

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

<p>In re:</p> <p>WALTER ENERGY, INC., et al.,</p> <p>Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Case No. 15-02741-TOM11</p> <p>Chapter 11</p> <p>Jointly Administered</p>
--	---	---

AMENDED MOTION TO CONTINUE HEARING

The Official Committee of Unsecured Creditors (the “**Committee**”) of Walter Energy, Inc., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”), by and through its undersigned proposed counsel, hereby moves this Court (the “**Motion**”) for the entry of an order continuing the hearing (the “**Final Hearing**”) currently set for August 18, 2015 (the “**Final Hearing Date**”) on (i) the *Debtors’ Motion for an Order (A) Authorizing the Debtors to Assume a Restructuring Support Agreement and (B) Granting Related Relief* [Docket No. 44] (the “**RSA Assumption Motion**”), (ii) the *Debtors’ Motion for Entry of Interim and Final Orders Under 11 U.S.C. §§ 105, 361, 362, 363, 507 and 552, Bankruptcy Rules 2002, 4001, 6003, 6004 and 9014 (A) (I) Authorizing Postpetition Use of Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, and (III) Scheduling a Final Hearing; and (B) Granting Related Relief* [Docket No. 42] (the “**Cash Collateral Motion**”), (iii) the *Debtors’ Motion for Entry of Interim and Final Orders (A) Authorizing (I) the Debtors to Pay Prepetition Claims of Certain Critical Vendors and Foreign Vendors and (II) Financial Institutions to Honor and Process Related Checks and Transfers and (B) Granting Related Relief* [Docket No. 18] (the “**Critical Vendor Motion**”), (iv) the *Debtors’ Motion for an Order (A) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors’ Estates and (B) Granting Related Relief* [Docket No. 27] (the “**Interest Trading Motion**”), and (v) the



1502741150811000000000032

Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing (I) Payment of Certain Prepetition Claims of Shippers, Storage Providers, and Service Providers and (II) Financial Institutions to Honor and Process Related Checks and Transfers and (B) Granting Related Relief [Docket No. 19] (the “**Shippers Motion**” and together with the RSA Assumption Motion, the Cash Collateral Motion, the Critical Vendor Motion, and the Interest Trading Motion, collectively, the “**Pending Motions**”). In support of this Motion, the Committee respectfully represents as follows:

Procedural Posture

1. The Debtors commenced these cases on July 15, 2015 (the “**Petition Date**”) by filing voluntary petitions pursuant to Chapter 11, Title 11, United States Code, 11 U.S.C. § 101, *et seq.* (the “**Bankruptcy Code**”).

2. The Debtors filed the Pending Motions on the Petition Date, together with other first day motions.

3. The Court conducted an interim hearing on the Cash Collateral Motion, the Critical Vendor Motion, the Interest Trading Motion, and the Shippers Motion on the Petition Date.

A. The Cash Collateral Motion

4. On the Petition Date, the Court entered its *Interim Order (A) Authorizing Postpetition Use of Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, (C) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b) and (D) Granting Related Relief* [Docket No. 59] (the “**Cash Collateral Interim Order**”).

5. Pursuant to the Cash Collateral Interim Order, the Court set the Cash Collateral Motion for hearing on the Final Hearing Date.

6. Pursuant to the Cash Collateral Interim Order, the deadline to file objections to the Cash Collateral Motion is August 11, 2015.

B. The Critical Vendor Motion

7. On July 16, 2015, the Court entered its *Interim Order (A) Authorizing (I) the Debtors to Pay Prepetition Claims of Certain Critical Vendors and Foreign Vendors and (II) Financial Institutions to Honor and Process Related Checks and Transfers and (B) Granting Related Relief* [Docket No. 71] (the “**Critical Vendor Interim Order**”).

8. Pursuant to the Critical Vendor Interim Order, the Court set the Critical Vendor Motion for hearing on the Final Hearing Date.

9. Pursuant to the Critical Vendor Interim Order, the deadline to file objections to the Critical Vendor Motion is August 11, 2015.

C. The Interest Trading Motion

10. On July 16, 2015, the Court entered its Interim Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors’ Estates [Docket No. 72] (the “**Interest Trading Interim Order**”).

11. Pursuant to the Interest Trading Interim Order, the Court set the Interest Trading Motion for hearing on the Final Hearing Date.

12. Pursuant to the Interest Trading Interim Order, the deadline to file objections to the Interest Trading Motion is August 11, 2015.

D. The RSA Motion

13. On July 17, 2015, the Court set the RSA Assumption Motion for hearing on the Final Hearing Date.

14. Pursuant to the *Order Pursuant to 11 U.S.C. §§ 102 and 105(A) and Bankruptcy Rules 2002(M) and 9007 Implementing Certain Notice and Case Management Procedures* [Docket No. 56], the deadline to file objections to the RSA Assumption Motion is August 14, 2015.

E. The Shippers Motion

15. On the Petition Date, the Court entered its Interim Order (A) Authorizing (I) The Debtors to Pay Certain Prepetition Claims of Shippers, Storage Providers and Service Providers and (II) Financial Institutions to Honor and Process Related Checks and Transfers, and (B) Granting Related Relief [Docket No. 70] (the “**Shippers Interim Order**”).

16. Pursuant to the Shippers Interim Order, the Court set the Shippers Motion for hearing on the Final Hearing Date.

17. Pursuant to the Shippers Interim Order, the deadline to file objections to the Shippers Motion is August 11, 2015.

Appointment and Organization of Committee

18. On July 30, 2015, the Bankruptcy Administrator for the Northern District of Alabama (the “BA”) filed its *Appointment of Unsecured Creditors Committee* [Docket No. 268] (the “**First Committee Notice**”).

19. Pursuant to the First Committee Notice, the BA appointed the Committee with eleven creditors.

20. On July 31, 2015, the Pension Benefit Guaranty Corporation (the “**PBGC**”) filed its *Motion to Add Pension Benefit Guaranty Corporation to the Official Committee of Unsecured Creditors Pursuant to 11 U.S.C. § 1102(a)(4)* [Docket No. 300] (the “**PBGC Motion**”).

21. Pursuant to the PBGC Motion, the PBGC moved the Court for an order adding the PBGC to the Committee.

22. The Court conducted a hearing on the PBGC Motion on August 3, 2015.

23. On August 4, 2015, the Court entered its *Order Granting Motion to Add Pension Benefit Guaranty Corporation to the Official Committee of Unsecured Creditors and Granted Related Relief* [Docket No. 336] (the “**PBGC Order**”).

24. Pursuant to the PBGC Order, the Court granted the PBGC Motion and added the PBGC to the Committee.

25. On August 4, 2015, the BA filed its *Amended Appointment of Unsecured Creditors Committee* [Docket No. 342] (the “**Second Committee Notice**”).

26. Pursuant to the Second Committee Notice, the BA added a thirteenth creditor to the Committee.

27. On August 5, 2015, the Committee held its organizational meeting, selected its counsel and financial advisors (collectively, the “**Committee Professionals**”), and provided the Committee Professionals with initial instruction concerning the Pending Motions.

28. The Committee has requested a continuance of the Final Hearing to September 2, 2015 (the “**Continued Final Hearing Date**”).

29. The Committee has requested an extension of the deadline to object to the Pending Motions to August 26, 2015, with any replies to such objections due on September 1, 2015, at Noon (the “**Extended Deadlines**”).

30. The Debtors and the unofficial committee of holders of first lien claims (the “**Steering Committee**”) have consented to (a) continuing the Final Hearing as to the Pending

Motions and (b) extending to the Extended Deadlines the deadlines to object and reply to objections with regard to the Pending Motions.

Relief Requested

31. The Committee moves this Court for an order (a) continuing the Final Hearing as to the Pending Motions¹ and (b) extending to the Extended Deadlines² the deadlines to object and reply to objections with regard to the Pending Motions.

Basis for Relief Requested

32. The Committee, as currently constituted, was appointed on August 4, 2015, and held its organizational meeting and selected Committee Professional on August 5, 2015.

33. The Committee and the Committee Professionals have not had sufficient time to conduct a thorough analysis of the Pending Motions, their effect on the Debtors' estates, and their effects on the rights of the unsecured creditors.

34. The Committee and the Committee Professionals will not have sufficient time to conduct a thorough analysis of the Pending Motions, their effect on the Debtors' estates, and their effects on the rights of the unsecured creditors prior to the Final Hearing.

WHEREFORE, PREMISES CONSIDERED, the Committee requests that this Court: (a) enter an order substantially in the form attached hereto as Exhibit A (i) granting this Motion, (ii) continuing the Final Hearing on the Pending Motions, (iii) extending the applicable deadlines to

¹ The Committee reserves the right to request a continuance of any hearing on any motion or pleading, including without limitation requesting a further continuance of the Pending Motions.

² The Committee reserves the right to request an additional extension of time to file objections to the Pending Motions.

the Extended Deadlines; and (b) granting the Committee such other and further relief to which it may be entitled.

Dated: August 11, 2015
Birmingham, Alabama

CHRISTIAN & SMALL LLP

/s/ Bill D. Bensinger
Bill D. Bensinger
Daniel D. Sparks
1800 Financial Center
505 North 20th Street
Birmingham, Alabama 35203
Tel: (205) 250-6626
Fax: (205) 328-7234
Email: bdbensinger@csattorneys.com
ddsparks@csattorneys.com

- and -

MORRISON & FOERSTER LLP
Lorenzo Marinuzzi
Brett H. Miller
Jennifer L. Marines
250 West 55th Street
New York, NY 10019
Tel: (212) 468-8045
Fax: (212) 209-1835
Email: LMarinuzzi@mofocom
brettmiller@mofocom
jmarines@mofocom

Proposed counsel to the Official Committee
of Unsecured Creditors of Walter Energy,
Inc., *et al.*

CERTIFICATE OF SERVICE

I certify that a copy of the foregoing **AMENDED MOTION TO CONTINUE HEARING** was served on the Master Service List in accordance with the Court's *Order Pursuant to 11 U.S.C. §§ 102 and 105(A) and Bankruptcy Rules 2002(M) and 9007 Implementing Certain Notice and Case Management Procedures* [Docket No. 56], this day August 11, 2015.

/s/ Bill D. Bensinger _____
OF COUNSEL

Exhibit A
Proposed Order

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

In re:)	
)	Case No. 15-02741-TOM11
WALTER ENERGY, INC., et al.,)	
)	Chapter 11
Debtors.)	
)	Jointly Administered

ORDER ON MOTION TO CONTINUE HEARING

This matter came before the Court on the *Amended Motion to Continue Hearing* [Docket No.____] (the “**Motion**”)³ filed by the Official Committee of Unsecured Creditors of Walter Energy, Inc., *et al.* (the “**Committee**”). Pursuant to the Motion and the arguments of counsel, the Court **ORDERS** as follows:

1. The Motion is **GRANTED** as provided here in.
2. The Court shall conduct the Final Hearing on the Cash Collateral Motion, the RSA Assumption Motion, the Critical Vendor Motion, the Interest Trading Motion, and the Shippers Motion on September 2, 2015 at 11:30 a.m. CDT and, as needed, on September 3, 2015 at 1:00 p.m. CDT (the “**Continued Final Hearing Dates**”). All other pending motions previously set to be heard on August 18, 2015 and August 19, 2015 shall remain set for such dates and shall not be continued.
3. The terms of the Cash Collateral Interim Order shall continue in effect and all deadlines contained therein shall be extended to and through the Continued Final Hearing Dates.
4. Any party in interest objecting to the relief sought in the Cash Collateral Motion, the RSA Assumption Motion, the Critical Vendor Motion, the Interest Trading Motion, , and/or

³ Unless otherwise defined herein, all defined terms shall have the meanings ascribed to such defined terms in the Motion.

the Shippers Motion shall serve and file written objections, which objections shall be served upon: (a) the Debtors, 3000 Riverchase Galleria, Suite 1700, Birmingham, AL 35244, Attn: Earl Doppelt; (b) proposed counsel to the Debtors, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019, Attn: Kelley A. Cornish and Stephen J. Shimshak; (c) proposed co-counsel to the Debtors, Bradley Arant Boult Cummings LLP, One Federal Place, 1819 Fifth Avenue North, Birmingham, AL 35203, Attn: Patrick Darby; (d) counsel to any statutory committee appointed in these Chapter 11 Cases; (e) counsel to the Steering Committee, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attn: Ira S. Dizengoff and Kristine Manoukian, and Akin Gump Strauss Hauer & Feld LLP, 1333 New Hampshire Ave, N.W., Washington, DC 20036, Attn: James Savin; (f) cocounsel to the Steering Committee, Burr Forman LLP, 420 North 20th Street, Suite 3400, Birmingham, AL 35203, Attn: Michael L. Hall; (g) counsel to the Administrative Agent and the Credit Agreement Collateral Agent, White & Case LLP, 1155 Avenue of the Americas, New York, NY 10036, Attn: Scott Greissman and Elizabeth Feld; (h) any co-counsel to the Administrative Agent and the Credit Agreement Collateral Agent; (i) counsel to the First Lien Trustee and the 1L Notes Collateral Agent, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036-8704, Attn: Mark R. Somerstein; (j) counsel to the Second Lien Trustee and the 2L Notes Collateral Agent; (k) the Office of the Bankruptcy Administrator for the Northern District of Alabama, 1800 5th Avenue North, Birmingham, AL 35203, Attn: Tom Corbett and Jon Dudeck; (l) all persons and entities that have filed a request for service of filings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002; and (m) the United States Attorney for the Northern District of Alabama, **in each case to allow actual receipt by the foregoing no later than 4:00 p.m. CDT on August 26, 2015.** Failure to file an objection by the deadline set

forth in this paragraph acts as a waiver of any objection to the Cash Collateral Motion, the RSA Assumption Motion, the Critical Vendor Motion, the Interest Trading Motion, and the Shippers Motion by the party failing to object.

5. Replies, if any, to an objection may be served and filed by 12:00 p.m. CDT on September 1, 2015. The filing of a reply to an objection is not mandatory. Failure to file a reply does not waive or in any manner limit the arguments made by a party in support of the Cash Collateral Motion, the RSA Assumption Motion, the Critical Vendor Motion, the Interest Trading Motion, and the Shippers Motion.

Dated: _____

/s/

TAMARA O. MITCHELL
United States Bankruptcy Judge