

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

In re: WALTER ENERGY, INC., <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 15-02741-TOM11 Jointly Administered Docket Ref. 38 and 60
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**DEBTORS' NOTICE OF REVISED PROPOSED FINAL ORDER ESTABLISHING
NOTIFICATION PROCEDURES AND APPROVING RESTRICTIONS ON
CERTAIN TRANSFERS OF INTERESTS IN THE DEBTORS' ESTATES**

Walter Energy, Inc. and its affiliated debtors and debtors-in-possession (each a "Debtor") and, collectively, the "Debtors") hereby provide notice (this "Notice") to the Court and parties-in-interest of the Debtors' Proposed Amended Final NOL Order (as defined herein):

1. The Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the U.S. Code, 11 U.S.C. § 101-1532 (the "Bankruptcy Code") on July 15, 2015 (the "Petition Date"). The Debtors continue to manage and operate their businesses as debtors-in-possession under sections 1107 and 1108 of the Bankruptcy Code.

2. On the Petition Date, the Debtors filed 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. 72] (the

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.

“NOL Motion”).² On the same date, the Court entered an order approving on an interim basis the relief requested therein [Docket No. 72] (the “Interim NOL Order”).

3. The Interim NOL Order enforces section 362 of the Bankruptcy Code and approves Trading Procedures to protect the value of the Debtors’ consolidated net operating loss carryforwards, consolidated net unrealized built in losses, and certain other tax attributes by restricting certain transfers of equity interests in the Debtors.

4. Following entry of the Interim NOL Order, staff of the U.S. Securities and Exchange Commission (the “SEC”) and counsel to the Steering Committee provided the Debtors comments on the Trading Procedures proposed in the NOL Motion. As a result of discussions with the SEC staff and counsel to the Steering Committee, the Debtors have amended the proposed *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests in the Debtors’ Estates* (as so amended, the “Proposed Amended Final NOL Order”).³

5. The Proposed Amended Final NOL Order revises the Trading Procedures to provide that the Debtors must file an objection to any proposed transfer of Stock described in any Equity Trading Notice within fifteen (15) calendar days after the filing of such notice with the Court (a “Trading Objection”).⁴ Under the revised Trading Procedures, if the Debtors file a Trading Objection by the applicable deadline, then the Proposed Equity Transaction shall not be effective unless approved by a final and non-appealable order of this Court or otherwise agreed

² Capitalized terms used but not defined herein have the meaning ascribed to them in the NOL Motion.

³ The *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests in the Debtors Estates* (the “Final NOL Order”) was attached as Exhibit B to the NOL Motion.

⁴ The summary herein is provided for illustrative purposes only and is qualified in its entirety by reference to the Proposed Amended Final NOL Order. In the event of any inconsistency between this summary and the Proposed Amended Final NOL Order, the Proposed Amended Final NOL Order shall control in all respects.

to by the Debtors. If the Debtors do not file a Trading Objection by the applicable deadline, or if the Debtors provide written approval of the Proposed Equity Transaction prior to the Trading Objection Deadline to a Proposed Equity Transferee or Proposed Equity Transferor, then such Proposed Equity Transaction may proceed as described in the Equity Trading Notice.

6. The Proposed Amended Final NOL Order also expressly provides that it does not preclude any Entity from seeking appropriate relief from the provisions of the Proposed Amended Final NOL Order. The Proposed Amended Final NOL Order will not prejudice, limit or waive the rights of any Entity to object on any grounds to, or be heard in connection with, any Trading Objection by the Debtors to any proposed transfer described in the Equity Trading Notice, all of which rights, claims and objections are expressly reserved.

7. The Proposed Amended Final NOL Order further revises the Trading Procedures to provide that counsel to the Steering Group is entitled to the same form of notice and to consultation rights with Debtors regarding any proposed transfer of Stock described in any Equity Trading Notice or waiver by Debtors of any or all of the Trading Procedures contained in this Motion.

8. The Proposed Amended Final NOL Order is attached hereto as Exhibit 1. For the convenience of the Court and parties-in-interest, attached hereto as Exhibit 2 is a blackline comparing the Proposed Amended Final NOL Order with the Final NOL Order that the Debtors proposed in the NOL Motion on the Petition Date.

9. The Debtors have circulated the Proposed Amended Final NOL Order to staff of the SEC, counsel to the Steering Committee, and the Bankruptcy Administrator for the Northern District of Alabama.

10. The Court has scheduled a final hearing on the NOL Motion for August 18, 2015 at 10:00 a.m. (prevailing Central Time).

11. Pursuant to the Interim NOL Order, any party-in-interest objecting to entry of the Proposed Amended Final NOL Order shall serve and file a written objection (an “Objection”) with the Court which Objection shall be served upon (a) the Debtors c/o Walter Energy, Inc., 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: Claudia R. Tobler and Michael S. Rudnick; (c) proposed co-counsel to the Debtors, Bradley Arant Boult Cummings LLP, One Federal Place, 1819 Fifth Avenue North, Birmingham, AL 35203, Attn: Jay Bender; (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) co-counsel 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: 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 U.S. Attorney for the Northern District of Alabama, in each case to allow actual receipt by the foregoing no later than **August 11, 2015 at 4:00 p.m. (prevailing Central Time)** (the “Objection Deadline”).

12. The Debtors shall serve this Notice upon (i) the Office of the Bankruptcy Administrator for the Northern District of Alabama; (ii) counsel to the administrative agent for the Debtors’ prepetition secured credit facility; (iii) the indenture trustee for each of the Debtors’ outstanding bond issuances; (iv) counsel to the Steering Committee; (v) the Internal Revenue Service; (vi) the Securities and Exchange Commission; (vii) the U.S. Environmental Protection Agency; (viii) the U.S. Attorney for the Northern District of Alabama; (ix) counsel to the UMWA; (x) the USW; (xi) the holders of the fifty (50) largest unsecured claims against the Debtors, on a consolidated basis; (xii) the directly registered holders of the Stock to the extent known; (xiii) the beneficial holders of the Stock via such beneficial holders’ banks, brokers, custodians, dealers, and other agents, intermediaries, and nominees; and (xiv) all persons and entities that have filed a request for service of filings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

13. The Debtors respectfully request that the Court enter the Proposed Amended Final NOL Order. If no objections are timely filed by the Objection Deadline, the Debtors will request that the Court enter the Proposed Amended Final NOL Order without further notice or hearing.

Dated: July 28, 2015
Birmingham, Alabama

BRADLEY ARANT BOULT CUMMINGS LLP

By: /s/ Patrick Darby
Patrick Darby
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- and -

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*Proposed Counsel to the Debtors and
Debtors-in-Possession*

EXHIBIT 1
Proposed Amended Final NOL Order

**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

Jointly Administered

**FINAL ORDER ESTABLISHING NOTIFICATION PROCEDURES AND
APPROVING RESTRICTIONS ON CERTAIN TRANSFERS OF
INTERESTS IN THE DEBTORS' ESTATES**

Upon consideration of the motion (the "Motion")² of the Debtors requesting entry of interim and final orders pursuant to sections 105(a), 362, 363 and 1107(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004(h) for entry of an order (a) establishing and implementing notification procedures and restrictions regarding certain transfers of beneficial interests in the Stock of Walter Energy; (b) approving procedures for notifying holders of such Stock of the procedures and restrictions regarding the transfers thereof; (the "Trading Procedures"); and (c) granting related relief; and it appearing that this Court has jurisdiction to consider the Motion pursuant to

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² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

28 U.S.C. §§ 157 and 1334; and it appearing that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that adequate and proper notice of the Motion has been given and that no other or further notice need be given; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and the legal and factual bases set forth in the Motion having established just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor; it is hereby ORDERED that:

1. The Motion is GRANTED on a FINAL BASIS.

2. Pursuant to sections 105(a), 362, 363 and 1107(a) of the Bankruptcy Code, the relief requested in the Motion is hereby granted on a final basis *nunc pro tunc* to the Petition Date as set forth herein.

3. The following Trading Procedures are hereby approved:

- (a) Notice of Substantial Stock Ownership. Any person or Entity that is a Beneficial Owner, at any time on or after the Motion Date, of Stock in an amount sufficient to qualify such person or Entity as a Substantial Equityholder shall file with the Court, and serve upon the Debtors and counsel to the Steering Committee a Notice of Substantial Stock Ownership (a "Substantial Ownership Notice") substantially in the form annexed to this Order as Exhibit A, which describes specifically and in detail the Stock ownership of such person or Entity, on or before the date that is the later of: (a) fifteen (15) business days after the entry of this Order and (b) fifteen (15) business days after that person or Entity qualifies as a Substantial Equityholder. At the holder's election, the Substantial Ownership Notice to be filed with the Court (but not such notice served upon the Debtors and counsel to the Steering Committee) may be

redacted to exclude such holder's taxpayer identification number and the number of shares of Stock that such holder Beneficially Owns.

- (b) Acquisition of Stock. At least fifteen (15) business days prior to the proposed date of any transfer of Stock that would result in an increase in the amount of Stock Beneficially Owned by any person or Entity that currently is or subsequently becomes a Substantial Equityholder or that would result in a person or Entity becoming a Substantial Equityholder (a "Proposed Equity Acquisition Transaction"), such person, Entity or Substantial Equityholder (a "Proposed Equity Transferee") shall file with the Court and serve upon the Debtors and counsel to the Steering Committee a Notice of Intent to Purchase, Acquire or Otherwise Accumulate Beneficial Ownership of Stock (an "Equity Acquisition Notice"), substantially in the form annexed to this Order as Exhibit B, which describes specifically and in detail the proposed transaction in which Stock is to be acquired. At the holder's election, the Equity Acquisition Notice that is filed with the Court (but not such notice served upon the Debtors and counsel to the Steering Committee) may be redacted to exclude such holder's taxpayer identification number and the number of shares of Stock that such holder Beneficially Owns and proposes to purchase or otherwise acquire.
- (c) Disposition of Stock. At least fifteen (15) business days prior to the proposed date of any transfer or other disposition of Stock that would result in a decrease in the amount of Stock Beneficially Owned by a Substantial Equityholder or that would result in a person or Entity ceasing to be a Substantial Equityholder (a "Proposed Equity Disposition Transaction," and together with a Proposed Equity Acquisition Transaction, a "Proposed Equity Transaction"), such person, Entity, or Substantial Equityholder (a "Proposed Equity Transferor") shall file with the Court and serve upon the Debtors and counsel to the Steering Committee a Notice of Intent to Sell, Exchange or Otherwise Transfer Beneficial Ownership of Stock (an "Equity Disposition Notice," and together with an Equity Acquisition Notice, an "Equity Trading Notice"), substantially in the form annexed to this Order as Exhibit C, which describes specifically and in detail the proposed transaction in which Stock would be transferred. At the holder's election, the Equity Disposition Notice that is filed with the Court (but not such notice served upon the Debtors and counsel to the Steering Committee) may be redacted to exclude such holder's taxpayer identification number and the number of shares of Stock that such holder Beneficially Owns and proposes to sell or otherwise transfer.

- (d) Objection Procedures. The Debtors, in consultation with counsel to the Steering Committee, shall have fifteen (15) calendar days after the filing with the Court of an Equity Trading Notice (the “Trading Objection Deadline”) to file with the Court and serve on such Proposed Equity Transferee or Proposed Equity Transferor, as the case may be, an objection to any proposed transfer of Stock described in the Equity Trading Notice on the grounds that such transfer might adversely affect the Debtors’ ability to utilize their Tax Attributes (a “Trading Objection”).
- (i) If the Debtors file a Trading Objection by the Trading Objection Deadline, then the Proposed Equity Transaction shall not be effective unless approved by a final and non-appealable order of this Court or otherwise agreed to by the Debtors.
- (ii) If the Debtors, in consultation with the counsel to the Steering Committee, elect not to file a Trading Objection by the Trading Objection Deadline, or if the Debtors, in consultation with counsel to the Steering Committee, provide written authorization to a Proposed Equity Transferee or Proposed Equity Transferor, as the case may be, approving the Proposed Equity Transaction prior to the Trading Objection Deadline, then such Proposed Equity Transaction may proceed solely as specifically described in the Equity Trading Notice. Any further Proposed Equity Transaction must be the subject of additional notices as set forth herein, with an additional fifteen (15) day waiting period.
- (e) Noncompliance with the Trading Procedures. Effective as of the Motion Date and until further order of the Court to the contrary, any trade, acquisition, purchase, sale or other transfer or disposition of any Stock in violation of the Trading Procedures set forth herein shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code and the stays approved pursuant to the Court’s orders approving these Trading Procedures, and shall confer no rights on the transferee. Any person or Entity acquiring or disposing of any Stock in violation of the Trading Procedures may be subject to such sanctions as the Court may consider appropriate under sections 105 and 362 of the Bankruptcy Code and the Court’s general equitable powers.
- (f) Confidentiality. Except to the extent information contained in any submission to the Court pursuant to the Trading Procedures set forth herein is public or in connection with an audit or other

investigation by the IRS or other taxing authority, the Debtors and counsel to the Steering Committee shall keep all additional information provided in connection with these Trading Procedures strictly confidential; provided, however, that the Debtors may disclose the information to their counsel and the Debtors and counsel to the Steering Committee may disclose the information to the Debtors' and Steering Committee's professional advisors and those of any other person(s) that are subject to a nondisclosure agreement with the Debtors (as applicable), each of whom shall keep all such notices strictly confidential. To the extent non-public information is requested in these Trading Procedures or requests for information related thereto, all non-public information may be redacted from any filing made with the Court.

- (g) Cooperation. Any person or Entity making a filing pursuant to these Trading Procedures shall, upon reasonable request by the Debtors, (i) provide the Debtors and counsel to the Steering Committee any additional information in connection with the evaluation of the action contemplated in such notice, and (ii) use reasonable efforts to elicit cooperation from its shareholders, partners, officers, directors, members or other beneficial owners in connection therewith.
- (h) Interpretation. These Trading Procedures are intended to preserve, to the maximum extent possible, the Debtors' ability to obtain the maximum benefit from their Tax Attributes and, accordingly, any interpretative question that may arise under these Trading Procedures shall be resolved in the manner that will reduce the risks that a transfer of Stock might jeopardize the Debtors' use of their Tax Attributes.
- (i) Debtors' Right to Waive. The Debtors, in consultation with the counsel to the Steering Committee, may waive, in writing, any or all of the Trading Procedures contained in the Motion.
- (j) Service on the Debtors. For purposes of the Trading Procedures, service on the Debtors shall mean delivery to: (a) Walter Energy, Inc., 3000 Riverchase Galleria, Suite 1700, Birmingham, Alabama 35244, Attention: Michael Hurley, Vice President, Tax; (b) counsel to the Debtors, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, New York, 10019, Attention: Michael Rudnick, Ann Young and Claudia Tobler; and (c) co-counsel to the Debtors, Bradley Arant Boult Cummings LLP, One Federal Place, 1819 Fifth Avenue North, Birmingham, Alabama 35203, Attention: James Bailey.

- (k) Service on Counsel to the Steering Committee. For purposes of the Trading Procedures, service on counsel to the Steering Committee shall mean delivery to: (a) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attention: Ira Dizengoff and Kristine Manoukian, (b) Akin Gump Strauss Hauer & Feld LLP, 1333 New Hampshire Avenue, NW, Washington, DC 20036, Attention: James Savin, and (c) Burr & Forman LLP, 420 North 20th Street, Suite 3400, Birmingham, Alabama 35203, Attention: Michael L. Hall.
- (l) Definitions. For purposes of these Trading Procedures, the following terms have the following meanings:
- (i) Stock. “Stock” means the common shares of Walter Energy and any beneficial interest therein, including any Options to acquire such common shares.
- (ii) Option. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable.
- (iii) Entity. “Entity” has the meaning given to such term by the U.S. Department of Treasury regulations promulgated under section 382 of the IRC (“Treasury Regulations”).
- (iv) Beneficial Ownership. “Beneficial Ownership” (or any variation thereof of Stock and Options to acquire Stock) shall be determined in accordance with applicable rules under section 382 of the IRC, the related Treasury Regulations and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock, and (C) in certain cases, the ownership of an Option to acquire Stock. The term Beneficial Ownership of Stock shall include any variation of beneficial ownership of Stock and an Option to acquire Stock.

- (v) Substantial Equityholder. A “Substantial Equityholder” is any person or Entity that Beneficially Owns at least 4.5%, or 3,632,136, shares of all issued and outstanding shares of Stock.
- (vi) Motion Date. The “Motion Date” means July 15, 2015, the date on which the Motion was filed with the Court.

4. Within five (5) business days after entry of this Order, the Debtors (i) shall serve notice, by priority mail, postage prepaid, or by electronic mail, in substantially the form attached as Exhibit D to this Order (the “Notice of Final Order”), to the following persons: (A) the Office of the Bankruptcy Administrator for the Northern District of Alabama (the “Bankruptcy Administrator”); (B) counsel to the administrative agent for the Debtors’ prepetition secured credit facility; (C) the indenture trustee for each of the Debtors’ outstanding bond issuances; (D) counsel to the Steering Committee; (E) the Internal Revenue Service (the “IRS”); (F) the U.S. Attorney for the Northern District of Alabama; (G) the Securities and Exchange Commission (the “SEC”); (H) the directly registered holders of the Stock to the extent known; and (I) the beneficial holders of the Stock via such beneficial holders’ banks, brokers, custodians, dealers, and other agents, intermediaries, and nominees (collectively, the “Nominees”); (ii) shall post the Notice of Final Order together with a copy of this Order and the form of Substantial Ownership Notice, Equity Acquisition Notice and Equity Disposition Notice on the Debtors’ case information website (<http://www.kccllc.net/walterenergy>); and (iii) shall submit the Notice of Final Order for publication on the Bloomberg newswire service and the Depository Trust Legal Noticing System (LENS).

5. Upon receipt of each Notice of Final Order, the Nominees will be required, within five (5) business days of receipt of such notice and on at least a quarterly

basis thereafter, to send such notice to all registered or otherwise known holders of any Stock.

6. Any such registered or otherwise known holder, in turn, must, within five (5) business days of receipt of each such notice, provide such notice to any holder for whose account such registered holder holds any Stock, and so on down the chain of ownership. Any entity or broker or agent acting on such entity's behalf that sells in excess of 3,632,136 shares of Stock to another entity must serve a copy of the Notice of Final Order on such purchaser of such Stock or any broker or agent acting on such purchaser's behalf.

7. Any transfer of Beneficial Ownership in violation of the Trading Procedures, including the notice requirements, shall be null and void *ab initio*.

8. The relief granted in this Order is intended solely to permit the Debtors to protect, preserve and maximize the value of their Tax Attributes. Accordingly, except to the extent this Order expressly conditions or restricts trading Stock, nothing in this Order shall or shall be deemed to prejudice, impair or otherwise alter or affect the rights of any holders of Stock, including in connection with the treatment of any such interests under any chapter 11 plan or any applicable bankruptcy court order.

9. Nothing in this Order shall preclude any interested party from seeking appropriate relief from the provisions of this Order.

10. The requirements of this Order are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other laws, and do not excuse compliance therewith.

11. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: August [], 2015
Birmingham, Alabama

THE HONORABLE TAMARA O. MITCHELL
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A
SUBSTANTIAL OWNERSHIP NOTICE

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

<p>In re:</p> <p>WALTER ENERGY, INC., <i>et al.</i>,¹</p> <p style="text-align:center">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 15-02741-TOM11</p> <p>Jointly Administered</p>
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SUBSTANTIAL OWNERSHIP NOTICE

PLEASE TAKE NOTICE that the undersigned party is/has become a Substantial Equityholder with respect to the Stock or of any Beneficial Ownership therein. Walter Energy, Inc. is a debtor and debtor in possession in Case No. 15-02741-TOM11 pending in the United States Bankruptcy Court for the Northern District of Alabama (the "Court").²

PLEASE TAKE FURTHER NOTICE that as of _____, 2015, the undersigned party currently has Beneficial Ownership of _____ of Stock. The

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² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates* (the "Order").

following table sets forth the date(s) on which the undersigned party acquired Beneficial Ownership of such Stock.

Number of Shares	Date Acquired

PLEASE TAKE FURTHER NOTICE that the following investor(s) in the undersigned party held indirect Beneficial Ownership of 5% or more of the Stock through such investor's interest in the undersigned party:

Indirect Owner	Dates that Beneficial Ownership in Walter Energy, Inc., exceeded 5%

PLEASE TAKE FURTHER NOTICE that during the period that the undersigned party held Stock, the undersigned party redeemed the following equity interests, which caused an investor(s) in the undersigned party either (x) to hold an

indirect Beneficial Ownership of 5% or more of the Stock, or (y) to increase its existing more than 5% indirect Beneficial Ownership held through such investor's interest in the undersigned party:

Date	Percentage of Outstanding Equity Redeemed

PLEASE TAKE FURTHER NOTICE that during the period that the undersigned party held Stock, the undersigned party issued the following equity interests, which caused an investor(s) in the undersigned party to (i) reduce its indirect Beneficial Ownership of 5% or more of the Stock, held through such investor's interest in the undersigned party, or (ii) increase its indirect Beneficial Ownership to 5% or more of the Stock, held through such investor's interest in the undersigned party:

Date	Percentage of Outstanding Equity Issued

Date	Percentage of Outstanding Equity Issued

PLEASE TAKE FURTHER NOTICE that during the period that the undersigned party held Stock, the undersigned party did / did not merge with another entity.

PLEASE TAKE FURTHER NOTICE that during the period that the undersigned party held Stock, the undersigned party did / did not have a formal or informal understanding with any other individual or entity to make a coordinated acquisition of Stock, as that term is construed in Treas. Reg. § 1.382-3(a)(1).

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, this notice is being filed with the Court and served upon the Debtors. In light of the nature of the relief requested herein, no other or further notice is necessary.

This notice is given in addition to, and not as a substitute for, the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate and other laws, and does not excuse compliance therewith.

Respectfully submitted,

 [Name of Stockholder]
 [Address of Stockholder]
 [City, state]
 [Telephone of Stockholder]
 [Facsimile of Stockholder]
 Dated: _____, 2015

EXHIBIT B
EQUITY ACQUISITION NOTICE

Doc#: US1:10149690v1

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

<p>In re:</p> <p>WALTER ENERGY, INC., <i>et al.</i>,¹</p> <p style="text-align:center">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 15-02741-TOM11</p> <p>Jointly Administered</p>
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**NOTICE OF INTENT TO PURCHASE, ACQUIRE OR OTHERWISE
ACCUMULATE BENEFICIAL OWNERSHIP OF STOCK**

PLEASE TAKE NOTICE that [Name] intends to purchase, acquire or otherwise accumulate Beneficial Ownership of _____ Stock (the "Proposed Transaction").² Walter Energy, Inc. is a debtor and debtor in possession in Case No. 15-02741-TOM11 pending in the United States Bankruptcy Court for the Northern District of Alabama (the "Court").

PLEASE TAKE FURTHER NOTICE that, prior to giving effect to the Proposed Transaction, [Name] has Beneficial Ownership of _____ shares of the Stock.

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. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of the Debtors' bankruptcy cases.

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates* (the "Order").

[Name] further acknowledges and agrees that (i) if the Debtors file with the Court a Trading Objection by the Trading Objection Deadline, then the Proposed Transaction shall not be effective unless approved by a final and non-appealable order of this Court or otherwise agreed to by the Debtors; (ii) any transaction purportedly consummated in violation of the Order will be void *ab initio* and may result in the imposition of sanctions as provided in the Order and (iii) any further transactions contemplated by [Name] that may result in [Name] purchasing, acquiring or otherwise obtaining Beneficial Ownership of additional Stock will each require an additional notice be filed with the Court and served in the same manner as this notice.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, this notice is being filed with the Court and served upon the Debtors. In light of the nature of the relief requested herein, no other or further notice is necessary.

This notice is given in addition to, and not as a substitute for, the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate and other laws, and does not excuse compliance therewith.

Respectfully submitted,

[Name of Acquiror]
[Address of Acquiror]
[City, state]

[Telephone of Acquiror]
[Facsimile of Acquiror]

Dated: _____, 2015

EXHIBIT C
EQUITY DISPOSITION NOTICE

Doc#: US1:10149690v1

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

In re: WALTER ENERGY, INC., <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 15-02741-TOM11 Jointly Administered
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**NOTICE OF INTENT TO SELL, EXCHANGE OR OTHERWISE
TRANSFER BENEFICIAL OWNERSHIP OF STOCK**

PLEASE TAKE NOTICE that [Name] intends to sell, exchange or otherwise transfer Beneficial Ownership of _____ shares of Stock (the "Proposed Transaction").² Walter Energy, Inc. is a debtor and debtor in possession in Case No. 15-02741-TOM11 pending in the United States Bankruptcy Court for the Northern District of Alabama (the "Court").

PLEASE TAKE FURTHER NOTICE that, before giving effect to the Proposed Transaction, [Name] has Beneficial Ownership of _____ shares of the Stock.

[Name] further acknowledges and agrees that (i) if the Debtors file with the Court a Trading Objection to the Proposed Transaction by the Trading Objection Deadline, then the

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. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of the Debtors' bankruptcy cases.

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates* (the "Order").

Proposed Transaction shall not be effective unless approved by a final and non-appealable order of the Court or otherwise agreed to by the Debtors; (ii) any transaction purportedly consummated in violation of the Order will be void *ab initio* and may result in the imposition of sanctions as provided in the Order and (iii) any further transactions contemplated by [Name] that may result in [Name] purchasing, acquiring or otherwise obtaining Beneficial Ownership of additional Stock will each require an additional notice be filed with the Court and served in the same manner as this notice.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, this notice is being filed with the Court and served upon the Debtors. In light of the nature of the relief requested herein, no other or further notice is necessary. This notice is given in addition to, and not as a substitute for, the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate and other laws, and does not excuse compliance therewith.

Respectfully submitted,

[Name of Stockholder]
[Address of Stockholder]
[City, state]

[Telephone of Stockholder]
[Facsimile of Stockholder]

Dated: _____, 2015

EXHIBIT D
NOTICE OF FINAL ORDER

Doc#: US1:10149690v1

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

In re: WALTER ENERGY, INC., <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 15-02741-TOM11 Jointly Administered
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**NOTICE OF FINAL ORDER ESTABLISHING
NOTIFICATION PROCEDURES AND APPROVING RESTRICTIONS
ON CERTAIN TRANSFERS OF INTERESTS IN DEBTORS' ESTATES**

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN WALTER ENERGY, INC.:

PLEASE TAKE NOTICE that on July 15, 2015, the debtor entities listed herein commenced cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Upon the commencement of a chapter 11 case, section 362(a) of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtors' estates or of property from the Debtors' estates or to exercise control over property of the Debtors' estates.²

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. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of the Debtors' bankruptcy cases.

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates* (the "Order").

PLEASE TAKE FURTHER NOTICE that on July 15, 2015, the Debtors filed a motion seeking entry of an order establishing notification procedures and approving restrictions on certain transfers of interests in the Debtors and their estates (the "Motion").

PLEASE TAKE FURTHER NOTICE that on August __, 2015, the United States Bankruptcy Court for the Northern District of Alabama (the "Court") having jurisdiction over these chapter 11 cases entered an order (i) finding that the Debtors' net operating losses ("NOLs") and NOL carryforwards, consolidated net unrealized built-in losses ("NUBILs") and tax credits are property of the Debtors' estates and are protected by section 362(a) of the Bankruptcy Code, (ii) finding that unrestricted trading of the Stock could severely limit the Debtors' ability to use their NOLs, NOL carryforwards, NUBILs, and tax credits for U.S. federal income tax purposes and (iii) approving the procedures (the "Trading Procedures") set forth below to preserve the Debtors' Tax Attributes pursuant to sections 105(a) and 362(a) of the Bankruptcy Code.

Any sale or other transfer in violation of the Trading Procedures set forth below shall be null and void *ab initio* as an act in violation of the automatic stay under sections 105(a) and 362 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the following procedures and restrictions have been approved by the Court:

- (a) Notice of Substantial Stock Ownership. Any person or Entity that is a Beneficial Owner, at any time on or after the Motion Date, of Stock in an amount sufficient to qualify such person or Entity as a Substantial Equityholder shall file with the Court, and serve upon the Debtors and counsel to the Steering Committee a Notice of Substantial Stock Ownership (a "Substantial Ownership Notice") in the form annexed to the Order as Exhibit A, which describes specifically and in detail the Stock ownership of such person or Entity, on or before the date that is the later of: (a) fifteen (15) business days after the entry of the Order and (b) fifteen (15) business days after that person or Entity qualifies as a Substantial

Equityholder. At the holder's election, the Substantial Ownership Notice to be filed with the Court (but not such notice served upon the Debtors and counsel to the Steering Committee) may be redacted to exclude such holder's taxpayer identification number and the number of shares of Stock that such holder Beneficially Owns.

- (b) Acquisition of Stock. At least fifteen (15) business days prior to the proposed date of any transfer of Stock that would result in an increase in the amount of Stock Beneficially Owned by any person or Entity that currently is or subsequently becomes a Substantial Equityholder or that would result in a person or Entity becoming a Substantial Equityholder (a "Proposed Equity Acquisition Transaction"), such person, Entity or Substantial Equityholder (a "Proposed Equity Transferee") shall file with the Court and serve upon the Debtors and counsel to the Steering Committee a Notice of Intent to Purchase, Acquire or Otherwise Accumulate Beneficial Ownership of Stock (an "Equity Acquisition Notice"), in the form annexed to the Order as Exhibit B, which describes specifically and in detail the proposed transaction in which Stock is to be acquired. At the holder's election, the Equity Acquisition Notice that is filed with the Court (but not such notice served upon the Debtors and counsel to the Steering Committee) may be redacted to exclude such holder's taxpayer identification number and the number of shares of Stock that such holder Beneficially Owns and proposes to purchase or otherwise acquire.
- (c) Disposition of Stock. At least fifteen (15) business days prior to the proposed date of any transfer or other disposition of Stock that would result in a decrease in the amount of Stock Beneficially Owned by a Substantial Equityholder or that would result in a person or Entity ceasing to be a Substantial Equityholder (a "Proposed Equity Disposition Transaction," and together with a Proposed Equity Acquisition Transaction, a "Proposed Equity Transaction"), such person, Entity, or Substantial Equityholder (a "Proposed Equity Transferor") shall file with the Court and serve upon the Debtors and counsel to the Steering Committee a Notice of Intent to Sell, Exchange or Otherwise Transfer Beneficial Ownership of Stock (an "Equity Disposition Notice," and together with an Equity Acquisition Notice, an "Equity Trading Notice"), in the form annexed to the Order as Exhibit C, which describes specifically and in detail the proposed transaction in which Stock would be transferred. At the holder's election, the Equity Disposition Notice that is filed with the Court (but not such notice served upon the Debtors and counsel to the Steering Committee) may be redacted to exclude such holder's taxpayer identification number and the number of shares of Stock that such holder Beneficially Owns and proposes to sell or otherwise transfer.

- (d) Objection Procedures. The Debtors, in consultation with counsel to the Steering Committee, shall have fifteen (15) calendar days after the filing with the Court of an Equity Trading Notice (the “Trading Objection Deadline”) to file with the Court and serve on such Proposed Equity Transferee or Proposed Equity Transferor, as the case may be, an objection to any proposed transfer of Stock described in the Equity Trading Notice on the grounds that such transfer might adversely affect the Debtors’ ability to utilize their Tax Attributes (a “Trading Objection”).
- (i) If the Debtors file a Trading Objection by the Trading Objection Deadline, then the Proposed Equity Transaction shall not be effective unless approved by a final and non-appealable order of the Court or otherwise agreed to by the Debtors.
- (ii) If the Debtors do not file a Trading Objection by the Trading Objection Deadline, or if the Debtors provide written authorization to a Proposed Equity Transferee or Proposed Equity Transferor, as the case may be, approving the Proposed Equity Transaction prior to the Trading Objection Deadline, then such Proposed Equity Transaction may proceed solely as specifically described in the Equity Trading Notice. Any further Proposed Equity Transaction must be the subject of additional notices as set forth herein, with an additional fifteen (15) day waiting period.
- (e) Noncompliance with the Trading Procedures. Effective as of the Motion Date and until further order of the Court to the contrary, any trade, acquisition, purchase, sale or other transfer or disposition of any Stock in violation of the Trading Procedures set forth herein shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code. Any person or Entity acquiring or disposing of any Stock in violation of the Trading Procedures may be subject to such sanctions as the Court may consider appropriate under sections 105 and 362 of the Bankruptcy Code and the Court’s general equitable powers.
- (f) Confidentiality. Except to the extent information contained in any submission to the Court pursuant to the Trading Procedures set forth herein is public or in connection with an audit or other investigation by the IRS or other taxing authority, the Debtors and counsel to the Steering Committee shall keep all additional information provided in connection with these Trading Procedures strictly confidential; provided, however, that the Debtors may disclose the information to their counsel and the Debtors and counsel to the Steering Committee may disclose the information to the Debtors’ and Steering Committee’s professional advisors and those of any other person(s) that are subject to a nondisclosure agreement with the Debtors (as applicable), each of whom shall keep all such notices strictly confidential. To the extent non-public information is requested in these Trading Procedures or requests for

information related thereto, all non-public information may be redacted from any filing made with the Court.

- (g) Cooperation. Any person or Entity making a filing pursuant to these Trading Procedures shall, upon reasonable request by the Debtors, (i) provide the Debtors and counsel to the Steering Committee any additional information in connection with the evaluation of the action contemplated in such notice, and (ii) use reasonable efforts to elicit cooperation from its shareholders, partners, officers, directors, members or other beneficial owners in connection therewith.
- (h) Interpretation. These Trading Procedures are intended to preserve, to the maximum extent possible, the Debtors' ability to obtain the maximum benefit from their Tax Attributes and, accordingly, any interpretative question that may arise under these Trading Procedures shall be resolved in the manner that will reduce the risks that a transfer of Stock might jeopardize the Debtors' use of their Tax Attributes.
- (i) Debtors' Right to Waive. The Debtors, in consultation with counsel to the Steering Committee, may waive, in writing, any or all of the Trading Procedures contained in the Motion.
- (j) Service on the Debtors. For purposes of the Trading Procedures, service on the Debtors shall mean delivery to: (a) Walter Energy, Inc., 3000 Riverchase Galleria, Suite 1700, Birmingham, Alabama 35244, Attention: Michael Hurley, Vice President, Tax; (b) counsel to the Debtors, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, New York, 10019, Attention: Michael Rudnick, Ann Young and Claudia Tobler; and (c) co-counsel to the Debtors, Bradley Arant Boult Cummings LLP, One Federal Place, 1819 Fifth Avenue North, Birmingham, Alabama 35203, Attention: James Bailey.
- (k) Service on Counsel to the Steering Committee. For purposes of the Trading Procedures, service on counsel to the Steering Committee shall mean delivery to: (a) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attention: Ira Dizengoff and Kristine Manoukian, (b) Akin Gump Strauss Hauer & Feld LLP, 1333 New Hampshire Avenue, NW, Washington, DC 20036, Attention: James Savin, and (c) Burr & Forman LLP, 420 North 20th Street, Suite 3400, Birmingham, Alabama 35203, Attention: Michael L. Hall.

- (l) Definitions. For purposes of these Trading Procedures, the following terms have the following meanings:
- (i) Stock. “Stock” means the common shares of Walter Energy and any beneficial interest therein, including any Options to acquire such common shares.
 - (ii) Option. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable.
 - (iii) Entity. “Entity” has the meaning given to such term by the U.S. Department of Treasury regulations promulgated under section 382 of the IRC (“Treasury Regulations”).
 - (iv) Beneficial Ownership. “Beneficial Ownership” (or any variation thereof of Stock and Options to acquire Stock) shall be determined in accordance with applicable rules under section 382 of the IRC, the related Treasury Regulations and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock, and (C) in certain cases, the ownership of an Option to acquire Stock. The term Beneficial Ownership of Stock shall include any variation of beneficial ownership of Stock and an Option to acquire Stock.
 - (v) Substantial Equityholder. A “Substantial Equityholder” is any person or Entity that Beneficially Owns at least 4.5%, or 3,632,136, shares of all issued and outstanding shares of Stock.
 - (vi) Motion Date. The “Motion Date” means July 15, 2015, the date on which the Motion was filed with the Court.

The Debtors (i) served this notice, by priority mail, postage prepaid, or by electronic mail, to the following persons: (A) the Office of the Bankruptcy Administrator for the Northern District of Alabama (the “Bankruptcy Administrator”); (B) counsel to the administrative agent for the Debtors’ prepetition secured credit facility; (C) the indenture trustee for each of the Debtors’ outstanding bond issuances; (D) counsel to the Steering Committee; (E) the Internal

Revenue Service (the “IRS”); (F) the U.S. Attorney for the Northern District of Alabama; (G) the Securities and Exchange Commission (the “SEC”); (H) the directly registered holders of the Stock to the extent known; and (I) the beneficial holders of the Stock via such beneficial holders’ banks, brokers, custodians, dealers, and other agents, intermediaries, and nominees (collectively, the “Nominees”); (ii) posted this notice, together with a copy of the Order and the form of Substantial Ownership Notice, Equity Acquisition Notice and Equity Disposition Notice on the Debtors’ case information website (<http://www.kccllc.net/walterenergy>); and (iii) submitted this notice for publication on the Bloomberg newswire service and the Depository Trust Legal Noticing System (LENS).

Upon receipt of this notice, each of the Nominees are required, within five (5) business days of receipt of such notice and on at least a quarterly basis thereafter, to send such notice to all registered or otherwise known holders of any Stock. Any such registered or otherwise known holder, in turn, must, within five (5) business days of receipt of each such notice, provide such notice to any holder for whose account such registered holder holds any Stock, and so on down the chain of ownership.

Any entity or broker or agent acting on such entity’s behalf that sells in excess of 3,632,136 shares of Stock to another entity must serve a copy of this notice on such purchaser of such Stock or any broker or agent acting on such purchaser’s behalf.

The relief granted in the Order is intended solely to permit the Debtors to protect, preserve and maximize the value of their Tax Attributes. Accordingly, except to the extent the Order expressly conditions or restricts trading Stock, nothing in the Order shall or shall be deemed to prejudice, impair or otherwise alter or affect the rights of any holders of Stock,

including in connection with the treatment of any such interests under any chapter 11 plan or any applicable bankruptcy court order.

Nothing in the Order shall preclude any interested party from seeking appropriate relief from the provisions of the Order.

FAILURE TO FOLLOW THE TRADING PROCEDURES SET FORTH IN THIS NOTICE WILL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY PRESCRIBED BY SECTIONS 105 AND 362 OF THE BANKRUPTCY CODE.

ANY PROHIBITED SALE, TRADE OR OTHER TRANSFER OF THE STOCK IN VIOLATION OF THE ORDER WILL BE NULL AND VOID *AB INITIO* AND MAY LEAD TO SUCH SANCTIONS AS THE COURT MAY CONSIDER APPROPRIATE, INCLUDING CONTEMPT, COMPENSATORY DAMAGES, PUNITIVE DAMAGES OR OTHER SANCTIONS.

EXHIBIT 2
Blackline

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~~ Jointly Administered

**FINAL ORDER ESTABLISHING NOTIFICATION PROCEDURES AND
APPROVING RESTRICTIONS ON CERTAIN TRANSFERS OF
~~CLAIMS AGAINST AND~~ INTERESTS IN THE DEBTORS' ESTATES**

Upon consideration of the motion (the "Motion")² of the Debtors requesting entry of interim and final orders pursuant to sections 105(a), 362, 363 and 1107(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004(h) ~~(a) approving the for entry of an order (a) establishing and implementing notification~~ procedures related to and restrictions regarding certain transfers of ~~Stock~~ beneficial interests in the Stock of Walter Energy; (b) approving procedures for notifying holders of such Stock of the procedures and restrictions regarding the transfers thereof; (the

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 used but not otherwise defined herein have the meanings ascribed to them in the Motion.

~~Doc#-US1-10137200v2~~

“Trading Procedures” ~~or “Procedures”~~; ~~as more fully described in the Motion~~; and (bc) granting related relief; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that adequate and proper notice of the Motion has been given and that no other or further notice need be given; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and the legal and factual bases set forth in the Motion having established just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor; it is hereby ORDERED that:

1. The Motion is GRANTED on a FINAL BASIS ~~to the extent provided herein.~~

2. Pursuant to sections 105(a), 362, 363 and 1107(a) of the Bankruptcy Code, the ~~final~~ relief requested in the Motion is hereby granted on a final basis *nunc pro tunc* to the Petition Date as set forth herein.

3. The following Trading Procedures, ~~as set forth below~~, are hereby approved:

- (a) Notice of Substantial Stock Ownership. Any person or Entity that is a Beneficial Owner, at any time on or after the Motion Date, of Stock in an amount sufficient to qualify such person or Entity as a Substantial Equityholder shall file with the Court, and

serve upon the Debtors and counsel to the Steering Committee a Notice of Substantial Stock Ownership (a “Substantial Ownership Notice”) substantially in the form annexed to ~~the Motion~~this Order as Exhibit CA, which describes specifically and in detail the Stock ownership of such person or Entity, on or before the date that is the later of: (a) fifteen (15) business days after the entry of ~~the Interim~~this Order and (b) fifteen (15) business days after that person or Entity qualifies as a Substantial Equityholder. At the holder’s election, the Substantial Ownership Notice to be filed with the Court (but not such notice served upon the Debtors and counsel to the Steering Committee) may be redacted to exclude such holder’s taxpayer identification number and the number of shares of Stock that such holder Beneficially Owns.

(b) Acquisition of Stock. At least fifteen (15) business days prior to the proposed date of any transfer of Stock (~~including Options~~) that would result in an increase in the amount of Stock Beneficially Owned by any person or Entity that currently is or subsequently becomes a Substantial Equityholder or that would result in a person or Entity becoming a Substantial Equityholder (a “Proposed Equity Acquisition Transaction”), such person, Entity or Substantial Equityholder (a “Proposed Equity Transferee”) shall file with the Court and serve upon the Debtors and counsel to the Steering Committee a Notice of Intent to Purchase, Acquire or Otherwise ~~Obtain~~Accumulate Beneficial Ownership of Stock (an “Equity Acquisition Notice”), substantially in the form annexed to ~~the Motion~~this Order as Exhibit DB, which describes specifically and in detail the proposed transaction in which Stock is to be acquired. At the holder’s election, the Equity Acquisition Notice that is filed with the Court (but not such notice served upon the Debtors and counsel to the Steering Committee) may be redacted to exclude such holder’s taxpayer identification number and the number of shares of Stock that such holder Beneficially Owns and proposes to purchase or otherwise acquire.

(c) Disposition of Stock. At least fifteen (15) business days prior to the proposed date of any transfer or other disposition of Stock (~~including Options to acquire such securities~~) that would result in a decrease in the amount of Stock Beneficially Owned by a Substantial Equityholder or that would result in a person or Entity ceasing to be a Substantial Equityholder (a “Proposed Equity Disposition Transaction,” and together with a Proposed Equity Acquisition Transaction, a “Proposed Equity Transaction”), such person, Entity, or Substantial Equityholder (a “Proposed Equity Transferor”) shall file with the Court and serve

upon the Debtors and counsel to the Steering Committee a Notice of Intent to Sell, Exchange or Otherwise Transfer ~~Walter Energy, Inc.~~ Beneficial Ownership of Stock (an "Equity Disposition Notice," and together with an Equity Acquisition Notice, an "Equity Trading Notice"), substantially in the form annexed to ~~the Motion~~ this Order as Exhibit EC, which describes specifically and in detail the proposed transaction in which Stock would be transferred. At the holder's election, the Equity Disposition Notice that is filed with the Court (but not such notice served upon the Debtors and counsel to the Steering Committee) may be redacted to exclude such holder's taxpayer identification number and the number of shares of Stock that such holder Beneficially Owns and proposes to sell or otherwise transfer.

- (d) ~~Approval~~ Objection Procedures. ~~If written approval of the proposed transaction is filed with the Court by the~~ The Debtors ~~within, in consultation with counsel to the Steering Committee, shall have~~ fifteen (15) calendar days ~~following~~ after the ~~receipt~~ filing with the Court of an Equity Trading Notice; ~~then the transaction may proceed, but solely as specifically set forth in the applicable~~ (the "Trading Objection Deadline") to file with the Court and serve on such Proposed Equity Transferee or Proposed Equity Transferor, as the case may be, an objection to any proposed transfer of Stock described in the Equity Trading Notice. ~~If written approval of the proposed transaction is not filed by~~ on the grounds that such transfer might adversely affect the Debtors ~~with~~ ' ability to utilize their Tax Attributes (a "Trading Objection").

~~the Court within such period~~ (i) If the Debtors file a Trading Objection by the Trading Objection Deadline, then the ~~transaction may not be consummated~~ Proposed Equity Transaction shall not be effective unless approved by a final and ~~nonappealable~~ non-appealable order of ~~the~~ this Court; or ~~unless~~ otherwise agreed to by the Debtors. ~~Further transactions within the scope of paragraph 23(d) of the Motion must be the subject of additional notices as set forth herein with additional waiting periods.~~

- (ii) If the Debtors, in consultation with the counsel to the Steering Committee, elect not to file a Trading Objection by the Trading Objection Deadline, or if the Debtors, in consultation with counsel to the Steering Committee, provide written authorization to a Proposed Equity Transferee or Proposed Equity

Transferor, as the case may be, approving the Proposed Equity Transaction prior to the Trading Objection Deadline, then such Proposed Equity Transaction may proceed solely as specifically described in the Equity Trading Notice. Any further Proposed Equity Transaction must be the subject of additional notices as set forth herein, with an additional fifteen (15) day waiting period.

- (e) Noncompliance with the Trading Procedures. Effective as of the ~~date hereof~~Motion Date and until further order of the Court to the contrary, any trade, acquisition, purchase, sale or other transfer or disposition of any Stock in violation of the Trading Procedures set forth herein shall be null and void *ab initio* as an act in violation of the automatic stay under section ~~363~~362 of the Bankruptcy Code and the stays approved pursuant to the Court's orders approving these Trading Procedures, and shall confer no rights on the transferee. Any person or Entity acquiring or disposing of any Stock in violation of the Trading Procedures ~~shall~~may be subject to such sanctions as the Court may consider appropriate under sections 105 and 362 of the Bankruptcy Code and the Court's general equitable powers.
- (f) Confidentiality. Except to the extent information contained in any submission to the Court pursuant to the Trading Procedures set forth herein is public or in connection with an audit or other investigation by the IRS or other taxing authority, the Debtors and counsel to the Steering Committee shall keep all additional information provided in connection with these Trading Procedures strictly confidential; provided, however, that the Debtors may disclose the information to their counsel and the Debtors and counsel to the Steering Committee may disclose the information to the Debtors' and Steering Committee's professional advisors and those of any other person(s) that are subject to a nondisclosure agreement with the Debtors (as applicable), each of whom shall keep all such notices strictly confidential. To the extent non-public information is requested in these Trading Procedures or requests for information related thereto, all non-public information may be redacted from any filing made with the Court.
- (g) Cooperation. Any person or Entity making a filing pursuant to these Trading Procedures shall, upon reasonable request by the Debtors, (i) provide the Debtors and counsel to the Steering Committee any additional information in connection with the evaluation of the action contemplated in such notice, and (ii) use reasonable efforts to elicit cooperation from its shareholders,

partners, officers, directors, members or other beneficial owners in connection therewith.

- (h) Interpretation. These Trading Procedures are intended to preserve, to the maximum extent possible, the Debtors' ability to obtain the maximum benefit from their Tax Attributes and, accordingly, any interpretative question that may arise under these Trading Procedures shall be resolved in the manner that will reduce the risks that a transfer of Stock might jeopardize the Debtors' use of their Tax Attributes.
- (i) Debtors' Right to Waive. The Debtors, in consultation with the counsel to the Steering Committee, may waive, in writing, any or all of the Trading Procedures contained in ~~this~~the Motion.
- (j) Service on the Debtors. For purposes of the Trading Procedures, service on the Debtors shall mean delivery to: (a) Walter Energy, Inc., 3000 Riverchase Galleria, Suite 1700, Birmingham, Alabama 35244, Attention: Michael Hurley, Vice President, Tax; (b) counsel to the Debtors, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, New York, 10019, Attention: Michael Rudnick, Ann Young and Claudia Tobler; and (c) co-counsel to the Debtors, Bradley Arant Boult Cummings LLP, One Federal Place, 1819 Fifth Avenue North, Birmingham, Alabama 35203, Attention: James Bailey.
- (k) Service on Counsel to the Steering Committee. For purposes of the Trading Procedures, service on counsel to the Steering Committee shall mean delivery to: (a) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attention: Ira Dizengoff and Kristine Manoukian, (b) Akin Gump Strauss Hauer & Feld LLP, 1333 New Hampshire Avenue, NW, Washington, DC 20036, Attention: James Savin, and (c) Burr & Forman LLP, 420 North 20th Street, Suite 3400, Birmingham, Alabama 35203, Attention: Michael L. Hall.
- (l) Definitions. For purposes of these Trading Procedures, the following terms have the following meanings:
 - (i) Stock. "Stock" means the common shares of Walter Energy and any beneficial interest therein, including any Options to acquire such common shares.
 - (ii) Option. An "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put,

stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable.

- (iii) Entity. “Entity” has the meaning given to such term by the U.S. Department of Treasury regulations promulgated under section 382 of the IRC (“Treasury Regulations”).
- (iv) Beneficial Ownership. “Beneficial Ownership” (or any variation thereof of Stock and Options to acquire Stock) shall be determined in accordance with applicable rules under section 382 of the IRC, the related Treasury Regulations and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock, and (C) in certain cases, the ownership of an Option to acquire Stock. The term Beneficial Ownership of Stock shall include any variation of beneficial ownership of Stock and an Option to acquire Stock.
- (v) Substantial Equityholder. A “Substantial Equityholder” is any person or Entity that Beneficially Owns at least 4.5%, or 3,632,136, shares of all issued and outstanding shares of Stock.
- (vi) Motion Date. The “Motion Date” means July 15, 2015, the date on which the Motion was filed with the Court.

4. Within five (5) business days after entry of this Order, the Debtors (i) shall serve notice, by priority mail, postage prepaid, or by electronic mail, in substantially the form attached as Exhibit D to this Order (the “Notice of Final Order”), to the following persons: (A) the Office of the Bankruptcy Administrator for the Northern District of Alabama (the “Bankruptcy Administrator”); (B)

counsel to the administrative agent for the Debtors' prepetition secured credit facility; (C) the indenture trustee for each of the Debtors' outstanding bond issuances; (D) counsel to the Steering Committee; (E) the Internal Revenue Service (the "IRS"); (F) the U.S. Attorney for the Northern District of Alabama; (G) the Securities and Exchange Commission (the "SEC"); (H) the directly registered holders of the Stock to the extent known; and (I) the beneficial holders of the Stock via such beneficial holders' banks, brokers, custodians, dealers, and other agents, intermediaries, and nominees (collectively, the "Nominees"); (ii) shall post the Notice of Final Order together with a copy of this Order and the form of Substantial Ownership Notice, Equity Acquisition Notice and Equity Disposition Notice on the Debtors' case information website (<http://www.kcellc.net/walterenergy>); and (iii) shall submit the Notice of Final Order for publication on the Bloomberg newswire service and the Depository Trust Legal Noticing System (LENS).

5. Upon receipt of each Notice of Final Order, the Nominees will be required, within five (5) business days of receipt of such notice and on at least a quarterly basis thereafter, to send such notice to all registered or otherwise known holders of any Stock.

6. Any such registered or otherwise known holder, in turn, must, within five (5) business days of receipt of each such notice, provide such notice to any holder for whose account such registered holder holds any Stock, and so on down the chain of ownership. Any entity or broker or agent acting on such entity's behalf that sells in excess of 3,632,136 shares of Stock to another entity

must serve a copy of the Notice of Final Order on such purchaser of such Stock or any broker or agent acting on such purchaser's behalf.

~~37.~~ Any transfer of Beneficial Ownership in violation of the Trading Procedures, including the notice requirements, shall be null and void *ab initio*.

8. The relief granted in this Order is intended solely to permit the Debtors to protect, preserve and maximize the value of their Tax Attributes. Accordingly, except to the extent this Order expressly conditions or restricts trading Stock, nothing in this Order shall or shall be deemed to prejudice, impair or otherwise alter or affect the rights of any holders of Stock, including in connection with the treatment of any such interests under any chapter 11 plan or any applicable bankruptcy court order.

9. Nothing in this Order shall preclude any interested party from seeking appropriate relief from the provisions of this Order.

10. The requirements of this Order are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other laws, and do not excuse compliance therewith.

~~411.~~ Notwithstanding any applicability of Bankruptcy ~~Rules 4001(e) and Rule~~ 6004(h), the terms and conditions of this ~~Final~~ Order shall be immediately effective and enforceable upon its entry.

§12. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this ~~Final~~ Order.

Dated: August [], 2015
Birmingham, Alabama

THE HONORABLE TAMARA O. MITCHELL
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT ~~CA~~
SUBSTANTIAL OWNERSHIP NOTICE

Doc#: US1:~~10137200~~10149690v31

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12

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~~Jointly Administered

SUBSTANTIAL OWNERSHIP NOTICE

PLEASE TAKE NOTICE that the undersigned party is/has become a Substantial ~~Shareholder~~Equityholder with respect to the Stock or of any Beneficial Ownership therein. Walter Energy, Inc. is a debtor and debtor in possession in Case No. 15-~~()~~02741-TOM11 pending in the United States Bankruptcy Court for the Northern District of Alabama (the "Court").²

PLEASE TAKE FURTHER NOTICE that as of _____, 2015, the undersigned party currently has Beneficial Ownership of _____ of Stock. The

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. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of the Debtors' bankruptcy cases.

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates (the "Order").

following table sets forth the date(s) on which the undersigned party acquired Beneficial Ownership of such Stock.

Number of Shares	Date Acquired

PLEASE TAKE FURTHER NOTICE that the following investor(s) in the undersigned party held indirect Beneficial Ownership of 5% or more of the Stock through such investor's interest in the undersigned party:

<u>Indirect Owner</u>	<u>Dates that Beneficial Ownership in Walter Energy, Inc., exceeded 5%</u>

PLEASE TAKE FURTHER NOTICE that during the period that the undersigned party held Stock, the undersigned party redeemed the following

equity interests, which caused an investor(s) in the undersigned party either (x) to hold an indirect Beneficial Ownership of 5% or more of the Stock, or (y) to increase its existing more than 5% indirect Beneficial Ownership held through such investor's interest in the undersigned party:

<u>Date</u>	<u>Percentage of Outstanding Equity Redeemed</u>

PLEASE TAKE FURTHER NOTICE that during the period that the undersigned party held Stock, the undersigned party issued the following equity interests, which caused an investor(s) in the undersigned party to (i) reduce its indirect Beneficial Ownership of 5% or more of the Stock, held through such investor's interest in the undersigned party, or (ii) increase its indirect Beneficial Ownership to 5% or more of the Stock, held through such investor's interest in the undersigned party:

<u>Date</u>	<u>Percentage of Outstanding Equity Issued</u>

<u>Date</u>	<u>Percentage of Outstanding Equity Issued</u>

PLEASE TAKE FURTHER NOTICE that during the period that the undersigned party held Stock, the undersigned party did / did not merge with another entity.

PLEASE TAKE FURTHER NOTICE that during the period that the undersigned party held Stock, the undersigned party did / did not have a formal or informal understanding with any other individual or entity to make a coordinated acquisition of Stock, as that term is construed in Treas. Reg. § 1.382-3(a)(1).

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, this ~~Notice~~notice is being filed with the Court and served upon the Debtors. In light of the nature of the relief requested herein, no other or further notice is necessary.

This notice is given in addition to, and not as a substitute for, ~~any requisite notice under~~the requirements of Bankruptcy Rule 3001(e) ~~of the Federal Rules of Bankruptcy Procedure~~and applicable securities, corporate and other laws, and does not excuse compliance therewith.

Respectfully submitted,

[Name of Stockholder]
[Address of Stockholder]
[City, state]
[Telephone of Stockholder]
[Facsimile of Stockholder]
Dated: _____, 2015

EXHIBIT ~~DB~~
EQUITY ACQUISITION NOTICE

Doc#: US1:~~10137200~~10149690v21

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-~~15-02741-TOM11~~ [02741-TOM11](#)

~~Joint Administration Requested~~ [Jointly Administered](#)

**NOTICE OF INTENT TO PURCHASE, ACQUIRE OR OTHERWISE
~~OBTAIN~~ [ACCUMULATE](#) BENEFICIAL OWNERSHIP OF STOCK**

PLEASE TAKE NOTICE that [Name] intends to purchase, acquire or otherwise ~~obtain~~ [accumulate](#) Beneficial Ownership of _____ ~~shares of~~ Stock (the “Proposed Transaction”).² Walter Energy, Inc. is a debtor and debtor in possession in Case No. 15-~~15-02741-TOM11~~ [02741-TOM11](#) pending in the United States Bankruptcy Court for the Northern District of Alabama (the “Court”).

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. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of the Debtors’ bankruptcy cases.

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in ~~the Debtors’ Motion for an Order (A)~~ [the Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors’ Estates and \(B\) Granted Related Relief](#) (the “[Motion Order](#)”).

PLEASE TAKE FURTHER NOTICE that, prior to giving effect to the Proposed Transaction, [Name] has Beneficial Ownership of _____ shares of the Stock.

[Name] further acknowledges and agrees that (i) if the Debtors ~~do not provide written approval of~~ file with the Court a Trading Objection by the Trading Objection Deadline, then the Proposed Transaction ~~within 15 calendar days of the date of this notice, the Proposed Transaction may not be consummated~~ shall not be effective unless approved by a final and ~~nonappealable~~ non-appealable order of ~~the Bankruptcy~~ this Court; or otherwise agreed to by the Debtors; (ii) any transaction purportedly consummated in violation of the Order will be void *ab initio* and ~~will~~ may result in the imposition of sanctions as provided in the Order and (iii) any further transactions contemplated by [Name] that may result in [Name] purchasing, acquiring or otherwise obtaining Beneficial Ownership of additional Stock will each require an additional notice be filed with the Court and served in the same manner as this notice.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, this ~~Notice~~ notice is being filed with the Court and served upon the Debtors. In light of the nature of the relief requested herein, no other or further notice is necessary.

This notice is given in addition to, and not as a substitute for, ~~any requisite notice under~~the requirements of Bankruptcy Rule 3001(e) ~~of the Federal Rules of Bankruptcy Procedure~~and applicable securities, corporate and other laws, and does not excuse compliance therewith.

Respectfully submitted,

[Name of Acquiror]
[Address of Acquiror]
[City, state]

[Telephone of Acquiror]
[Facsimile of Acquiror]

Dated: _____, 2015

EXHIBIT ~~EC~~
EQUITY DISPOSITION NOTICE

Doc#: US1:~~10137200~~10149690v21

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~~Jointly Administered

**NOTICE OF INTENT TO SELL, EXCHANGE OR OTHERWISE
~~DISPOSE OF~~TRANSFER BENEFICIAL OWNERSHIP OF STOCK**

PLEASE TAKE NOTICE that [Name] intends to sell, exchange or otherwise ~~dispose~~
~~of transfer~~ Beneficial Ownership of _____ shares of Stock (the "Proposed Transaction"
~~and the "Stock") or an Option with respect to _____ shares of Stock (the "Proposed~~
~~Transaction").~~² Walter Energy, Inc. is a debtor and debtor in possession in
Case No. 15-~~_____~~(~~---~~)02741-TOM11 pending in the United States Bankruptcy Court
for the Northern District of Alabama (the "Court").

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. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of the Debtors' bankruptcy cases.

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in ~~The Debtors' Motion for an Order (A) the Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates and (B) Granted Related Relief~~ (the "Motion Order").

PLEASE TAKE FURTHER NOTICE that, before giving effect to the Proposed Transaction, [Name] has Beneficial Ownership of _____ shares of the Stock.

[Name] further acknowledges and agrees that (i) if the Debtors ~~do not provide written approval of~~ file with the Court a Trading Objection to the Proposed Transaction ~~within 15 calendar days of the date of this notice,~~ by the Trading Objection Deadline, then the Proposed Transaction ~~may~~ shall not be ~~consummated~~ effective unless approved by a final and ~~nonappealable~~ non-appealable order of the ~~Bankruptcy~~ Court, or otherwise agreed to by the Debtors; (ii) any transaction purportedly consummated in violation of the Order will be void *ab initio* and ~~will~~ may result in the imposition of sanctions as provided in the Order; and (iii) any further transactions contemplated by [Name] that may result in [Name] ~~selling, exchanging~~ purchasing, acquiring or otherwise ~~disposing of~~ obtaining Beneficial Ownership of additional Stock will each require an additional notice be filed with the ~~Bankruptcy~~ Court and served in the same manner as this notice.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, this ~~Notice~~ notice is being filed with the Court and served upon the Debtors. In light of the nature of the relief requested herein, no other or further notice is necessary. This notice is given in addition to, and not as a substitute for, ~~any requisite notice under~~ the requirements of Bankruptcy Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate and other laws, and does not excuse compliance therewith.

Respectfully submitted,

[Name of Stockholder]
[Address of Stockholder]
[City, state]

[Telephone of Stockholder]
[Facsimile of Stockholder]

Dated: _____, 2015

|

~~Exhibit 1~~ EXHIBIT D
NOTICE OF ~~INTERIM TRADING~~ FINAL ORDER

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~~[Jointly Administered](#)

NOTICE OF ~~INTERIM TRADING~~[FINAL](#) ORDER ESTABLISHING
NOTIFICATION PROCEDURES AND APPROVING RESTRICTIONS
ON CERTAIN TRANSFERS OF INTERESTS IN DEBTORS' ESTATES

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN ~~ANY OF THE DEBTORS~~[WALTER ENERGY, INC.:](#)

PLEASE TAKE NOTICE that on July ~~---~~[15](#), 2015, the debtor entities listed herein commenced cases under chapter 11 of title 11 of the United States Code (the "[Bankruptcy Code](#)"). Upon the commencement of a chapter 11 case, section 362(a) of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtors' estates or

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. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of the Debtors' bankruptcy cases.

of property from the Debtors' estates or to exercise control over property of the Debtors' estates.²

PLEASE TAKE FURTHER NOTICE that on July 15, 2015, the Debtors filed a motion seeking entry of an order establishing notification procedures and approving restrictions on certain transfers of interests in the Debtors and their estates (the "Motion").

PLEASE TAKE FURTHER NOTICE that on ~~July~~August __, 2015, the United States Bankruptcy Court for the Northern District of Alabama (the "Court") having jurisdiction over these chapter 11 cases entered an order (i) finding that the Debtors' net operating ~~loss~~losses ("NOLs") and NOL carryforwards, consolidated net unrealized built-in ~~loss~~losses ("NUBILs"); and tax credits are property of the Debtors' estates and are protected by section 362(a) of the Bankruptcy Code, (ii) finding that unrestricted trading of the Stock could severely limit the Debtors' ability to use their NOLs, NOL carryforwards, NUBILs, and tax credits for U.S. federal income tax purposes and (iii) approving the procedures (the "Trading Procedures") set forth below to preserve the Debtors' ~~NOLs, NOL carryforwards~~Tax Attributes pursuant to sections 105(a) and 362(a) of the Bankruptcy Code ~~(the "Order").~~

Any sale or other transfer in violation of the Trading Procedures set forth below shall be null and void *ab initio* as an act in violation of the automatic stay under sections 105(a) and 362 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the following procedures and restrictions have been approved by the Court:

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates (the "Order").

- (a) Notice of Substantial Stock Ownership. Any person or Entity that is a Beneficial Owner, at any time on or after the Motion Date, of Stock in an amount sufficient to qualify such person or Entity as a Substantial Equityholder shall file with the Court, and serve upon the Debtors and counsel to the Steering Committee a Notice of Substantial Stock Ownership (a “Substantial Ownership Notice”) in the form annexed to the ~~Motion Order~~ as Exhibit CA, which describes specifically and in detail the Stock ownership of such person or Entity, on or before the date that is the later of: (a) fifteen (15) business days after the entry of the ~~Interim~~ Order and (b) fifteen (15) business days after that person or Entity qualifies as a Substantial Equityholder. At the holder’s election, the Substantial Ownership Notice to be filed with the Court (but not such notice served upon the Debtors and counsel to the Steering Committee) may be redacted to exclude such holder’s taxpayer identification number and the number of shares of Stock that such holder Beneficially Owns.
- (b) Acquisition of Stock. At least fifteen (15) business days prior to the proposed date of any transfer of Stock ~~(including Options)~~ that would result in an increase in the amount of Stock Beneficially Owned by any person or Entity that currently is or subsequently becomes a Substantial Equityholder or that would result in a person or Entity becoming a Substantial Equityholder (a “Proposed Equity Acquisition Transaction”), such person, Entity or Substantial Equityholder (a “Proposed Equity Transferee”) shall file with the Court and serve upon the Debtors and counsel to the Steering Committee a Notice of Intent to Purchase, Acquire or Otherwise ~~Obtain~~ Accumulate Beneficial Ownership of Stock (an “Equity Acquisition Notice”), in the form annexed to the ~~Motion Order~~ as Exhibit DB, which describes specifically and in detail the proposed transaction in which Stock is to be acquired. At the holder’s election, the Equity Acquisition Notice that is filed with the Court (but not such notice served upon the Debtors and counsel to the Steering Committee) may be redacted to exclude such holder’s taxpayer identification number and the number of shares of Stock that such holder Beneficially Owns and proposes to purchase or otherwise acquire.
- (c) Disposition of Stock. At least fifteen (15) business days prior to the proposed date of any transfer or other disposition of Stock ~~(including Options to acquire such securities)~~ that would result in a decrease in the amount of Stock Beneficially Owned by a Substantial Equityholder or that would result in a person or Entity ceasing to be a Substantial Equityholder (a “Proposed Equity Disposition Transaction,” and together with a Proposed Equity Acquisition Transaction, a “Proposed Equity Transaction”), such person, Entity, or Substantial Equityholder (a “Proposed Equity Transferor”) shall file with the Court and serve upon the Debtors and counsel to the Steering Committee a Notice of Intent to Sell, Exchange or Otherwise Transfer ~~Walter Energy, Inc.~~ Beneficial

Ownership of Stock (an “Equity Disposition Notice,” and together with an Equity Acquisition Notice, an “Equity Trading Notice”), in the form annexed to the ~~Motion~~Order as Exhibit EC, which describes specifically and in detail the proposed transaction in which Stock would be transferred. At the holder’s election, the Equity Disposition Notice that is filed with the Court (but not such notice served upon the Debtors and counsel to the Steering Committee) may be redacted to exclude such holder’s taxpayer identification number and the number of shares of Stock that such holder Beneficially Owns and proposes to sell or otherwise transfer.

(d) ~~Approval~~Objection Procedures. ~~If written approval of the proposed transaction is filed with the Court by the~~The Debtors within, in consultation with counsel to the Steering Committee, shall have fifteen (15) calendar days following~~after~~the receipt~~filing with the Court of an Equity Trading Notice, then the transaction may proceed, but solely as specifically set forth in the applicable~~ (the “Trading Objection Deadline”) to file with the Court and serve on such Proposed Equity Transferee or Proposed Equity Transferor, as the case may be, an objection to any proposed transfer of Stock described in the Equity Trading Notice on the grounds that such transfer might adversely affect the Debtors’ ability to utilize their Tax Attributes (a “Trading Objection”).

(i) ~~If written approval of the proposed transaction is not filed by the Debtors with the Court within such period~~file a Trading Objection by the Trading Objection Deadline, then the transaction may not be consummatedProposed Equity Transaction shall not be effective unless approved by a final and ~~nonappealable~~non-appealable order of the Court; or ~~unless~~ otherwise agreed to by the Debtors. ~~Further transactions within~~

~~the scope of paragraph 23(d) of the Motion~~(ii) If the Debtors do not file a Trading Objection by the Trading Objection Deadline, or if the Debtors provide written authorization to a Proposed Equity Transferee or Proposed Equity Transferor, as the case may be, approving the Proposed Equity Transaction prior to the Trading Objection Deadline, then such Proposed Equity Transaction may proceed solely as specifically described in the Equity Trading Notice. Any further Proposed Equity Transaction must be the subject of additional notices as set forth herein, with an additional fifteen (15) day waiting periods~~period.~~

(e) Noncompliance with the Trading Procedures. Effective as of the ~~date hereof~~Motion Date and until further order of the Court to the contrary, any trade, acquisition, purchase, sale or other transfer or disposition of

any Stock in violation of the Trading Procedures set forth herein shall be null and void *ab initio* as an act in violation of the automatic stay under section ~~363~~362 of the Bankruptcy Code ~~and the stays approved pursuant to the Court's orders approving these Trading Procedures, and shall confer no rights on the transferee.~~ Any person or Entity acquiring or disposing of any Stock in violation of the Trading Procedures ~~shall~~may be subject to such sanctions as the Court may consider appropriate under sections 105 and 362 of the Bankruptcy Code and the Court's general equitable powers.

~~(f) Notice of Interim Order. Within five (5) business days after entry of the Interim Order, the Debtors (i) shall serve notice, by priority mail, postage prepaid, or by electronic mail a "Notice of Interim Order", to the following persons: (A) the Office of the Bankruptcy Administrator for the Northern District of Alabama (the "Bankruptcy Administrator"); (B) counsel to the administrative agent for the Debtors' prepetition secured credit facility; (C) the indenture trustee for each of the Debtors' outstanding bond issuances; (D) counsel to the steering committee of first lien debt holders; (E) the Internal Revenue Service (the "IRS"); (F) the Securities and Exchange Commission (the "SEC"); (G) the directly registered holders of the Stock to the extent known; and (H) the beneficial holders of the Stock via such beneficial holders' banks, brokers, custodians, dealers, and other agents, intermediaries, and nominees (collectively, the "Nominees"); (ii) shall post the Notice of Interim Order together with a copy of the Interim Order on the Debtors' ease information website (<http://www.keelle.net/walterenergy>); and (iii) shall submit the Notice of Interim Order for publication on the Bloomberg newswire service and the Depository Trust Legal Noticing System (LENS).~~

~~(i) Upon receipt of each of Notice of Interim Order, the Nominees will be required, within five (5) business days of receipt of such notice and on at least a quarterly basis thereafter, to send such notice to all registered or otherwise known holders of any Stock. Any such registered or otherwise known holder, in turn, must, within five (5) business days of receipt of each such notice, provide such notice to any holder for whose account such registered holder holds any Stock, and so on down the chain of ownership.~~

~~(ii) Any entity or broker or agent acting on such entity's behalf that sells in excess of 3,632,136 shares of Stock to another entity must serve a copy of the Notice of Interim Order on such purchaser of such Stock or any broker or agent acting on such purchaser's behalf.~~

~~(iii) This Notice of Interim Order advises parties in interest of their opportunity to file an objection to this Motion (an "Objection") and procedures they must follow to file an Objection, including~~

~~the deadline by which any Objection must be filed and served. If no Objection is timely filed and served by the Objection Deadline (or if an Objection is timely filed but then withdrawn prior to the Final Hearing (as defined below)), the Court may enter the Final Order without further notice or hearing, and this Motion shall be approved *nunc pro tunc* to the date hereof. If an Objection is timely filed and served in accordance with the requirements set forth in the Interim Order, a final hearing on this Motion (the "Final Hearing") will be held, and the Debtors shall submit to the Court for entry the Final Order.~~

- (~~ef~~) Confidentiality. Except to the extent information contained in any submission to the Court pursuant to the Trading Procedures set forth herein is public or in connection with an audit or other investigation by the IRS or other taxing authority, the Debtors and counsel to the Steering Committee shall keep all additional information provided in connection with these Trading Procedures strictly confidential; provided, however, that the Debtors may disclose the information to their counsel and the Debtors and counsel to the Steering Committee may disclose the information to the Debtors' and Steering Committee's professional advisors and those of any other person(s) that are subject to a nondisclosure agreement with the Debtors (as applicable), each of whom shall keep all such notices strictly confidential. To the extent non-public information is requested in these Trading Procedures or requests for information related thereto, all non-public information may be redacted from any filing made with the Court.
- (~~hg~~) Cooperation. Any person or Entity making a filing pursuant to these Trading Procedures shall, upon reasonable request by the Debtors, (i) provide the Debtors and counsel to the Steering Committee any additional information in connection with the evaluation of the action contemplated in such notice, and (ii) use reasonable efforts to elicit cooperation from its shareholders, partners, officers, directors, members or other beneficial owners in connection therewith.
- (~~ih~~) Interpretation. These Trading Procedures are intended to preserve, to the maximum extent possible, the Debtors' ability to obtain the maximum benefit from their Tax Attributes and, accordingly, any interpretative question that may arise under these Trading Procedures shall be resolved in the manner that will reduce the risks that a transfer of Stock might jeopardize the Debtors' use of their Tax Attributes.
- (~~ji~~) Debtors' Right to Waive. The Debtors, in consultation with counsel to the Steering Committee, may waive, in writing, any or all of the Trading Procedures contained in ~~this~~the Motion.
- (~~kj~~) Service on the Debtors. For purposes of the Trading Procedures, service on the Debtors shall mean delivery to: (a) Walter Energy, Inc., 3000

Riverchase Galleria, Suite 1700, Birmingham, Alabama 35244,
Attention: Michael Hurley, Vice President, Tax;

(b) counsel to the Debtors, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, New York, 10019, Attention: Michael Rudnick, Ann Young and Claudia Tobler; and (c) co-counsel to the Debtors, Bradley Arant Boult Cummings LLP, One Federal Place, 1819 Fifth Avenue North, Birmingham, Alabama 35203, Attention: James Bailey.

~~FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE
WILL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY PRESCRIBED
BY SECTION 362 OF THE BANKRUPTCY CODE.~~

~~ANY PROHIBITED SALE, TRADE OR OTHER TRANSFER OF THE STOCK
OR COVERED CLAIMS IN VIOLATION OF THE INTERIM TRADING ORDER
WILL BE NULL AND VOID AB INITIO AND MAY LEAD TO CONTEMPT,
COMPENSATORY DAMAGES, PUNITIVE DAMAGES OR SANCTIONS BEING
IMPOSED BY THE COURT.~~

~~PLEASE TAKE FURTHER NOTICE that the deadline to file an objection (“Objection”) to the Motion shall be 4:00 p.m. (prevailing Central Time) on the date set forth in the Order (the “Objection Deadline”). An Objection shall be considered timely if it is (a) filed with the Court and actually received on or before the Objection Deadline by the following parties: (i) counsel to the Debtors, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, New York, 10019, Attention: Kelley Cornish (email: keornish@paulweiss.com) and Claudia Tobler (email: ctobler@paulweiss.com) and Bradley Arant Boult Cummings LLP, One Federal Place, 1819 Fifth Avenue North, Birmingham, Alabama 35203, Attention: Jay Bender (email: jbender@babe.com) and James Bailey (email: jbailey@babe.com); (ii) the Office of the Bankruptcy Administrator for the Northern District of Alabama, 1800 Fifth Avenue North, Birmingham, Alabama 35203, Attention: Jon Dudeek (email: jon_dudeek@alnb.uscourts.gov); (iii) counsel(k) Service on Counsel to the Steering Committee. For purposes of the Trading Procedures, service on counsel to the Steering Committee shall mean delivery to: (a) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attention: Ira Dizengoff (email: idizengoff@akingump.com), and Kristine Manoukian, (b) Akin Gump Strauss Hauer & Feld LLP, 1333 New Hampshire AveAvenue, N.W.NW, Washington, DC 20036, Attention: James Savin(email: jsavin@akingump.com), and (c) Burr & Forman LLP, 420 North 20th Street, Suite 3400, Birmingham, Alabama 35203, Attention: Michael L. Hall(email: mhall@burr.com) and D. Christopher Carson (email: ccarson@burr.com); (iv) counsel to the administrative agent for the Debtors’ prepetition secured credit facility; (v) counsel to any statutory committee appointed in these cases; and (vi) any party that has requested notice pursuant to Bankruptcy Rule 2002.~~

~~PLEASE TAKE FURTHER NOTICE that if timely objections are received there shall be a hearing held to consider the timely Objections to the Motion.~~

~~PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served, as set forth herein, the Debtors shall, on or after the Objection Deadline, submit to the Court a final order granting the relief requested herein, which order shall be submitted and may be entered with no further notice or opportunity to be heard afforded to any party, and the Motion shall be approved *nunc pro tunc* to the date of the commencement.~~

(I) Definitions. For purposes of these Trading Procedures, the following terms have the following meanings:

(i) Stock. “Stock” means the common shares of Walter Energy and any beneficial interest therein, including any Options to acquire such common shares.

(ii) Option. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable.

(iii) Entity. “Entity” has the meaning given to such term by the U.S. Department of Treasury regulations promulgated under section 382 of the IRC (“Treasury Regulations”).

(iv) Beneficial Ownership. “Beneficial Ownership” (or any variation thereof of Stock and Options to acquire Stock) shall be determined in accordance with applicable rules under section 382 of the IRC, the related Treasury Regulations and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock, and (C) in certain cases, the ownership of an Option to acquire Stock. The term Beneficial Ownership of Stock shall include any variation of beneficial ownership of Stock and an Option to acquire Stock.

(v) Substantial Equityholder. A “Substantial Equityholder” is any person or Entity that Beneficially Owns at least 4.5%, or 3,632,136, shares of all issued and outstanding shares of Stock.

(vi) Motion Date. The “Motion Date” means July 15, 2015, the date on which the Motion was filed with the Court.

The Debtors (i) served this notice, by priority mail, postage prepaid, or by electronic mail, to the following persons: (A) the Office of the Bankruptcy Administrator for the Northern District of Alabama (the “Bankruptcy Administrator”); (B) counsel to the administrative agent for the Debtors’ prepetition secured credit facility; (C) the indenture trustee for each of the Debtors’ outstanding bond issuances; (D) counsel to the Steering Committee; (E) the Internal Revenue Service (the “IRS”); (F) the U.S. Attorney for the Northern District of Alabama; (G) the Securities and Exchange Commission (the “SEC”); (H) the directly registered holders of the Stock to the extent known; and (I) the beneficial holders of the Stock via such beneficial holders’ banks, brokers, custodians, dealers, and other agents, intermediaries, and nominees (collectively, the “Nominees”); (ii) posted this notice, together with a copy of the Order and the form of Substantial Ownership Notice, Equity Acquisition Notice and Equity Disposition Notice on the Debtors’ case information website (<http://www.kccllc.net/walterenergy>); and (iii) submitted this notice for publication on the Bloomberg newswire service and the Depository Trust Legal Noticing System (LENS).

Upon receipt of this notice, each of the Nominees are required, within five (5) business days of receipt of such notice and on at least a quarterly basis thereafter, to send such notice to all registered or otherwise known holders of any Stock. Any such registered or otherwise known holder, in turn, must, within five (5) business days of receipt of each such notice, provide such notice to any holder for whose account such registered holder holds any Stock, and so on down the chain of ownership.

Any entity or broker or agent acting on such entity's behalf that sells in excess of 3,632,136 shares of Stock to another entity must serve a copy of this notice on such purchaser of such Stock or any broker or agent acting on such purchaser's behalf.

The relief granted in the Order is intended solely to permit the Debtors to protect, preserve and maximize the value of their Tax Attributes. Accordingly, except to the extent the Order expressly conditions or restricts trading Stock, nothing in the Order shall or shall be deemed to prejudice, impair or otherwise alter or affect the rights of any holders of Stock, including in connection with the treatment of any such interests under any chapter 11 plan or any applicable bankruptcy court order.

Nothing in the Order shall preclude any interested party from seeking appropriate relief from the provisions of the Order.

FAILURE TO FOLLOW THE TRADING PROCEDURES SET FORTH IN THIS NOTICE WILL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY PRESCRIBED BY SECTIONS 105 AND 362 OF THE BANKRUPTCY CODE.

ANY PROHIBITED SALE, TRADE OR OTHER TRANSFER OF THE STOCK IN VIOLATION OF THE ORDER WILL BE NULL AND VOID AB INITIO AND MAY LEAD TO SUCH SANCTIONS AS THE COURT MAY CONSIDER APPROPRIATE, INCLUDING CONTEMPT, COMPENSATORY DAMAGES, PUNITIVE DAMAGES OR OTHER SANCTIONS.