PROCEDURES FOR SELECTING
COMMITTEE MEMBERS AND (B) GRANTING RELATED RELIEF**

Upon consideration of the Debtors' Motion for an Order (A) (I) Authorizing the Formation of a Committee of Retired Employees Pursuant to Sections 1114(c)(2) and 1114(d) of the Bankruptcy Code; and (II) Establishing Procedures for Selecting Committee Members and (B) Granting Related Relief (the "Motion"),² all as described more fully in the Motion; the Court having reviewed the Motion and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing"); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1134 and venue of this proceeding is proper in this District pursuant to 28 U.S.C. § 1409; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) notice of the Motion and the Hearing was

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.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.



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sufficient under the circumstances; (d) the appointment of the Retiree Committee pursuant to section 1114 of the Bankruptcy Code is in the best interests of the Debtors' respective estates and is appropriate under the circumstances; and (e) the Selection Procedures for the appointment of the Retiree Committee described in the Motion are fair and are reasonably designed to result in a balanced and representative Retiree Committee; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Court authorizes the formation of a single Section 1114 Committee. All Unrepresented Retirees shall be deemed to be represented by the Section 1114 Committee as their authorized representative for purposes of section 1114 of the Bankruptcy Code.
3. The Debtors and the UMWA and USW shall confer as needed if any question exists whether any individual is a Non-Union Retiree or a Union Retiree for purposes of the Selection Procedures.
4. Pursuant to section 1114(c)(1), the UMWA is hereby appointed to the Section 1114 Committee as the authorized representative for the Union Retirees it represents.
5. Pursuant to section 1114(c)(1), the USW is hereby appointed to the Section 1114 Committee as the authorized representative for the Union Retirees it represents.
6. KCC will mail and notice the Questionnaires, substantially in the form attached hereto as Exhibit A within five (5) business days of entry of this order to Unrepresented Retirees for which the Debtors have address information. No more than five (5) calendar days after expiration of the Questionnaire Deadline, KCC will process and deliver the Questionnaires to the Bankruptcy Administrator, in a manner reasonably acceptable to the Bankruptcy Administrator

and agreed upon by KCC. Unless otherwise agreed to by the Bankruptcy Administrator, KCC will provide the Questionnaires only to the Bankruptcy Administrator.

7. The Debtors, the Bankruptcy Administrator and this Court, as the case may be, shall fully implement the Selection Procedures, as fully described in the Motion.

8. Nothing contained in the Motion or this Order shall be deemed an admission or a finding that the Debtors have any obligations to provide any Retiree Benefits to any retiree (whether a Union Retiree or a Non-Union Retiree). Notwithstanding the relief granted herein, the Debtors' rights to modify any Retiree Benefits unilaterally in accordance with the documents and agreements governing the provision of such Retiree Benefits, without seeking relief under section 1114 of the Bankruptcy Code, are hereby expressly preserved.

9. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

Dated: July 30, 2015
Birmingham, Alabama

/s/ Tamara O. Mitchell
TAMARA O. MITCHELL
United States Bankruptcy Judge

EXHIBIT A

SECTION 1114 COMMITTEE QUESTIONNAIRE

**REQUEST FOR NOMINATIONS TO SECTION 1114 COMMITTEE
IN RE WALTER ENERGY, INC., ET AL.,¹ CASE NO. 15-02741-TOM11**

Attention Walter Energy Retirees:

Walter Energy, Inc., and its affiliated debtors and debtors-in-possession (each a “Debtor,” and, collectively, the “Debtors”) have announced that they may seek to modify certain healthcare and life-insurance retiree benefits pursuant to Section 1114 of the Bankruptcy Code. We regret having to make this decision, but we’ve determined that these changes are necessary to reorganize successfully.

The Debtors will negotiate specific modifications to these benefits with a committee (the “Section 1114 Committee”) composed of “authorized representatives” of the various employee groups, as provided for in Section 1114 of the Bankruptcy Code. It is expected that negotiations may take place over several months after the bankruptcy court appoints the Section 1114 Committee and that Section 1114 Committee members will need to be available for the entire timeframe.

Representatives of Union Retirees

Section 1114 generally provides that the union is the authorized representative of individuals who retired from a job classification represented by that union.

In the Debtors’ case, both the United Mine Workers of America and the United Steelworkers have elected to represent their respective retirees. If the job classification you retired from is now represented by the United Mine Workers of America or the United Steelworkers, the applicable union will serve as your authorized representative.

Representatives of Non-Union Retirees

If the job classification you retired from is not represented by a union, you are eligible to seek to serve on the Committee.

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The Application Process for Eligible Retirees

The Bankruptcy Court and the Bankruptcy Administrator for the Northern District of Alabama will select and appoint the Section 1114 Committee. If you are a retiree whose healthcare or life-insurance retiree benefits may be affected, and if you are interested in serving on such a Section 1114 Committee, please complete the attached response form and send it to the Kurtzman Carson Consultants LLC (“KCC”) by facsimile (310-776-8341), by e-mail to walterenergyinfo@kccllc.com, or by mail to 2335 Alaska Avenue, El Segundo, CA 90245.

IN ORDER TO BE CONSIDERED FOR SERVICE ON SUCH A COMMITTEE, YOU MUST RETURN THE ATTACHED RESPONSE FORM SO THAT IT IS RECEIVED BY KCC NO LATER THAN [DATE].

Thank you for your interest in the section 1114 process.

**Walter Energy Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue, El Segundo, CA 90245
Telephone: 866-967-0679
Fax: 310-776-8341
E-mail: walterenergyinfo@kccllc.com**

SECTION 1114 COMMITTEE QUESTIONNAIRE

In re: WALTER ENERGY, INC., et al. (“Walter Energy”), Case No. 15-02741-TOM11

PLEASE RETURN BY FAX OR MAIL TO THE ABOVE ADDRESS SO THE FORM IS RECEIVED NO LATER THAN _____, 2015 at 5:00 P.M. (CDT)

PLEASE TYPE OR PRINT CLEARLY:

The undersigned creditor is willing to serve on the Section 1114(d) Retiree Committee:

1. Name: _____
2. Address: _____
3. Phone number: _____
4. Email: _____
5. Date of retirement: _____
6. I retired from Walter Energy or the following Walter Energy subsidiary, division or other entity: _____
7. I worked for Walter Energy or such subsidiary, division or entity for the following number of years prior to retirement: _____
8. My position immediately prior to retirement was: _____

9. Please list all other positions you held while employed by the employer named in question 8 or by any other Walter Energy subsidiary, division or entity and the approximate dates when each such position was held: _____

10. Were you a member of any union while employed by Walter Energy or any of the other employers named in this Questionnaire? Yes _____ No _____

If yes, what union? _____

Did you ever hold a leadership position with that union? Yes _____ No _____

If yes, please explain your leadership role within the union: _____

11. Are you currently receiving health insurance benefits due to your employment with Walter Energy or any of the employers named in this Questionnaire?

Yes _____ No _____

12. Are you currently eligible to receive life insurance benefits due to your employment with Walter Energy or any of the employers named in this Questionnaire? Yes _____ No _____

13. Have you ever had any experience in the employee benefit or retiree benefit area?

Yes _____ No _____

16. Section 1114(m) of the Bankruptcy Code provides that section 1114 of the Bankruptcy Code, including the ability to participate on the Section 1114 Committee, is not available to any retiree, or the spouse or dependents of such retiree, if such retiree's gross income for the twelve (12) months preceding the filing of the bankruptcy petition on July 15, 2015 equals or exceeds \$250,000,

unless such retiree can demonstrate to the satisfaction of the Bankruptcy Court that he or she is unable to obtain health, medical, life and disability coverage for him or herself, his or her spouse, and his or her dependents who would otherwise be covered by the Debtors' insurance plan, comparable to the coverage provided by the Debtors on the day before the Petition Date.

Was your gross income for the twelve (12) months preceding July 15, 2015 equal to or greater than \$250,000? Yes _____ No _____

If yes, are you able to obtain health, medical, life and disability coverage comparable to the coverage provided by the Debtors to you or your dependents on the day before the Petition Date? Yes _____ No _____

17. Please provide any other information or background as to why you should be appointed to the Section 1114 Committee, including any specific skills that you have that would be valuable to the Section 1114 Committee:

SIGNATURE: _____

Print Name: _____

Date: _____

THIS IS NOT A PROOF OF CLAIM FORM.

Notice Recipients

District/Off: 1126-2
Case: 15-02741-TOM11

User: Itumlin
Form ID: pdf000

Date Created: 7/30/2015
Total: 103

Recipients of Notice of Electronic Filing:

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aty	David S. Maxey	dsm@spain-gillon.com
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aty	George N. Davies	gdavies@qcwdr.com
aty	Glen Marshall Connor	gconnor@qcwdr.com
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aty	Jamie Alisa Wilson	jwilson@bcattys.com
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aty	Susan Reid Sherrill-Beard	sherrill-beards@sec.gov
aty	Walter F McArdle	wfm@spain-gillon.com
aty	William W Kannel	wkannel@mintz.com
aty	William (Will) Lee Thuston, Jr.	wlt@csattorneys.com

TOTAL: 39

Recipients submitted to the BNC (Bankruptcy Noticing Center):

db	Walter Energy, Inc., et al.	3000 Riverchase Galleria	Suite 1700	Birmingham, AL 35244-2359
cr	WHH Real Estate, LLC	c/o Daniel D. Sparks	505 20th Street North	Suite 1800 Birmingham,
	AL 35203			
cr	Cowin & Company, Inc.	c/o Daniel D. Sparks	505 20th Street North	Suite 1800 Birmingham,
	AL 35203			
cr	Nelson Brothers, LLC	c/o Daniel D. Sparks	505 20th Street North	Suite 1800 Birmingham,
	AL 35203			
ba	J. Thomas Corbett	Bankruptcy Administrator	1800 5th Avenue North	Birmingham, AL 35203
cr	United Mine Workers of America	c/o Sharon L. Levine	Lowenstein Sandler, LLP	65 Livingston
	Avenue & 6 Becker Farm Rd	Roseland, NJ 07068		
cr	Steering Committee	c/o Akin Gump Strauss Hauer & Feld LLP	One Bryant Park	Bank of America
	Tower	New York, NY 10036-6745		
intp	Wilmington Trust, National Association	Corporate Capital Markets	50 South Sixth Street Ste	
	1290	Minneapolis, MN 55402		
intp	Scott Greissman	White & Case LLP	1155 Avenue of the Americas	New York, NY 10036
cr	Alabama State Port Authority	c/o Benjamin S. Goldman, Esquire	2001 Park Place North	Suite
	1200	Birmingham, AL 35203		
cr	Thompson Tractor Co., Inc.	c/o Benjamin S. Goldman, Esquire	2001 Park Place North	Suite
	1200	Birmingham, AL 35203 UNITED STATES		
cr	Parker Towing Company, Inc.	c/o Benjamin S. Goldman, Esquire	2001 Park Place North	Suite
	1200	Birmingham, AL 35203 UNITED STATES		
cr	RGGS Land & Minerals, LTD., L.P.	c/o Robert A. morgan	ROSN HARWOOD, kPA	2200 Jack
	Warner Parkway, Suite 200	P. O. Box 2727	Tuscaloosa, AL 35403-2727	
cr	Birmingham Rail & Locomotive, Co., Inc.	Lindan J. Hill	600 University Park Place	Suite
	100	Birmingham, AL 35209		

cr	Arch Insurance Company	c/o C. Ellis Brazeal III	Jones Walker LLP	1819 5th Avenue
	North Suite 1100	Birmingham, AL 35203		
cr	Aspen American Insurance Company	c/o C. Ellis Brazeal III	Jones Walker LLP	1819 5th Avenue
	North Suite 1100	Birmingham, AL 35203		
op	Kurtzman Carson Consultants LLC	Attn: James Le	2335 Alaska Ave.	El Segundo, CA 90245
cr	Shook and Fletcher Supply Company, Inc.	c/o Stephen B. Porterfield	Sirote & Permutt, P.C.	2311
	Highland Avenue S.	Birmingham, AL 35205		
cr	G. R. Harsh Sr., Real Estate Holdings, LLC	c/o Milton Harsh	110 Malaga Avenue	Homewood, AL 35209
intp	Janine LaDouceur	264 Commerce Street	Hawthorne, NY 10532	
cr	Hager Oil Company, Inc.	c/o Marvin E. Franklin	Najjar Denaburg, P.C.	2125 Morris Avenue Birmingham, AL 35116
cr	S.E. Belcher, Jr. Private Foundation No. 3	c/o Jesse S. Vogtle, Jr.	PO Box 306	Birmingham, AL 35201
cr	CONSOLIDATED PIPE & SUPPLY CO., INC.	c/o Marvin E. Franklin	Najjar Denaburg, P.C.	2125 Morris Avenue Birmingham, AL 35203
cr	Pension Benefit Guaranty Corporation	1200 K St., NW	Washington, DC 20005	
cr	Automotive Rentals, Inc.	c/o McGlinchey Stafford	10407 Centurion Pkwy. N.	Suite 200 Jacksonville, FL 32256
cr	Jefferson County Department of Health	and/or Mark E. Wilson, MD	1400 Sixth Avenue	South Birmingham, AL 35233
cr	Wesley West Minerals, Ltd.	c/o Robert A. Morgan	ROSEN HARWOOD, PA	2200 Jack Warner Parkway, Suite 200 PO Box 2727 Tusclaoosa, AL 35403-2727
intp	U.S. Securities and Exchange Commission	Atlanta Regional Office	950 East Paces Ferry Road,	N.E. Suite 900 Atlanta, GA 30326-1382
cr	George M. Phillippi	4 Office Park Circle, Suite 313	Birmingham,, AL 35223	
cr	Appalachian Power Company d/b/a American Electric Power	c/o Eric T. Ray, Esq.	Post Office Box 306 Birmingham, AL 35201	
intp	Ramsay McCormack Land Co. Inc.	c/o Lee R. Benton	Benton & Centeno, LLP	2019 3rd Avenue North Birmingham, AL 35203
intp	Dominion Resources Black Warrior Trust by and through its Trustee, Southwest Bank	c/o Lee R. Benton Benton & Centeno, LLP	2019 3rd Avenue North	Birmingham, AL 35203
cr	Comerica Bank	Balch & Bingham LLP	PO Box 306	Birmingham, AL 35201
cr	NATIONAL LABOR RELATIONS BOARD	Region 10 Birmingham Resident Office	1130 22nd St S, Suite 3400	BIRMINGHAM, AL 35205 JEFFERSON
aty	Amelia C. Joiner	Morgan, Lewis & Bockius LLP	One Federal St	Boston, MA 02110-1726
aty	Andrew I. Silfen	Arent Fox PLLC	1675 Broadway	New York, NY 10019
aty	Beth Brownstein	Arent Fox PLLC	1675 Broadway	New York, NY 10019
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aty	David R. Jury	United Steelworkers	Five Gateway Center Room 807	Pittsburgh, PA 15222
aty	Harold L. Kaplan	321 North Clark St Ste 2800	Chicago, IL 60654-5313	
aty	Ira Dizengoff	Akin Gump Strauss Hauer & Feld LLP	One Bryant Park	New York, NY 10036
aty	James Savin	Akin Gump Strauss Hauer & Feld LLP	1333 New Hampshire Ave NW	Washington, DC 20036
aty	John C. Goodchild, III	Morgan, Lewis & Bockius LLP	1701 Market Street	Philadelphia, PA 19103-2921
aty	John R. Mooney	Mooney, Green, Saindon, Murphy & Welch,	1920 L Street NW Suite 400	Washington, DC 20036
aty	Joseph E. Bain	Thompson & Knight LLP	333 Clay Street Ste 3300	Houston, TX 77002
aty	Kristine Manoukian	Akin Gump Strauss Hauer & Feld LLP	One Bryant Park	New York, NY 10036
aty	Lars A. Peterson	Foley & Lardner LLP	321 North Clark St Ste 2800	Chicago, IL 60654-5313
aty	Mark F. Hebbeln	Foley & Lardner LLP	321 North Clark St Ste 2800	Chicago, IL 60654-5313
aty	Mark R. Sommerstein	Ropes & Gray LLP	1211 Avenue of the Americas	New York, NY 10035-8704
aty	Melissa Y. Boey	Spain & Gillon LLC	101 Park Avenue	New York, NY 10178-0060
aty	Michael E. Collins	Manier & Hood	One Nashville Place	1500 Fourth Ave N Ste 2200 Nashville, TN 37219
aty	Nicole M. Brown	Lowenstein Sandler LLP	65 Livingston Avenue	Roseland, NJ 07068
aty	Paul Kizel	Lowenstein Sandler LLP	65 Livingston Avenue	Roseland, NJ 07068
aty	Paul A. Green	Mooney, Green, Saindon, Murphy & Welch,	1920 L Street NW Suite 400	Washington, DC 20036
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aty	Rachel Jaffe Mauceri	Morgan, Lewis & Bockius LLP	1701 Market Street	Philadelphia, PA 19103-2921
aty	Richard M Seltzer	Cohen, Weiss & Simon LLP	330 West 42nd Street	New York, NY 10036
aty	Sam H. Poteet, Jr.	Manier & Hood	One Nashville Place	1500 Fourth Ave N Ste 2200 Nashville, TN 37219
aty	Scott C. Williams	Manier & Hood	One Nashville Place	1500 Fourth Ave N Ste 2200 Nashville, TN 37219
aty	Sharon L. Levine	Lowenstein Sandler LLP	65 Livingston Avenue	Roseland, NJ 07068
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aty	Thomas N Ciantra	Cohen, Weiss & Simon LLP	330 West 42nd Street	New York, NY 10036
aty	Tye C. Hancock	Thompson & Knight LLP	333 Clay Street Ste 3300	Houston, TX 77002
smg	Thomas Corbett	BA Birmingham	1800 5th Avenue North	Birmingham, AL 35203

TOTAL: 64