

B1 (Official Form 1) (04/13)

UNITED STATES BANKRUPTCY COURT Northern District of Alabama						<b>VOLUNTARY PETITION</b>			
Name of Debtor (if individual, enter Last, First, Middle): <b>Walter Energy, 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): <b>Walter Industries, Inc.</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): <b>13-3429953</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): <b>3000 Riverchase Galleria, Ste.1700 Birmingham, AL</b> <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE <b>35244</b></div>						Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>			
County of Residence or of the Principal Place of Business: <b>Jefferson County, Alabama</b>						County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>						Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>			
Location of Principal Assets of Business Debtor (if different from street address above): <b>Jefferson County, Alabama</b> <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>									
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <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> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other			<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding			
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:			<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <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> (Check one box.)  <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." <input checked="" type="checkbox"/> Debts are primarily business debts.			
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached. <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. <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>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <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). <hr style="border-top: 1px dashed black;"/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <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>  <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <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> <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> <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> <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									

\* Estimated Creditors, Assets and Liabilities are on a consolidated basis. 88366001507150000000000001

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Walter Energy, 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: <b>See Attachment 1</b>	Case Number: <b>Not yet assigned</b>	Date Filed:	
District: <b>Northern District of Alabama</b>	Relationship: <b>Affiliates</b>	Judge: <b>Not yet assigned</b>	
<b>Exhibit A</b> (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.)		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		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).	
		X _____ Signature of Attorney for Debtor(s) (Date)	
<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> (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 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> (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> <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s): Walter Energy, 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. [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. [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 _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ 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 _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p>X _____ Signature of Attorney for Debtor(s) Patrick Darby Printed Name of Attorney for Debtor(s) Bradley Arant Boult Cummings LLP Firm Name 1819 Fifth Avenue North Birmingham, Alabama 35203 Address 205-521-8000 Telephone Number 7/15/15 Date</p> <p style="font-size: 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.</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>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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>_____ Address</p> <p>X _____ Signature</p> <p>_____ 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><i>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.</i></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 _____ Signature of Authorized Individual William G. Harvey Printed Name of Authorized Individual Executive Vice President and Chief Financial Officer Title of Authorized Individual 7/15/15 Date</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

*[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 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]*

# UNITED STATES BANKRUPTCY COURT

Northern District of Alabama  
Southern Division

In re Walter Energy, Inc., ) Case No. \_\_\_\_\_  
 Debtor )  
 )  
 ) Chapter 11

## EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-13711 .

2. The following financial data is the latest available information and refers to the debtor's condition on March 31, 2015 .

a. Total assets	\$	<u>5,202,437.00</u>
b. Total debts (including debts listed in 2.c., below)	\$	<u>5,005,288.00</u>
c. Debt securities held by more than 500 holders:		
		Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____
d. Number of shares of preferred stock		_____
e. Number of shares common stock		<u>80,746,088</u> <u>36,000</u>

Comments, if any: \_\_\_\_\_

Information regarding number of shares of common stock, the approximate number of holders of such common stock, and the persons identified in the response to Question 4 below is based on information known to the Debtor as of close of business on March 3, 2015, the record date for the Company's 2015 annual meeting of shareholders. Number of shares common stock is as of April 30, 2015. Approximate number of holders refers to the number of beneficial holders.

3. Brief description of debtor's business:

The debtor, through its subsidiary companies, is a leading producer and exporter of metallurgical coal for the global steel industry from underground and surface mines with mineral reserves located in the United States, Canada and the United Kingdom. The debtor, through its subsidiary companies, also extracts, processes, markets and possesses mineral reserves of thermal coal and anthracite coal, as well as produces metallurgical coke and coal bed methane gas. +

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: \_\_\_\_\_

**WALTER ENERGY, INC.**

**Certificate of Secretary**

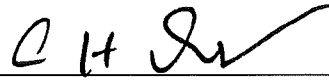
The undersigned, Earl H. Doppelt, hereby certifies that he is the duly elected, qualified and acting Secretary of Walter Energy, Inc., a Delaware corporation (the "Company"), and further certifies, solely in such capacity and not in his individual capacity, as follows:

1. Attached hereto as Exhibit A is a true, complete, and correct copy of the resolutions of the board of directors of the Company (the "Board of Directors") duly adopted at a properly convened meeting of the Board of Directors on July 14, 2015, in accordance with the bylaws of the Company.

2. Such resolutions have not been amended or revoked and are in full force and effect on the date hereof.

[Signature Page Follows]

IN WITNESS WHEREOF, I have hereunto set my hand in my capacity as said officer of the Company as of the 14 day of July, 2015.



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Earl H. Doppelt  
Secretary of the Company

**Exhibit A**



**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
WALTER ENERGY, INC.**

WHEREAS, the Board of Directors of Walter Energy, Inc., a Delaware corporation 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, by the Board that in the judgment of the Board, 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 title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Alabama (the "Bankruptcy Court"); and be it further

RESOLVED, that 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 Chief Executive Officer, Chief Financial Officer, Chief Commercial Officer, Chief Audit Officer, Chief Accounting Officer, General Counsel, Secretary, Treasurer, and Vice Presidents (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 Bankruptcy Court 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 member of each of the limited liability companies listed on Schedule 1 to these resolutions (collectively, the "Subsidiary LLCs") to take any and all actions as may be reasonable, advisable, expedient,

convenient, proper or necessary to cause each of the Subsidiary LLCs 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 filings, to authorize and consent to, on behalf of the Company in its capacity as sole member of each of such Subsidiary LLCs, 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 managers of each of such Subsidiary LLCs in authorizing the same; 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 the corporations listed on Schedule 2 to these resolutions (collectively, the “Subsidiary Corporations”) to take any and all actions as may be reasonable, advisable, expedient, convenient, proper or necessary to cause each of the Subsidiary Corporations 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 filings, to authorize and consent to, on behalf of the Company in its capacity as sole shareholder of each of such Subsidiary Corporations, 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 Subsidiary Corporations in authorizing the same; and be it further

RESOLVED, that the law firm of Paul, Weiss, Rifkind, Wharton & Garrison (“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, 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.

**SCHEDULE 1**

**Subsidiary LLCs**

Walter Energy Holdings, LLC

Walter Natural Gas, LLC

Jim Walter Homes, LLC

**SCHEDULE 2**

**Subsidiary Corporations**

Walter Coke, Inc.

Walter Minerals, Inc.

Jim Walter Resources, Inc.

Blue Creek Energy, Inc.

Blue Creek Coal Sales, Inc.

J.W. Walter, Inc.

Walter Land Company

Jefferson Warrior Railroad Company, Inc.

SP Machine, Inc.

V Manufacturing Company

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

In re:

WALTER ENERGY, INC.,

Debtor.

Chapter 11

Case No. 15-\_\_\_\_\_

Joint Administration Requested

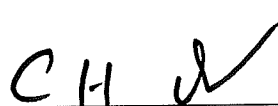
**CORPORATE OWNERSHIP STATEMENT**

In accordance with rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure, Walter Energy, Inc. ("Walter Energy"), the debtor and debtor-in-possession in the above-styled case, hereby states that no corporation directly or indirectly owns 10% or more of Walter Energy's equity interests.

I, the undersigned authorized officer of Walter Energy, 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   
Authorized Officer