

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION

In re:

WALTER ENERGY, INC. *et al.*,

Debtors.¹

Chapter 11

Case No. 15-02741-TOM11

Jointly Administrated

**DOMINION RESOURCES BLACK WARRIOR TRUST’S WITNESS
AND EXHIBIT LIST FOR SEPTEMBER 2, 2015 HEARING**

Dominion Resources Black Warrior Trust (“Dominion”) by and through its Trustee, Southwest Bank, hereby files this witness and exhibit list for the September 2, 2015, hearings (the “Hearings”) regarding (A) *Motion of Comerica Bank to Amend or Alter Order (A)(I) Approving Continued Use of Debtors Existing Cash Management System*, that was filed as Dkt. No. 250 in the above-captioned bankruptcy case, and (B) *Motion for Relief from Stay to the Extent Applicable, to Allow Payment of Defense Costs and Other Loss Under Directors and Officers Liability Insurance Policies*, that was filed as Dkt. No. 252 in the above-captioned bankruptcy case:

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



Witnesses

Dominion may call any of the following witnesses at the Hearing, whether in person or by proffer:

1. Ron Hooper, Senior Vice President of Southwest Bank;
2. William G. Harvey, Chief Financial Officer of Walter Energy, Inc.;
3. James R. Latimer, III;²
4. Any witnesses called or designated by any other party; and
5. Any witnesses necessary to rebut the testimony of any witness called or designated by any other party.

Exhibits³

Dominion may offer into evidence any one or more of the following exhibits at the Hearing:

Exhibit	Description	Offered	Objection	Admitted
1.	Overriding Royalty Conveyance dated May 31, 1994			
2.	Amendment and Ratification of Overriding Royalty Conveyance dated November 20, 1994			
3.	Trust Agreement of Dominion Resources Black Warrior Trust dated May 31, 1994			
4.	First Amendment of Trust Agreement of Dominion Resources Black Warrior Trust dated May 31, 1994			
5.	Administrative Services Agreement, effective June 1, 1994			
6.	Sonat Gas Purchase Agreement, effective June 1, 1994			
7.	Letter from Walter Energy to SW Bank Dominion Resources dated July 20, 2015			

² Dominion intends to call Mr. Latimer as an expert witness.

³ Each designated exhibit shall also include any and all attachments and/or exhibits to such exhibit.

Exhibit	Description	Offered	Objection	Admitted
8.	Quarterly Distribution of Net Revenues, for Quarter Ending December 31, 2014			
9.	Quarterly Distribution of Net Revenues, for Quarter Ending March 31, 2015			
10.	Quarterly Distribution of Net Revenues, for Quarter Ending June 30, 2015			
11.	Base Contract for Sale and Purchase of Natural Gas between Alabama Gas Corporation and Walter Black Warrior Basin, LLC, dated August 1, 2010 ⁴			
12.	Walter Black Warrior Basin LLC Gas Purchase Invoices for April, May and June 2015 ⁵			
13.	Declaration of William G. Harvey in Support of First Day Motions [Dkt. 3]			
14.	The Debtors' Motion For An Order Approving Continued Use Existing Cash Management System [Dkt. 38]			
15.	Order Approving Continued Use of the Existing Cash Management System [Dkt. 60]			
16.	Interim Order Authorizing Postpetition Use Of Cash Collateral [Dkt. 59]			
17.	Amended Order Approving Continued Use of the Existing Cash Management System [Dkt. 332]			

⁴ This exhibit is subject to an oral confidentiality agreement between Dominion and the above-captioned debtors (the "Debtors") as stated on the record at the August 14th, 2015 deposition of William G. Harvey.

⁵ This exhibit is subject to an oral confidentiality agreement between Dominion and the Debtors as stated on the record at the August 14th, 2015 deposition of William G. Harvey.

Exhibit	Description	Offered	Objection	Admitted
18.	JP Morgan Bank Statements Produced by Debtors <ul style="list-style-type: none"> • Account Statements for Walter Black Warrior Basin, LLC Account ___8671 for April 1, 2015-July 31, 2015 • Account Statements for Walter Energy Inc. Account ___8630 for April 1, 2015-July 31, 2015⁶ 			
19.	Transcript from August 14, 2015 Deposition of William G. Harvey			
20.	Transcript from August 18, 2015 Hearing			
21.	Any Relevant Document That Is Produced By The Debtors After The Expired Production Deadline Set Forth in the Court's Order Granting Motion to Shorten Time ⁷			
22.	Any exhibit designated by any other party			
23.	Any exhibits necessary to rebut the testimony of witnesses called or designated by any other party			

Dominion reserves the right to supplement or amend this Witness and Exhibit List at any time before the Hearing.

Dated: August 28, 2015

Respectfully Submitted,

BENTON & CENTENO, LLP

By: /s/ Lee R. Benton

Lee R. Benton (Bar No. ASB 8421-E63L)
 Jamie A. Wilson (Bar No. ASB 8149-E58T)
 2019 Third Avenue North
 Birmingham, Alabama 35203

⁶ This exhibit is subject to an oral confidentiality agreement between Dominion and the Debtors as stated on the record at the August 14th, 2015 deposition of William G. Harvey.

⁷ See Dkt. No. 375.

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-and-

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**ATTORNEYS FOR THE DOMINION
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