

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

<p>In re:</p> <p>WALTER ENERGY, INC., <i>et al.</i>,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 15-02741-TOM11</p> <p>Jointly Administered</p>
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**ORDER SETTING EXPEDITED HEARING ON DEBTORS’ MOTION FOR (A) AN ORDER (I) ESTABLISHING BIDDING PROCEDURES FOR THE SALE(S) OF ALL, OR SUBSTANTIALLY ALL, OF THE DEBTORS’ ASSETS; (II) APPROVING BID PROTECTIONS; (III) ESTABLISHING PROCEDURES RELATING TO THE ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES; (IV) APPROVING FORM AND MANNER OF THE SALE, CURE AND OTHER NOTICES; AND (V) SCHEDULING AN AUCTION AND A HEARING TO CONSIDER THE APPROVAL OF THE SALE(S); (B) ORDER(S) (I) APPROVING THE SALE(S) OF THE DEBTORS’ ASSETS FREE AND CLEAR OF CLAIMS, LIENS AND ENCUMBRANCES; AND (II) APPROVING THE ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES; AND (C) CERTAIN RELATED RELIEF**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of Walter Energy, Inc. and its affiliated debtors and debtors-in-possession in the above captioned cases (each a “Debtor” and collectively, the “Debtors”) for entry of an order, pursuant to section 105 of title 11 of the U.S. Code (the “Bankruptcy Code”) and rule 9006(c) of the Federal Rules of Bankruptcy Procedure (the

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.



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“Bankruptcy Rules”), setting for expedited hearing the *Debtors’ Motion for (A) an Order (I) Establishing Bidding Procedures for the Sale(s) of All, or Substantially All, of the Debtors’ Assets; (II) Approving Bid Protections; (III) Establishing Procedures Relating to the Assumption and Assignment of Executory Contracts and Unexpired Leases; (IV) Approving Form and Manner of the Sale, Cure and Other Notices; and (V) Scheduling an Auction and a Hearing to Consider the Approval of the Sale(s); (B) Order(s) (I) Approving the Sale(s) of the Debtors’ Assets Free and Clear of Claims, Liens and Encumbrances; and (II) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (C) Certain Related Relief* (solely as to the relief requested in (A)(I) through (V), the “Bidding Procedures Motion”)<sup>3</sup>; 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 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 Bidding Procedures Motion is hereby set for hearing on **November 24, 2015** at **10:00 a.m. (prevailing Central Time)** in Courtroom 3 located at the United States Bankruptcy Court for the Northern District of Alabama, Robert S. Vance Federal Building, 1800 Fifth Avenue

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<sup>3</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Bidding Procedures Motion.

North Birmingham, Alabama 35203, and the notice periods for the hearing on the foregoing motion are reduced accordingly.

3. The Debtors shall provide notice of such hearing by serving a copy of this Order on the service list identified in the Bidding Procedures Motion.

4. Any objection to the Bidding Procedures Motion shall be filed and served on the Debtors on or before **November 17, 2015 at 4 p.m. (prevailing Central Time)**.

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

Dated: November 5, 2015

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

# Notice Recipients

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

User: Itumlin  
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Date Created: 11/5/2015  
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## Recipients submitted to the BNC (Bankruptcy Noticing Center) without an address:

cr Delaware Trust Company, as Indenture Trustee  
aty Lisa Beckerman

TOTAL: 2

## Recipients of Notice of Electronic Filing:

aty Patrick Darby pdarby@babc.com  
aty Adrian Zareba zareba.adrian@pbgc.gov  
aty Adrienne K Walker awalker@mintz.com  
aty Albert Kass ecfpleadings@kccllc.com  
aty Amber M. Whillock awhillock@starneslaw.com  
aty Arthur Lee Tucker leetucker@leetucker-law.com  
aty Benjamin Shaw Goldman bgoldman@handarendall.com  
aty Bill D Bensinger bdbensinger@csattorneys.com  
aty Brian R Walding bwalding@waldinglaw.com  
aty Catherine L. Steege csteege@jenner.com  
aty Cathleen C Moore ccmooore@babc.com  
aty Charles Howard Moses, III melissa@mosespc.com  
aty Clyde Ellis Brazeal, III ebrazeal@joneswalker.com  
aty D Christopher Carson ccarson@burr.com  
aty Daniel Pasky dpasky@mcglinchey.com  
aty Daniel D Sparks ddsparks@csattorneys.com  
aty Daniel D Sparks ddsparks@csattorneys.com  
aty David S. Maxey dsm@spain-gillon.com  
aty Edwin Bryan Nichols bnichols@waldinglaw.com  
aty Eric L. Pruitt epruitt@bakerdonelson.com  
aty Eric T Ray eray@balch.com  
aty Frank A. Anderson anderson.frank@pbgc.gov  
aty Frederick Mott Garfield fmg@spain-gillon.com  
aty George N. Davies gdavies@qcwdr.com  
aty Ginger D Cockrell GINGERCOCKRELL@COMCAST.NET  
aty Glen Marshall Connor gconnor@qcwdr.com  
aty Grady Milton McCarthy milton.mccarthy@asmc.alabama.gov  
aty Gregory Michael Taube greg.taube@nelsonmullins.com  
aty Ira Dizengoff idizengoff@akingump.com  
aty James Savin jsavin@akingump.com  
aty James Blake Bailey jbailey@babc.com  
aty James G Henderson JamesH@pm-j.com  
aty Jamie Alisa Wilson jwilson@bcattys.com  
aty Jay R. Bender jbender@babc.com  
aty Jayna Partain Lamar jlamar@maynardcooper.com  
aty Jennifer Brooke Kimble jkimble@rumberger.com  
aty Jesse S Vogtle, Jr jvogtle@balch.com  
aty Joy Beth Smith joybeth@maxpopejr.com  
aty Kenneth Joe Wilson, Jr kjwilson@wardwilsonlaw.com  
aty Kristine Manoukian kmanoukian@akingump.com  
aty Kristofor D Sodergren bknotice@rcslaw.com  
aty Lars A. Peterson lapeterson@foley.com  
aty Leah M. Eisenberg eisenberg.leah@arentfox.com  
aty Lee R. Benton lbenton@bcattys.com  
aty Lindan J. Hill lhill@gattorney.com  
aty Mark F. Hebbeln mhebbeln@foley.com  
aty Mark P. Williams mpwilliams@nwkt.com  
aty Marty L. Brimmage, Jr. mbrimmage@akingump.com  
aty Marvin E. Franklin mfranklin@najjar.com  
aty Matthew M Cahill mcahill@bakerdonelson.com  
aty Max C. Pope, Jr max@maxpopejr.com  
aty Melissa M. Root mroot@jenner.com  
aty Michael A Fritz, Sr bankruptcy@fritzlawalabama.com  
aty Michael B Odom modom@rumberger.com  
aty Michael E Bybee mbybee1@bellsouth.net  
aty Michael Leo Hall mhall@burr.com  
aty Norman Matt Stockman nstockman@handarendall.com  
aty Patricia Chen patricia.chen@ropesgray.com  
aty R. Scott Williams swilliams@rumberger.com  
aty Randolph M Fowler rfowler@pjgf.com  
aty Richard Patrick Carmody richard.carmody@arlaw.com  
aty Robert A Morgan rmorgan@rosenharwood.com  
aty Robert A Morgan rmorgan@rosenharwood.com

aty Robert Moore Weaver weaver@qcwdr.com  
 aty S Scott Hickman scotthickmanlaw@gmail.com  
 aty Samuel Maples sam@mtandj.com  
 aty Samuel Stephens sstephens@bcattys.com  
 aty Shelley Bush Marmon samarmon@cjmlaw.com  
 aty Stephen B Porterfield sporterfield@sirete.com  
 aty Susan Reid Sherrill-Beard sherrill-beards@sec.gov  
 aty Thomas Benjamin Humphries thumphries@sirete.com  
 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: 74

**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  
 intp 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 RGGGS 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 Sirete & 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 Tusclaooa, 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  
 cr Frontier Enterprises Balch & Bingham LLP PO Box 306 Birmingham,, AL 35201  
 crcm Mayer Electric Supply Co., Inc. Attn: Mark J. Horn 3405 4th Avenue S Birmingham, AL 35222

crcm	Delaware Trust Company, as Indenture Trustee	Attn: Sandra E. Horwitz	2711 Centerville Road	Wilmington, DE 19808
crcm	UMWA 1974 Pension Plan and Trust	Attn: David W. Allen	2121 K Street, N.W.	Washington, DC 20037
crcm	UMB Bank National Association	Attn: Mark Flannagan	1010 Grand Blvd.	Kansas City, MO 64106
crcm	United Steelworkers	Attn: David R. Jury	60 Boulevard of the Allies, Room 807	Pittsburgh, PA 15222
crcm	Hager Oil Company, Inc.	Attn: Philip C. Grace	P O Box 1429	Jasper, AL 35502-1429
crcm	United Mine Workers of America	Attn: Grant Crandall	18354 Quantico Gateway Drive, Suite 200	Triangle, VA 22172
crcm	Carroll Engineering Co.	Attn: Greg Wolfe	227 Industrial Park Dr	Harlan, KY 40831
crcm	Consolidated Pipe & Supply Co., Inc.	Attn: Chris Harper	1205 Hilltop Parkway	Birmingham, AL 35124
cr	Michael Earl Carney	51140 Highway 13	Eldridge, AL 35554	
cr	Caterpillar Financial Services Corporation	Baker, Donelson, Bearman, PC	420 20th Street North	Suite 1400 Birmingham, AL 35203
cr	Sandvik Mining and Construction USA, LLC	201 17th Street NW	Suite 1700	Atlanta, GA 30363
aty	Rachel L Webber	ROSEN HARWOOD, PA	2200 Jack Warner Parkway, Suite 200	Post Office Box 2727 Tuscaloosa, AL 35403-2727
crcm	Pension Benefit Guaranty Corporation	Attn: Michael Strollo	1200 K St. NW	Washington, DC 20005
crcm	Nelson Brothers LLC	Attn: Jason K. Baker	820 Shades Creek Pkwy Ste 2000	Birmingham, AL 35209
intp	Michael Bazley	PO Box 20	Tracy, CA 95378	
intp	GE Capital Information Technology Solutions, Inc	f/d/b/a IKON Financial Services	Administration	1738 Bass Road P O Box 13708 Macon, GA 31208-3708
intp	WHH Real Estate, LLC	c/o Lee R. Benton	Benton & Centeno, LLP	2019 3rd Avenue North Birmingham, AL 35203
cr	Alabama Gas Corporation	c/o Brian R. Walding	Walding LLC	2227 First Avenue South, Suite 100 Birmingham, AL 35233
cr	Jewel D Chaney	2759 County Road 63 South	Berry, AL 35546	
intp	Robert Makohin	73280 Shadow Mountain Dr Unit D	Palm Desert, CA 92260	
intp	Albert Plus, LLC	407 Vantage Point	Tuscaloosa, AL 35406	
cr	EXLP Operating, LLC	Stephen B. Porterfield	Sirote & Permutt, P.C.	2311 Highland Avenue S. Birmingham, AL 35205
intp	University of Notre Dame	c/o Lee R. Benton	Benton & Centeno, LLP	2019 3rd Avenue North Birmingham, AL 35203
cr	KyKennKee, Inc	P.O. Box 290	Vance, AL 35490	
crcm	Official Committee of Retired Employees of Walter Energy, Inc.	Adams and Reese LLP	1901 6th Avenue North, Suite 3000	Birmingham, AL 35203 UNITED STATES OF AMERICA
cr	Alabama Surface Mining Commission	P. O. Box 2390	Jasper, AL 35402-2390	
cr	Charles M. Cassidy Group, LLC	c/o Kristofor D. Sodergren	Rosen Harwood, P.A.	2200 Jack Warner Parkway, Suite 200 P.O. Box 2727 Tuscaloosa, AL 35403-2727
cr	Alabama Department of Conservation and Natural Resources	c/o Kristofor D. Sodergren	Rosen Harwood, P.A.	P.O. Box 2727 Tuscaloosa, AL 35403-2727
ex	Direct Fee Review LLC	W. Joseph Dryer	1000 N West Street Suite 1200	Wilmington, DE 19801
ba	Birmingham Water Works	3600 1st Avenue N	Birmingham, AL 35222	
aty	Maynard, Cooper and Gale	Maynard, Cooper, & Gale, P.C.	1901 Sixth Avenue North	2400 AmSouth Harbert Plaza Birmingham, AL 35203-2618
cr	Southeast Fabricators, Inc.	c/o Kristofor D. Sodergren	Rosen Harwood, P.A.	P.O. Box 2727 Tuscaloosa, AL 35403
cr	Citizens' Water Service, Inc.	PO Box 670	Vance, AL 35490	
intp	Frankie R. Cicero	PO Box 126	Sumiton, AL 35148	
cr	Preston B. Burnett	S. Scott Hickman, Atty at Law, LLC	c/o S. Scott Hickman	2600 Tuscaloosa, AL 35401
cr	Oracle America, Inc.	c/o Shawn M. Christianson	Buchalter Nemer	55 Second Street, 17th Floor San Francisco Ca, 94105 SAN FRANCISCO
intp	Barbara Ann Chism	14123 Freeman Rd	Tuscaloosa, AL 35405-9579	
cr	TN Dept of Revenue	c/o TN Atty General, Bankruptcy Div	PO Box 20207	Nashville, TN 37202-0207
op	AixPartners LLP	James A. Mesterharm, Managing Director	2000 Town Center Ste 2400	Southfield, MI 48075
aty	Allan J. Arffa	Paul, Weiss, Rifkind, Wharton & Garrison	1285 Avenue of the Americas	New York, NY 10019-6064
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
aty	Brett Miller	MORRISON & FOERSTER LLP	250 West 55th Street	New York, NY 10019-9601
aty	Bruce D. Buechler	Lowenstein Sandler LLP	65 Livingston Avenue	Roseland, NJ 07068
aty	Charles B. Sklarsky	Jenner & Block LLP	353 North Clark Street	Chicago, IL 60654-3456
aty	Charles L. Kerr	MORRISON & FOERSTER LLP	250 West 55th Street	New York, NY 10019-9601
aty	Chris D. Lindstrom	Cooper & Scully, P.C.	815 Walker St. #1040	Houston, TX 77002
aty	Crystal R. Axelrod	Morgan, Lewis & Bockius LLP	1000 Louisiana Street, Suite 4000	Houston, TX 77002-5005
aty	Daniel J. Leffell	Paul, Weiss, Rifkind, Wharton & Garrison	1285 Avenue of the Americas	New York, NY 10019-6064
aty	David R. Jury	United Steelworkers	Five Gateway Center Room 807	Pittsburgh, PA 15222
aty	Erica J. Richards	MORRISON & FOERSTER LLP	250 West 55th Street	New York, NY 10019-9601

aty	Harold L. Kaplan	321 North Clark St Ste 2800	Chicago, IL 60654-5313	
aty	J. Alexander Lawrence	MORRISON & FOERSTER LLP	250 West 55th Street	New York, NY
	10019-9601			
aty	James A. Newton	MORRISON & FOERSTER LLP	250 West 55th Street	New York, NY
	10019-9601			
aty	Jennifer L. Marines	MORRISON & FOERSTER LLP	250 West 55th Street	New York, NY
	10019-9601			
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	Julie M. Koenig	Cooper & Scully, P.C.	815 Walker St. #1040	Houston, TX 77002
aty	Landon S. Raiford	Jenner & Block LLP	353 North Clark Street	Chicago, IL 60654-3456
aty	Lorenzo Marinuzzi	MORRISON & FOERSTER LLP	250 West 55th Street	New York, NY
	10019-9601			
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		
aty	Phillip J. Gross	Lowenstein Sandler LLP	65 Livingston Avenue	Roseland, NJ 07068
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	Robert N. Kravitz	Paul, Weiss, Rifkind, Wharton & Garrison	1285 Avenue of the Americas	New
	York, NY 10019-6064			
aty	S. Jason Teele	Lowenstein Sandler LLP	65 Livingston Avenue	Roseland, NJ 07068
aty	Sam H. Poteet, Jr.	Manier & Hood	One Nashville Place	1500 Fourth Ave N Ste
	2200	Nashville, TN 37219		
aty	Samantha Martin	MORRISON & FOERSTER LLP	250 West 55th Street	New York, NY
	10019-9601			
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
aty	T. Michah Dortch	Cooper & Scully, P.C.	900 Jackson, Suite 100	Dallas, TX 75202
aty	Thomas N Ciantra	Cohen, Weiss & Simon LLP	330 West 42nd Street	New York, NY 10036
smg	Thomas Corbett	BA Birmingham	1800 5th Avenue North	Birmingham, AL 35203
smg	Steering Committee	c/o Akin Gump Strauss Hauer & Feld LLP	One Bryant Park	Bank of America
	Tower	New York, NY 10036-6745		

TOTAL: 116