

B1 (Official Form 1) (04/13)

| UNITED STATES BANKRUPTCY COURT<br>Northern District of Alabama   |   | VOLUNTARY PETITION   |
|--|---|--|
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>Walter Minerals, Inc.</b>   |   | Name of Joint Debtor (Spouse) (Last, First, Middle):   |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):<br><b>United Land Corporation</b>   |   | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):   |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):<br><b>13-3429714</b>  |   | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):   |
| Street Address of Debtor (No. and Street, City, and State):<br><b>3000 Riverchase Galleria, Ste. 1700<br/>Birmingham, AL</b><br><div style="text-align: right;">ZIP CODE <b>35244</b></div>  |   | Street Address of Joint Debtor (No. and Street, City, and State):<br><div style="text-align: right;">ZIP CODE</div>  |
| County of Residence or of the Principal Place of Business:<br><b>Jefferson County, Alabama</b>   |   | County of Residence or of the Principal Place of Business:   |
| Mailing Address of Debtor (if different from street address):<br><div style="text-align: right;">ZIP CODE</div>  |   | Mailing Address of Joint Debtor (if different from street address):<br><div style="text-align: right;">ZIP CODE</div>  |
| Location of Principal Assets of Business Debtor (if different from street address above):<br><b>Tuscaloosa County, Alabama</b><br><div style="text-align: right;">ZIP CODE</div>   |   | <div style="text-align: right;">ZIP CODE</div>   |
| <b>Type of Debtor</b><br>(Form of Organization)<br>(Check one box.)<br><br><input type="checkbox"/> Individual (includes Joint Debtors)<br><i>See Exhibit D on page 2 of this form.</i><br><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)<br><input type="checkbox"/> Partnership<br><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)   | <b>Nature of Business</b><br>(Check one box.)<br><br><input type="checkbox"/> Health Care Business<br><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)<br><input type="checkbox"/> Railroad<br><input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Commodity Broker<br><input type="checkbox"/> Clearing Bank<br><input checked="" type="checkbox"/> Other | <b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)<br><br><input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input checked="" type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13<br><br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  |
| <b>Chapter 15 Debtors</b><br>Country of debtor's center of main interests:<br><br>Each country in which a foreign proceeding by, regarding, or against debtor is pending:  | <b>Tax-Exempt Entity</b><br>(Check box, if applicable.)<br><br><input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).   | <b>Nature of Debts</b><br>(Check one box.)<br><br><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."<br><input checked="" type="checkbox"/> Debts are primarily business debts.   |
| <b>Filing Fee</b> (Check one box.)<br><br><input checked="" type="checkbox"/> Full Filing Fee attached.<br><br><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.<br><br><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. |   | <b>Chapter 11 Debtors</b><br><br><b>Check one box:</b><br><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br><br><b>Check if:</b><br><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter).<br><hr/> <b>Check all applicable boxes:</b><br><input type="checkbox"/> A plan is being filed with this petition.<br><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
| <b>Statistical/Administrative Information</b><br><br><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.<br><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  |   | THIS SPACE IS FOR COURT USE ONLY   |
| <b>Estimated Number of Creditors *</b><br><input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input checked="" type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000   |   |  |
| <b>Estimated Assets *</b><br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion                     |   |  |
| <b>Estimated Liabilities *</b><br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100 million to \$1 billion  |   |  |



|   |   |  |  |
|---|---|--|--|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case.)</i>  |   | Name of Debtor(s):<br><b>Walter Minerals, Inc.</b> |  |
| <b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)  |   |  |  |
| Location Where Filed: N/A   | Case Number:  | Date Filed:  |  |
| Location Where Filed: N/A   | Case Number:  | Date Filed:  |  |
| <b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)   |   |  |  |
| Name of Debtor:<br>See Attachment 1   | Case Number:<br>Not yet assigned  | Date Filed:  |  |
| District:<br>Northern District of Alabama   | Relationship:<br>Affiliates   | Judge:<br>Not yet assigned                         |  |
| <p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>                               | <p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____<br/>Signature of Attorney for Debtor(s) (Date)</p> |  |  |
| <b>Exhibit C</b>  |   |  |  |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  |   |  |  |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.   |   |  |  |
| <input checked="" type="checkbox"/> No.   |   |  |  |
| <b>Exhibit D</b>  |   |  |  |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  |   |  |  |
| <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.   |   |  |  |
| If this is a joint petition:  |   |  |  |
| <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.  |   |  |  |
| <b>Information Regarding the Debtor - Venue</b><br>(Check any applicable box.)  |   |  |  |
| <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  |   |  |  |
| <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.   |   |  |  |
| <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. |   |  |  |
| <b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b><br>(Check all applicable boxes.)   |   |  |  |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)   |   |  |  |
| _____   |   |  |  |
| (Name of landlord that obtained judgment)   |   |  |  |
| _____   |   |  |  |
| (Address of landlord)   |   |  |  |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and   |   |  |  |
| <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.   |   |  |  |
| <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).  |   |  |  |

|   |   |
|---|---|
| <p><b>Voluntary Petition</b><br/><i>(This page must be completed and filed in every case.)</i></p>  | <p>Name of Debtor(s):<br/>Walter Minerals, Inc.</p>   |
| <b>Signatures</b>   |   |
| <p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.<br/>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.<br/>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____<br/>Signature of Debtor</p> <p>X _____<br/>Signature of Joint Debtor</p> <p>_____<br/>Telephone Number (if not represented by attorney)</p> <p>_____<br/>Date</p> | <p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____<br/>(Signature of Foreign Representative)</p> <p>_____<br/>(Printed Name of Foreign Representative)</p> <p>_____<br/>Date</p>  |
| <p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X _____<br/>Signature of Attorney for Debtor(s)<br/>Patrick Darby</p> <p>_____<br/>Printed Name of Attorney for Debtor(s)<br/>Bradley Arant Boul Cummings LLP</p> <p>_____<br/>Firm Name</p> <p>1819 Fifth Avenue North<br/>Birmingham, AL 35203</p> <p>_____<br/>Address<br/>205-521-8000<br/>_____<br/>Telephone Number</p> <p>_____<br/>Date <span style="font-size: 2em; color: blue;">7/15/15</span></p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>   | <p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____<br/>Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____<br/>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____<br/>Address</p> <p>X _____<br/>Signature</p> <p>_____<br/>Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p> |
| <p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____<br/>Signature of Authorized Individual<br/>Earl H. Doppelt</p> <p>_____<br/>Printed Name of Authorized Individual<br/>Executive Vice President, General Counsel &amp; Secretary</p> <p>_____<br/>Title of Authorized Individual</p> <p>_____<br/>Date <span style="font-size: 2em; color: blue;">7/15/15</span></p>   |   |

## ATTACHMENT 1

### **PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY AFFILIATES**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Alabama. A motion has been filed with the Court requesting that the chapter 11 cases of these entities be jointly administered.

| <b>Entity Name</b>                       | <b>Case Number</b> | <b>Judge</b>     |
|--|--------------------|------------------|
| Atlantic Development and Capital, LLC    | Not Yet Assigned   | Not Yet Assigned |
| Atlantic Leaseco, LLC                    | Not Yet Assigned   | Not Yet Assigned |
| Blue Creek Coal Sales, Inc.              | Not Yet Assigned   | Not Yet Assigned |
| Blue Creek Energy, Inc.                  | Not Yet Assigned   | Not Yet Assigned |
| J.W. Walter, Inc.                        | Not Yet Assigned   | Not Yet Assigned |
| Jefferson Warrior Railroad Company, Inc. | Not Yet Assigned   | Not Yet Assigned |
| Jim Walter Homes, LLC                    | Not Yet Assigned   | Not Yet Assigned |
| Jim Walter Resources, Inc.               | Not Yet Assigned   | Not Yet Assigned |
| Maple Coal Co., LLC                      | Not Yet Assigned   | Not Yet Assigned |
| Sloss-Sheffield Steel & Iron Company     | Not Yet Assigned   | Not Yet Assigned |
| SP Machine, Inc.                         | Not Yet Assigned   | Not Yet Assigned |
| Taft Coal Sales & Associates, Inc.       | Not Yet Assigned   | Not Yet Assigned |
| Tuscaloosa Resources, Inc.               | Not Yet Assigned   | Not Yet Assigned |
| V Manufacturing Company                  | Not Yet Assigned   | Not Yet Assigned |
| Walter Black Warrior Basin LLC           | Not Yet Assigned   | Not Yet Assigned |
| Walter Coke, Inc.                        | Not Yet Assigned   | Not Yet Assigned |
| Walter Energy Holdings, LLC              | Not Yet Assigned   | Not Yet Assigned |
| Walter Energy, Inc.                      | Not Yet Assigned   | Not Yet Assigned |
| Walter Exploration & Production LLC      | Not Yet Assigned   | Not Yet Assigned |
| Walter Home Improvement, Inc.            | Not Yet Assigned   | Not Yet Assigned |
| Walter Land Company                      | Not Yet Assigned   | Not Yet Assigned |
| Walter Minerals, Inc.                    | Not Yet Assigned   | Not Yet Assigned |
| Walter Natural Gas, LLC                  | Not Yet Assigned   | Not Yet Assigned |

**ACTION BY UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS OF  
WALTER MINERALS, INC.**

**July 14, 2015**

The undersigned, being all the members of the Board of Directors of Walter Minerals, Inc., a Delaware corporation and a subsidiary of Walter Energy, Inc., do hereby unanimously consent to and adopt the following resolutions:

WHEREAS, the Board of Directors (the "Board") of Walter Minerals, Inc., a Delaware corporation (the "Company"), has reviewed and considered the materials prepared and presented by the Company's management team and its financial and legal advisors regarding the Company's liabilities and liquidity, the strategic alternatives available to it, and the impact of the foregoing on the Company's business; and

WHEREAS, the Board has consulted with the Company's management team and its financial and legal advisors, and fully considered each of the Company's strategic alternatives available to it.

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Board of the Company, and subject to the board of directors of Walter Energy, Inc. (the "Parent") duly authorizing the Parent to file for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), it is desirable and in the best interests of the Company, its creditors and other interested parties for the Company to file a voluntary petition (the "Petition") for relief under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Alabama; and be it further

RESOLVED, that, subject to the Parent's board of directors duly authorizing the Parent to file for relief under chapter 11 of the Bankruptcy Code, the Company shall be, and it hereby is, authorized, directed and empowered (i) to file the Petition, and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing; and be it further

RESOLVED, that each of the President, Chief Operating Officer, Secretary, Treasurer, Vice Presidents, Controller, and Assistant Secretary (each, individually a "Designated Officer" and collectively, the "Designated Officers") be, and each of them hereby is, authorized, directed and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court for the Northern District of Alabama and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents as such Designated Officers, in their sole discretion, deem

necessary or desirable, and (ii) to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications, pleadings, and other papers or documents necessary or desirable in connection with the foregoing; and be it further

RESOLVED, that each of the Designated Officers be, and each of them hereby is, authorized, directed and empowered, on behalf of and in the name of the Company in its capacity as sole shareholder of each of Tuscaloosa Resources, Inc., an Alabama corporation, and Taft Coal Sales & Associates, Inc., an Alabama corporation (the “Subsidiaries”), to take any and all actions as may be reasonable, advisable, expedient, convenient, proper or necessary to cause each of the Subsidiaries to file a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code in the Bankruptcy Court, including but not limited to (i) the filing of any petitions, schedules, lists, motions, applications, pleadings, and other papers or documents necessary or desirable in connection with the foregoing, and (ii) the employment of counsel, financial advisors, investment bankers, accountants, and other professionals in connection with the foregoing, and in furtherance of such filing, to authorize and consent to, on behalf of the Company in its capacity as sole shareholder of each of such Subsidiaries, the filing of such voluntary petitions for relief under the provisions of chapter 11 of the Bankruptcy Code in the Bankruptcy Court and ratifying, approving and confirming the actions of the directors of each of such Subsidiaries in authorizing the same; and be it further

RESOLVED, that the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul Weiss”) be, and hereby is, retained, authorized, empowered and directed to represent the Company as its counsel in connection with any case commenced by the Company under the Bankruptcy Code and all related matters; and be it further

RESOLVED, that the law firm of Bradley Arant Boult Cummings LLP be, and hereby is, retained, authorized, empowered and directed to represent the Company, as co-counsel with Paul Weiss, in connection with any case commenced by the Company under the Bankruptcy Code; and be it further

RESOLVED, that the law firm of Ogletree Deakins LLP be, and hereby is retained, authorized, empowered and directed to represent the Company as its special counsel with respect to any labor and employment matters; and be it further

RESOLVED, that the law firm of Maynard, Cooper & Gale, P.C. be, and hereby is retained, authorized, empowered and directed to represent the Company as its special counsel; and be it further

RESOLVED, that Blackstone Advisory Services, L.P. be, and hereby is, retained, authorized, empowered and directed to represent the Company as its

investment banker and financial advisor in connection with any case commenced by the Company under the Bankruptcy Code; and be it further

RESOLVED, that AlixPartners, LLP be, and hereby is, retained, authorized, empowered and directed to represent the Company as its financial advisor and consultant in connection with any case commenced by the Company under the Bankruptcy Code; and be it further

RESOLVED, that Kurtzman Carson Consultants LLC be, and hereby is, retained, authorized, empowered and directed to serve as the notice, claims, solicitation and balloting agent in connection with any case commenced by the Company under the Bankruptcy Code; and be it further

RESOLVED, that the Designated Officers be, and they each hereby are, authorized to cause the Company to employ other special counsel, financial advisors, investment bankers, accountants and other professionals as such Designated Officers deem appropriate in connection with any case commenced by the Company under the Bankruptcy Code; and be it further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the officers of the Company be, and each of them acting alone hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to do or cause to be done any and all such further acts and things, including the payment of all fees and expenses and other amounts payable by the Company with respect to the foregoing, and to execute and deliver any and all such other instruments, certificates, agreements and documents as they or any of them may consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purpose of the foregoing resolutions; and be it further

RESOLVED, that each and every officer of the Company be, and each of them acting alone, and hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to (i) take all such further actions and execute and deliver all such certificates, instruments, guaranties, notices, agreements and other documents as may be required or as such officer may deem necessary, advisable or proper to carry out the intent and purpose of the foregoing resolutions, including without limitation the execution and delivery of any credit or security agreements, pledges, financing statements and the like, and (ii) perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and be it further

RESOLVED, that all actions heretofore taken or performed by any officer, director, employee or agent of the Company in connection with the foregoing resolutions be, and they hereby are, confirmed, ratified and approved in all respects.

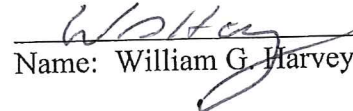
This Action by Unanimous Written Consent may be executed, by facsimile or otherwise, by the undersigned, in counterparts, each of which shall be an original, but all of which together shall constitute but one and the same document. Delivery of an executed counterpart of a signature page to this Action by Unanimous Written Consent by telecopier, facsimile, electronic mail or other electronic transmission (e.g., a “PDF” or “tif”) shall be effective as delivery of a manually signed executed counterpart.

[Signature Pages Follow]



**IN WITNESS WHEREOF**, the undersigned, being all of the members of the Board of Directors of Walter Minerals, Inc., have executed this written consent as of the date first written above.

  
Name: Brian Chopin

  
Name: William G. Harvey

*[Signature Page to Action by Written Consent of Walter Minerals, Inc.]*

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

In re:  
  
WALTER MINERALS, INC.,  
  
Debtor.

Chapter 11  
Case No. 15-\_\_\_\_\_  
Joint Administration Requested

**CORPORATE OWNERSHIP STATEMENT**

In accordance with rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure, Walter Minerals, Inc. (the "Company"), the debtor and debtor-in-possession in the above-styled case, hereby states that all corporations, other than a governmental unit, that directly or indirectly own ten percent (10%) or more of any class of the Company's equity interests, are listed below:

- Walter Energy, Inc.

I, the undersigned authorized officer of the Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Date: Birmingham, Alabama  
July 15, 2015

By: CH [Signature]  
Authorized Officer