

**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

Joint Administration Requested

**ORDER PURSUANT TO SECTIONS 105(a), 363(b), 363(c) AND 1107(a) OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULES 6003 AND 6004(h)
(A) AUTHORIZING THE DEBTORS TO (I) CONTINUE INSURANCE POLICIES AND
AGREEMENTS RELATING THERETO AND (II) HONOR CERTAIN PREPETITION
OBLIGATIONS IN RESPECT THEREOF; AND (B) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)² of the Debtors, seeking entry of an order, pursuant to sections 105(a), 363(b), 363(c) and 1107(a) of title 11 of the U.S. Code (the “Bankruptcy Code”) and rules 6003 and 6004(h) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”): (a) authorizing the Debtors to (i) continue Insurance Policies and agreements relating thereto and (ii) honor certain prepetition obligations in respect thereof; and (b) granting related relief; and it appearing that jurisdiction is proper pursuant to 28 U.S.C. §§ 157 and 1334; and venue of these Chapter 11 Cases and the motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and upon consideration of the First Day

¹ The Debtors in these cases, 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.

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



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Declaration; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties-in-interest; and it appearing that such relief is necessary to avoid immediate and irreparable harm and, thus, the requirements of Rule 6003 of the Federal Rules of Bankruptcy Procedure have been satisfied; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED that:

1. The Motion is GRANTED, as set forth herein.
2. The Debtors are authorized and empowered to maintain all of their Insurance Programs, whether listed on Exhibit B to the Motion or not and satisfy all Insurance Obligations (including the Insurance Obligations related to the Black Warrior Companies) in the ordinary course of their business, including the Insurance Policies, without interruption on the same basis and to the extent consistent with the practices and procedures in effect prior to the commencement of the Chapter 11 Cases.
3. The Debtors are authorized and empowered to revise, extend, renew, supplement or change the Insurance Programs, including the Insurance Policies, to the extent necessary, consistent with the practices and procedures in effect prior to the Petition Date, without further Order of this Court; provided, however, to the extent that the Debtors seek to enter into any premium financing arrangement program, the Debtors shall obtain the Steering Committee's prior consent.
4. The Debtors are authorized, but not required, to pay, in their sole discretion, all premiums (including taxes), claims, deductibles, retrospective adjustments, administrative fees, and all other Insurance Obligations including those Insurance Obligations that were due and

payable or related to the period prior to the commencement of these Chapter 11 Cases.

5. All applicable cash management banks are authorized to receive, process, honor and pay any and all checks or drafts drawn on the Debtors' accounts in connection with the Insurance Obligations whether those checks were issued or presented prior to or after the Petition Date and make other transfers, provided that sufficient funds are available in the applicable accounts, whether deposited prepetition or postpetition, to make the payments.

6. Nothing in this Order or the Motion shall be construed as prejudicing the rights of the Debtors to dispute or contest the basis for, or amount or priority of, any claims against the Debtors in connection with, under or relating to any Insurance Programs or Insurance Obligation and all related rights are fully reserved.

7. To the extent any Insurance Policy or related agreement is deemed an executory contract within the meaning of section 365 of the Bankruptcy Code, neither this Order nor any payments made in accordance with this Order shall constitute the postpetition assumption of such Insurance Policy or related agreements under section 365 of the Bankruptcy Code.

8. Any payment made or to be made under this Order, and any authorization contained in this Order, shall be subject to the terms of the Interim Cash Collateral Order and related final order.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. This order shall not create any obligation on the part of the Debtors or their officers, directors, attorneys or agents to pay any of the obligations discussed herein or in the Motion and none of the foregoing persons shall have any liability on account of any decision by the Debtors not to pay such obligations and nothing in this Order shall be deemed to increase,

reclassify, elevate to an administrative expense status or otherwise affect such obligations to the extent they are not paid.

11. Nothing in this Order or the Motion is intended or shall be construed to constitute relief from the automatic stay pursuant to section 362 of the Bankruptcy Code.

12. Notwithstanding Bankruptcy Rule 6003, this Order shall be effective and enforceable upon entry hereof.

13. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

14. The Court shall retain jurisdiction over any matters arising from or related to the implementation or interpretation of this Order.

Dated: July 16, 2015

/s/ Tamara O. Mitchell
Tamara O. Mitchell
United States Bankruptcy Judge

Notice Recipients

District/Off: 1126-2
Case: 15-02741-TOM11

User: Itumlin
Form ID: pdf000

Date Created: 7/16/2015
Total: 30

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TOTAL: 13

Recipients submitted to the BNC (Bankruptcy Noticing Center):

db	Walter Energy, Inc.	3000 Riverchase Galleria	Suite 1700	Birmingham, AL 35244-2359
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cr	Cowin & Company, Inc.	c/o Daniel D. Sparks	505 20th Street North	Suite 1800 Birmingham, AL 35203
cr	Nelson Brothers, LLC	c/o Daniel D. Sparks	505 20th Street North	Suite 1800 Birmingham, AL 35203
ba	J. Thomas Corbett	Bankruptcy Administrator	1800 5th Avenue North	Birmingham, AL 35203
cr	United Mine Workers of America	c/o Sharon L. Levine	Lowenstein Sandler, LLP	65 Livingston Avenue & 6 Becker Farm Rd Roseland, NJ 07068
crmc	Steering Committee	c/o Akin Gump Strauss Hauer & Feld LLP	One Bryant Park	Bank of America Tower New York, NY 10036-6745
intp	Wilmington Trust, National Association	Corporate Capital Markets	50 South Sixth Street Ste 1290	Minneapolis, MN 55402
intp	Scott Greissman	White & Case LLP	1155 Avenue of the Americas	New York, NY 10036
cr	Alabama State Port Authority	c/o Benjamin S. Goldman, Esquire	2001 Park Place North	Suite 1200 Birmingham, AL 35203
cr	Thompson Tractor Co., Inc.	c/o Benjamin S. Goldman, Esquire	2001 Park Place North	Suite 1200 Birmingham, AL 35203 UNITED STATES
cr	Parker Towing Company, Inc.	c/o Benjamin S. Goldman, Esquire	2001 Park Place North	Suite 1200 Birmingham, AL 35203 UNITED STATES
cr	RGGS Land & Minerals, LTD., L.P.	c/o Robert A. morgan	ROSN HARWOOD, kPA	2200 Jack Warner Parkway, Suite 200 P. O. Box 2727 Tuscaloosa, AL 35403-2727
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TOTAL: 17