

FILE: 3/27/17

Shelia R. Holmes  
Notice of Motion

United States Bankruptcy Court Northern District of  
Alabama Southern Division

In re:  
New WEI, Inc., et al.

Case No. 15-02741-TOM7  
Chapter 7

Debtors

FIN: 13-3429953

Response To Motion to Enforce Order Authorizing And  
Approving Sale of Substantially All of the Debtors Assets  
And The Assumption And Assignment of Certain  
Executory Contracts And Unexpired Leases Filed by  
Michael Leo Hall Counsel for Warrior Met Coal LLC f/k/a  
Coal Acquisition LLC.

Movant/Creditor Shelia R. Holmes moves the Court  
to Enforce an Order Authorizing And Approving the  
Debtors and Warrior Met Coal LLC f/k/a Coal Acquisition  
LLC to pay the Scheduled claim amount per claims  
filed/amended, owed by the Debtors in this case  
pursuant to the Walter Energy GUC Trust/The Global  
Settlement. Please see Attachments in this matter.

Shelia R. Holmes  
313 Oak Grove Church Rd.  
Pearl, Mississippi 39208  
United States Of America

Respectfully Submitted  
Without Prejudice UCC 1-207  
Shelia R. Holmes 1-308



150274117040700000000006

Done this 27th day of March, 2017.

Shelia R. Holmes  
313 Oak Grove Church Rd.  
Pearl, Mississippi 39208  
United States of America  
(Cell) 291-0124  
Phoenixred31@gmail.com

Robert S. Vance Federal Bldg  
United States Bankruptcy Court  
1800 5th Avenue North Courtroom No. 3  
Birmingham, Alabama 35203  
United States of America

Michael Leo Hall  
Burr & Forman, LLP  
420 20th St. N. Suite 3400  
Birmingham, Alabama 35203  
United States of America

Certificate of Service

I Shelia R. Holmes mailed the original and one copy of the foregoing documents vial United States Postal Service Certified-mail to the United States Bankruptcy Court in Birmingham, Alabama and Michael Leo Hall of Burr & Forman, LLP in Birmingham, Alabama.

Done this 30th day of March, 2017.

Shelia R. Holmes  
Without Prejudice UCC 1-207/1-308



BRG Capstone  
1800 M Street NW | Second Floor  
Washington, DC 20036  
O 202.480.2700  
F 202.419.1844  
thinkbrg.com



September 23, 2016

To: **Walter Energy GUC Trust Beneficiaries**

I am writing to inform you that you have received a beneficial interest in the Walter Energy GUC Trust (the "GUC Trust"). The amount of your beneficial interest is set forth next to your name on the Schedule annexed hereto as Exhibit A.

### **Global Settlement Background**

By way of background, New WEI, Inc. f/k/a Walter Energy, Inc. and certain of its subsidiaries and affiliates (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 on July 15, 2015 in the United States Bankruptcy Court for the Northern District of Alabama, Southern Division (the "Bankruptcy Court").

On December 22, 2015, the Bankruptcy Court approved a settlement (the "Global Settlement") among the Debtors, the Official Committee of Unsecured Creditors, the informal group of certain unaffiliated first lien lenders and first lien noteholders, and Warrior Met Coal, LLC (f/k/a Coal Acquisition LLC) ("Met Coal").<sup>1</sup> Pursuant to the Global Settlement, Met Coal issued 1% of its equity (subject to dilution, as provided in the Global Settlement Order) (the "Met Coal 1% Interest") to the GUC Trust for the benefit of certain of the Debtors' unsecured creditors. The GUC Trust was formed in the State of Delaware on March 31, 2016. A copy of the *Walter Energy GUC Trust Agreement* is annexed hereto as Exhibit B.

On March 17, 2016, the Debtors and the Official Committee of Unsecured Creditors filed a motion (the "Settlement Procedures Motion") seeking authority to implement procedures to, among other things, (i) count claims for purposes of implementing the Global Settlement, and (ii) establish, for sake of administrative convenience, a minimum dollar amount for claims below which no distributions on account of the Global Settlement will be made.<sup>2</sup> On March 24, 2016, the Bankruptcy Court approved the Settlement Procedures Motion, thereby establishing procedures to facilitate the making of distributions on account of the Global Settlement to holders of unsecured claims.<sup>3</sup>

In connection with these Court orders, each holder of one or more Qualifying Claims (as defined in the Settlement Procedures Motion) that in the aggregate met the Minimum Claim Amount as of April 1, 2016 (each, a "Beneficiary") has received a distribution of beneficial interests in the GUC Trust (the "Trust Interests").

<sup>1</sup> Order available at <https://www.kccllc.net/walterenergy/document/list/4238>.

<sup>2</sup> Motion available at <https://www.kccllc.net/walterenergy/document/list/4238>.

<sup>3</sup> Order available at <https://www.kccllc.net/walterenergy/document/list/4238>.

Document #



**BRG**



**Monetization of Trust Interests**

The GUC Trust is a party to the Amended & Restated Limited Liability Company Agreement of Met Coal (the "LLC Agreement") and holds the Met Coal 1% Interest for the benefit of the GUC Trust Beneficiaries. The Met Coal 1% Interest will not be issued to the Beneficiaries directly.

At this time, there is no estimation of the date by which a monetization event may occur. I will remain in contact with the Beneficiaries with any update regarding a potential monetization event.

**Transfer of Trust Interests**

To the extent that you wish to transfer or sell your Trust Interests, you must comply with section 6.4 of the Walter Energy GUC Trust Agreement, including use of the form of transfer document annexed thereto.

**Tax Treatment**

As the GUC Trust is treated as a partnership for tax purposes, I will send you a Schedule K-1 in March 2017 with 2016 tax information related to your Trust Interests. At this time, the GUC Trust has not yet received information regarding the tax basis of the Met Coal 1% Interest.

**Communication by E-mail**

All communications regarding your Trust Interests will be sent by email.

Sincerely,

Peter Chadwick  
Managing Director of Berkeley Research Group, LLC  
(d/b/a BRG/Capstone), as Trustee

Walter Energy GUC Trust  
 Claimant Holdings in Trust

Claimant Name	Qualifying Claim Amount	Percentage Holdings in Trust
Arch Insurance Company	\$ 69,590,568.00	0.086%
Aspen American Insurance Company	\$ 38,843,488.58	0.048%
Aspen Specialty Insurance Company	\$ 25,313,621.86	0.031%
BOKF N.A., not in its individual capacity but solely capacity as Trustee, and Collateral Agent et al.	\$ 5,768,000,000.00	7.132%
Caterpillar Financial Services	\$ 8,754,709.90	0.011%
Cory Watson Attorneys on behalf of all environmental claimants listed on the attached exhibits A & B	\$ 241,334,574.00	0.298%
Delaware Trust Company, as Trustee	\$ 6,568,384,504.65	8.122%
Department of the Treasury - Internal Revenue Service	\$ 1,662,841,926.00	2.056%
George Brian Beason	\$ 100,000,000.00	0.124%
Shelia R. Holmes	\$ 2,000,000.00	0.002%
Internal Revenue Service	\$ 5,057,541,564.00	6.254%
Louise Moore and a Class of Property Owners as stated in Moore v. Walter Energy cv-01391-SLB N.D. Alabama	\$ 8,000,000.00	0.010%
Mueller Water Products, Inc.	\$ 11,605,430.00	0.015%
Pension Benefit Guaranty Corporation	\$ 2,724,965,250.00	3.370%
Section 1114 Committee of Retired Employees of Walter Energy, Inc. (UMW Percentage)	\$ 13,398,636,200.00	16.568%
Section 1114 Committee of Retired Employees of Walter Energy, Inc. (USW Percentage)	\$ 261,369,700.00	0.323%
Section 1114 Committee of Retired Employees of Walter Energy, Inc. (Salaried/Management Percentage)	\$ 96,294,100.00	0.119%
State of Alabama, Department of Revenue	\$ 95,017,341.84	0.117%
U.S. Environmental Protection Agency	\$ 114,000,000.00	0.141%
UMB Bank, N.A.	\$ 6,262,713,500.00	7.744%
UMWA 1974 Pension Plan and Trust	\$ 20,800,484,947.28	25.721%
UMWA 1993 Benefit Plan	\$ 20,507,090.93	0.026%
United Mine Workers of America	\$ 17,512,586,427.00	21.655%
Walter Investment Management Corporation	\$ 9,214,476.87	0.012%
United Steel Workers	\$ 11,990,168.00	0.015%
<b>Total</b>	<b>\$80,869,969,588.91</b>	<b>100.000%</b>

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December 28, 2016

To: **Walter Energy GUC Trust Beneficiaries**

I am writing to inform you that, as a beneficiary of the Walter Energy GUC Trust (the "GUC Trust"), you are receiving this Final Distribution (the "Distribution"), via the check enclosed herein. This will be the first and only distribution to beneficiaries of the GUC Trust.

### **Background**

By way of background, New WEI, Inc. f/k/a Walter Energy, Inc. and certain of its subsidiaries and affiliates (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 on July 15, 2015 in the United States Bankruptcy Court for the Northern District of Alabama, Southern Division (the "Bankruptcy Court").

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<sup>3</sup> Order available at <https://www.kccllc.net/walterenergy/document/list/4238>.

### **Monetization of Trust Interests**

The Trustee agreed in principal to a sale of the Met Coal 1% Interest on November 23, 2016, and the sale closed just prior to year-end. This sale was made pursuant to the GUC Trust Agreement, which gives the Trustee the power to "sell the GUC Trust Assets at such time as the Trustee determines, in its reasonable business judgment and given market conditions and other timing considerations determined to be appropriate, that a sale of the GUC Trust Assets would produce the maximum value for the Beneficiaries."

### **Tax Treatment**

As the GUC Trust is treated as a partnership for tax purposes, I will send you a Schedule K-1 in March 2017 with 2016 tax information related to your Trust Interests and Distribution.

Due to the fact that Met Coal may be treated as a "United States real property holding corporation" for U.S. federal income tax purposes, if you are a non- U.S. taxpayer, taxes have been withheld on your distribution at a rate of 35%.

### **Trust Dissolution**

The GUC Trust will be dissolved as soon as practicable following this distribution.

### **Communications**

Any questions regarding this distribution or the tax documentation you will receive, should be directed to Meagan Haverkamp at [mhaverkamp@thinkbrg.com](mailto:mhaverkamp@thinkbrg.com) or 202-909-2796.

Sincerely,

Peter Chadwick  
Managing Director of Berkeley Research Group, LLC  
(d/b/a BRG/Capstone), as Trustee



VOID VOID VOID VOID VOID  
WALTER ENERGY GUC TRUST  
OPERATING ACCOUNT  
PETER CHADWICK, TRUSTEE  
1800 M STREET NW, 2ND FLR  
WASHINGTON, DC 20036

Check Fraud  
Prevention for Business

1149

DATE 12/29/2016

1-1357/280

PAY TO THE  
ORDER OF

Shelia R. Holmes

\$ 61.83

Sixty one and 83/100

DOLLARS

FOR

VOID VOID VOID VOID VOID  
Signature

Morgan B. Hancock

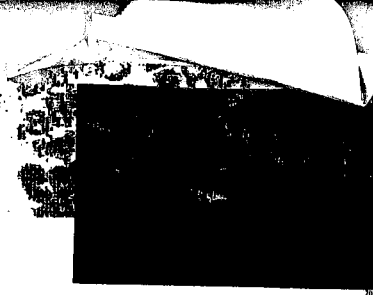


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Research Group  
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MINNEAPOLIS MN 554

31 DEC 2016 PM 2 L



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39208-194013

