

**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

**MOTION FOR EXPEDITED HEARING ON JOINT MOTION FOR AN ORDER
(A) AUTHORIZING PROCEDURES TO IMPLEMENT THE GLOBAL
SETTLEMENT AND (B) GRANTING RELATED RELIEF**

Walter Energy, Inc. and its affiliated debtors and debtors-in-possession in the above-captioned chapter 11 cases (each a “Debtor” and, collectively, the “Debtors”) hereby move, 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 “Bankruptcy Rules”), for entry of an order, substantially in the form annexed hereto as Exhibit A (the “Proposed Order”), setting for expedited hearing the *Joint Motion For an Order (A) Authorizing Procedures to Implement the Global*

¹ The debtors in these cases (collectively, the “Debtors,” and each a “Debtor”), 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.



Settlement and (B) Granting Related Relief [Docket No. ____] (the “Settlement Procedures Motion”).² In support of this motion (the “Motion”), the Debtors respectfully state as follows:

JURISDICTION

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. The Motion is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of the Chapter 11 Cases and the Motion is proper before the Court under 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief sought herein are section 105 of the Bankruptcy Code and Bankruptcy Rule 9006(c).

BACKGROUND

3. On July 15, 2015 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing the above-captioned cases (collectively, the “Chapter 11 Cases”). The Debtors have continued in possession of their respective properties and to operate and maintain their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

4. On the Petition Date, this Court entered an order consolidating the Chapter 11 Cases for procedural purposes only.

5. The Bankruptcy Administrator for the Northern District of Alabama (the “Bankruptcy Administrator”) has appointed two official committees in the Chapter 11 Cases—a statutory committee of unsecured creditors (the “UCC”) and a committee of retired employees pursuant to Bankruptcy Code sections 1114(c)(2) and 1114(d) (the “Section 1114 Committee”).

² Unless otherwise defined, all capitalized terms shall have the meanings provided in the Settlement Procedures Motion.

RELIEF REQUESTED

6. By this Motion, the Debtors seek the entry of an order setting the Settlement Procedures Motion for expedited hearing at the scheduled omnibus hearing on March 24, 2016 at 9:30 a.m., prevailing Central Time.

7. Bankruptcy Rule 9006(c) provides that the Court, for cause shown, may in its discretion, with or without notice, reduce the notice period normally required for motions.

8. Cause exists for setting the Settlement Procedures Motion for hearing on an expedited basis. The Settlement Procedures Motion seeks approval of certain procedures to calculate the Aggregate and Minimum Claim Amounts for purposes of making pro rata distributions of Equity and determining a creditor's eligibility to participate in any exit financing. The Equity Trust Beneficiaries have until April 15, 2016 to participate in any such exit financing, including any rights offering. Hearing the Settlement Procedures Motion on an expedited basis will allow for sufficient time to determine eligibility to participate in any exit financing, and for eligible creditors to exercise their participation rights.

9. The Debtors therefore request that the Settlement Procedures Motion be set for hearing on an expedited basis on March 24, 2016 at 9:30 a.m., prevailing Central time. Scheduling the hearing on an expedited basis as requested herein will not prejudice any parties in interest.

10. Accordingly, cause exists to set a hearing on the Settlement Procedures Motion on an expedited basis.

NOTICE

11. Notice of this Motion will be provided to: (i) counsel to the agent for the Debtors' prepetition secured credit facility; (ii) counsel for the indenture trustee for each of the Debtors' outstanding bond issuances; (iii) counsel to the Steering Committee of First Lien Creditors; (iv) counsel to the UCC; (v) counsel to the Section 1114 Committee; (vi) the Bankruptcy Administrator; (vii) all persons and entities that have filed a request for service of filings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002; (viii) counsel to the Backstop Parties (as defined in the DIP Financing Order); (ix) counsel to the DIP Agent (as defined in the DIP Financing Order); and (x) counsel to Coal Acquisition LLC (n/k/a Warrior Met Coal, LLC). In light of the nature of the relief requested herein, no other or further notice is necessary.

CONCLUSION

WHEREFORE, the Debtors respectfully request entry of the Proposed Order attached as Exhibit A granting the relief requested herein and such other and further relief as is just and proper.

Dated: March 17, 2016
Birmingham, Alabama

BRADLEY ARANT BOULT CUMMINGS LLP

By: /s/ Cathleen Moore
Jay Bender
Cathleen Moore
James Bailey
One Federal Place
1819 Fifth Avenue North
Birmingham, Alabama 35203
Telephone: (205) 521-8000
Email: jbender@babco.com, ccmoores@babco.com,
jbailey@babco.com

- and -

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
Stephen J. Shimshak (*pro hac vice*)

Kelley A. Cornish (*pro hac vice*)
Claudia R. Tobler (*pro hac vice*)
Ann K. Young (*pro hac vice*)
Michael S. Rudnick (*pro hac vice*)
1285 Avenue of the Americas
New York, New York 10019
Telephone: (212) 373-3000
Email: sshimshak@paulweiss.com, kcornish@paulweiss.com,
ctobler@paulweiss.com, ayoung@paulweiss.com,
mrudnick@paulweiss.com

Counsel to the Debtors and Debtors-in-Possession

EXHIBIT A
PROPOSED ORDER

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

In re: WALTER ENERGY, INC., <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 15-02741-TOM11 Jointly Administered
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**ORDER SETTING EXPEDITED HEARING ON JOINT MOTION FOR AN ORDER
(A) AUTHORIZING PROCEDURES TO IMPLEMENT THE GLOBAL
SETTLEMENT AND (B) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)² of Walter Energy, Inc. and its affiliated debtors and debtors-in-possession in the above-captioned chapter 11 cases (each a “Debtor” and, collectively, the “Debtors”) for entry of an order (this “Order”), pursuant to Bankruptcy Code section 105 and Bankruptcy Rule 9006(c), setting an expedited hearing on the *Joint Motion For an Order (A) Authorizing Procedures to Implement the Global Settlement and (B) Granting Related Relief* (the “Settlement Procedures Motion”); 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

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² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Settlement Procedures Motion.

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 Settlement Procedures Motion is hereby set for a hearing on **March ____, 2016 at ____ 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 North Birmingham, Alabama 35203, and the notice periods for the hearing on the foregoing motion are reduced accordingly.
3. Any objections to the Motion shall be filed by **March ____, 2016 at ____:00 p.m. (prevailing Central Time)**.
4. The Debtors shall provide notice of such hearing by serving a copy of this Order on the service list identified in the Settlement Procedures Motion.
5. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: March ____, 2016

TAMARA O. MITCHELL
UNITED STATES BANKRUPTCY JUDGE