

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 APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a) AND FED. R. BANKR. P. 2014(a) AUTHORIZING (I) THE ASSIGNMENT OF THE ENGAGEMENT LETTER BETWEEN THE DEBTORS AND BLACKSTONE ADVISORY PARTNERS L.P. TO PJT PARTNERS LP AND (II) THE RETENTION OF PJT PARTNERS LP AS INVESTMENT BANKER TO THE DEBTORS
NUNC PRO TUNC TO OCTOBER 1, 2015

PLEASE TAKE NOTICE that on November 13, 2015, Walter Energy, Inc. and its affiliated debtors and debtors-in-possession (each a “Debtor” and, collectively, the “Debtors”), by and through their undersigned counsel, filed the *Application for an Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a) Authorizing (I) the Assignment of the Engagement Letter Between the Debtors and Blackstone Advisory Partners L.P. to PJT Partners LP and (II) the Retention of PJT Partners LP as Investment Banker to the Debtors Nunc Pro Tunc to October 1, 2015* (the “Application”).

PLEASE TAKE FURTHER NOTICE that objections or responses to the Application, if any, must be filed with the United States Bankruptcy Court for the Northern District of

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.



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Alabama, Southern Division, and served so as to be received by the undersigned counsel on or before **December 1, 2015 at 4:00 p.m. (prevailing Central Time)** (the “Objection Deadline”).²

PLEASE TAKE FURTHER NOTICE that a hearing on the Application will be held on **December 8, 2015 at 1:30 p.m. (prevailing Central Time)** before the Honorable Tamara O. Mitchell, at the United States Bankruptcy Court for the Northern District of Alabama, Southern Division, Courtroom #3, Robert S. Vance Federal Building, 1800 Fifth Avenue North, Birmingham, Alabama 35203-2111 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR RESPONSES ARE RECEIVED IN ACCORDANCE WITH THE TERMS OF THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

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² All deadlines and hearing dates set forth in this notice are based upon the Court’s *Order Pursuant to 11 U.S.C. §§ 102 and 105(a) and Bankruptcy Rules 2002(m) and 9007 Implementing Certain Notice and Case Management Procedures* [Docket No. 56].

Dated: November 13, 2015
Birmingham, Alabama

BRADLEY ARANT BOULT CUMMINGS LLP

By: /s/ Patrick Darby

Patrick Darby

Jay Bender

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

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

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In re: : **Chapter 11**
: **Walter Energy, Inc., et al.**¹ : **Case No. 15-02741 (TOM)**
: **Debtors.** : **Jointly Administered**
: :
: :
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**APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a) AND
FED. R. BANKR. P. 2014(a) AUTHORIZING (I) THE ASSIGNMENT OF THE
ENGAGEMENT LETTER BETWEEN THE DEBTORS AND BLACKSTONE
ADVISORY PARTNERS L.P. TO PJT PARTNERS LP AND (II) THE RETENTION OF
PJT PARTNERS LP AS INVESTMENT BANKER TO THE DEBTORS *NUNC PRO
TUNC TO OCTOBER 1, 2015***

Walter Energy, Inc. (the “Company”) and its above-captioned debtor affiliates, as debtors and debtors-in-possession (collectively, the “Debtors”), submit this supplemental application (this “Application”) for an order pursuant to Sections 327(a) and 328(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) authorizing (i) the assignment of the engagement letter, dated as of March 23, 2015, as amended and restated on April 6, 2015, as further amended and restated on August 19, 2015, among the Company, Paul, Weiss, Rifkind,

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.

Wharton & Garrison LLP, as counsel to the Company, and Blackstone Advisory Partners L.P. (“Blackstone”) (the “Engagement Letter” attached as Exhibit D to the Debtors’ Application for an Order Authorizing the Retention and Employment of Blackstone Advisory Partners L.P. as Investment Banker to the Debtors and Debtors-in-Possession *Nunc Pro Tunc* to the Petition Date, filed on August 19, 2015 [Docket No. 509] (together with the declarations of Steven Zelin and Kaori Curran filed in support thereof, the “Original Application”)) and the additional services letter, dated as of August 19, 2015, among the Company, Paul, Weiss, Rifkind, Wharton & Garrison LLP, as counsel to the Company, and Blackstone (the “Additional Services Letter” attached as Exhibit A to the Debtors’ Notice of Amendment to Application for an Order Authorizing Retention and Employment of Blackstone Advisory Partners, L.P. as Investment Banker to the Debtors and Debtors-in-Possession *Nunc Pro Tunc* to the Petition Date, filed on September 22, 2015 [Docket No. 770] (together with the Original Application, the “Amended Application”), which Amended Application was approved by this Court’s Order Authorizing the Retention and Employment of Blackstone Advisory Partners L.P. as Financial Advisor and Investment Banker to the Debtors and Debtors-in-Possession *Nunc Pro Tunc* to the Petition Date, dated October 1, 2015 [Docket No. 819] (the “Original Order”), to PJT Partners LP (“PJT”) pursuant to the assignment and assumption agreement, dated as of October 1, 2015, among Blackstone, PJT, the Company and Paul, Weiss, Rifkind, Wharton & Garrison LLP (the “Assignment Agreement” attached hereto as Exhibit A) and (ii) the retention of PJT as investment banker to the Debtors, in each case under the terms described in this Application, *nunc pro tunc* to October 1, 2015 (the “Closing Date”).

In support of this Application, the Debtors rely upon the unsworn declaration of Steven Zelin, a Partner of PJT, dated as of the date hereof (the “Zelin Declaration” attached

hereto as Exhibit B), and the unsworn declaration of Annah Kim-Rosen, the Chief Compliance Officer of PJT, dated November 13, 2015 (the “Compliance Declaration” attached hereto as Exhibit C, and together with the Zelin Declaration, the “Declarations”), and represent as follows:

BACKGROUND

1. On July 15, 2015 (the “Petition Date”), the Debtors each filed a voluntary petition in this Court for reorganization relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. The statutory predicates for the relief requested herein are Sections 327(a) and 328(a) of the Bankruptcy Code and Rule 2014(a) of the Bankruptcy Rules.

RELIEF REQUESTED

4. By this Application, the Debtors respectfully request that this Court enter an order, substantially in the form attached hereto as Exhibit D, pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Rule 2014(a) of the Bankruptcy Rules: (i) authorizing the assignment of the Engagement Letter and the Additional Services Letter to PJT pursuant to the Assignment Agreement and the retention of PJT as investment banker to the Debtors, *nunc pro*

tunc to the Closing Date, in each case under the terms described in this Application and the Zelin Declaration, and (ii) granting such further and other relief as this Court deems just and proper.

ASSIGNMENT OF ENGAGEMENT LETTER TO PJT

5. On October 7, 2014, the Board of Directors of Blackstone's general partner approved a plan to spin off its financial and strategic advisory services, restructuring and reorganization advisory services and Park Hill fund placement businesses, and to combine these businesses with an independent financial advisory firm founded by Paul J. Taubman, to form an independent, publicly traded company called PJT Partners Inc. (together with its subsidiaries, "PJT Partners"). This spinoff was effected via a multi-step transaction (collectively, the "Transaction"). Upon the consummation of the Transaction on the Closing Date, Blackstone's restructuring and reorganization advisory group became a part of PJT and Blackstone's restructuring professionals became employees of PJT. The former Blackstone restructuring professionals, in their capacity as PJT employees, have been conducting business and providing to their clients the same high quality restructuring services that Blackstone had itself provided since the formation of its restructuring advisory practice 24 years ago.

6. PJT Partners is a global independent financial advisory firm, and its restructuring group, which consists of Blackstone's historical restructuring and reorganization business, is now one of the world's leading restructuring advisors. PJT is a wholly-owned subsidiary of PJT Partners Holdings LP, a holding partnership that is controlled by PJT Partners Inc., as general partner. PJT Partners Inc. is led by Paul J. Taubman, as Chairman and Chief Executive Officer. PJT's restructuring group has approximately 55 employees, 54 of whom were formerly employees of the restructuring and reorganization group of Blackstone.

7. PJT also employs other professionals performing investment advisory services for public companies. Some, but not all, of these professionals are former Blackstone employees.

8. As of October 1, 2015, Blackstone and PJT entered into the Assignment Agreement, pursuant to which PJT will benefit from all of the rights, and assume and undertake to perform all of the obligations, of Blackstone under the Engagement Letter, the Additional Services Letter and the Original Order subject to this Court's approval.² The Company has expressly consented to the Assignment Agreement.

9. All of Blackstone's restructuring and reorganization group employees working on these chapter 11 cases as of the Closing Date are now employed by PJT and it is expected that, subject to this Court's approval, they will continue to work on these chapter 11 cases as employees of PJT, in accordance with the Engagement Letter, the Additional Services Letter and the Original Order.

10. The Debtors believe that the assignment of the Engagement Letter and the Additional Services Letter to PJT pursuant to the Assignment Agreement is in the best interest of the Debtors, their estates, their creditors and other parties-in-interest. Accordingly, the Debtors respectfully request that this Court enter an order authorizing the assignment of the Engagement Letter and the Additional Services Letter to PJT under the terms described in this Application and the Zelin Declaration.

² PJT has certain indemnity rights against Blackstone in connection with the Transaction, but all of Blackstone's rights vis-à-vis, and obligations to, the Debtors have been assigned to PJT.

RETENTION OF PJT

11. *Disinterestedness.* PJT has informed the Debtors that, as of the date hereof, and except as set forth in the Zelin Declaration and Compliance Declaration: (a) it has no connections with the Debtors, their creditors or other parties-in-interest in these chapter 11 cases; (b) it does not have, or represent any entity having, an interest adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders; and (c) neither PJT nor any employee of PJT (i) is a creditor, equity security holder or insider of the Debtors or (ii) is or was, within two years before the Petition Date, a director, officer, or employee of the Debtors. In addition, none of the PJT professionals assisting the Debtors in these chapter 11 cases are related or connected to any United States Bankruptcy Judge for the Northern District of Alabama, the United States Bankruptcy Administrator for the Northern District of Alabama (the "Bankruptcy Administrator") or any person employed in the office of the Bankruptcy Administrator.

12. The Debtors have been advised that PJT has agreed not to share with any other person or firm the compensation to be paid for professional services rendered in connection with these chapter 11 cases in accordance with section 504(a) of the Bankruptcy Code.

13. *Qualifications.* As mentioned above, 54 of the employees of PJT as of the Closing Date were formerly employees of the restructuring and reorganization group of Blackstone and, subject to this Court's approval, it is expected that all of the employees who have been working with the Debtors as employees of the restructuring and reorganization group of Blackstone will continue to work on these chapter 11 cases as employees of PJT. Thus, the expertise, resources and experience of Blackstone's restructuring advisory group, as described in

the Amended Application, will now reside at PJT and will continue to be available to the Debtors.

14. *Services to be Rendered.* As mentioned above, the Assignment Agreement provides that, subject to this Court's approval, PJT will assume and undertake to perform all of the obligations of Blackstone under the Engagement Letter, the Additional Services Letter and the Original Order, including rendering all of the services described in the Engagement Letter, the Additional Services Letter and the Amended Application.

15. *Compensation and Indemnification.* As mentioned above, the Assignment Agreement provides that, subject to this Court's approval, PJT will benefit from all of the rights of Blackstone under the Engagement Letter, the Additional Services Letter and the Original Order, including the compensation and expense reimbursement arrangements and the indemnification rights (including with respect to work performed by Blackstone prior to the Closing Date), all as described in the Engagement Letter, the Additional Services Letter, the Amended Application and the Original Order.

16. The Debtors believe that PJT is qualified to represent the Debtors in these chapter 11 cases and that the retention of PJT is in the best interest of the Debtors, their estates, their creditors and other parties-in-interest.

PRIOR REQUEST FOR RELIEF

17. No previous request for the relief sought in this Application has been made to this Court or any other court.

NOTICE

18. Notice of this Application has been sent to: (i) the Bankruptcy Administrator; (ii) counsel to the agent for the Debtors' prepetition secured credit facility; (iii) counsel for the indenture trustee for each of the Debtors' outstanding bond issuances; (iv) counsel to the Steering Committee of First Lien Creditors; (v) counsel to the official committee of unsecured creditors; and (vi) all persons and entities that have filed a request for service of filings in these chapter 11 cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit D, pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Rule 2014(a) of the Bankruptcy Rules (i) authorizing the assignment of the Engagement Letter and the Additional Services Letter to PJT pursuant to the Assignment Agreement and the retention of PJT as investment banker to the Debtors, in each case under the terms described in this Application and the Zelin Declaration, *nunc pro tunc* to the Closing Date, and (ii) granting such further and other relief as this Court deems just and proper.

Dated: November 13, 2015

Respectfully Submitted,

By: /s/ William G. Harvey
William G. Harvey
Executive Vice President
Chief Financial Officer
Walter Energy, Inc.

EXHIBIT A:
ASSIGNMENT AGREEMENT

ASSIGNMENT AND ASSUMPTION OF CONTRACTS

This ASSIGNMENT AND ASSUMPTION OF CONTRACTS (this “Assignment”) is made and entered into as of October 1, 2015, by and among Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul Weiss”), Walter Energy, Inc. (“Walter Energy”), Blackstone Advisory Partners L.P., a Delaware limited partnership (“Assignor”) and PJT Partners LP, a Delaware limited partnership (“Assignee”).

W I T N E S S E T H:

WHEREAS, Assignor desires to transfer and assign, and Assignee desires to assume and accept, all of Assignor’s right, title and interest in, to and under the engagement letter dated as of March 23, 2015, as amended and restated on April 6, 2015, as further amended and restated on August 19, 2015, by and among the Assignor, Walter Energy and Paul Weiss, as counsel to Walter Energy, and the additional services letter dated as of August 19, 2015 by and among the Assignor, Walter Energy and Paul Weiss, as counsel to Walter Energy (collectively, the “Engagement Letter”).

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignment of Contracts. Assignor hereby assigns, transfers and conveys to Assignee, all of Assignor’s right, title and interest, in and to the Engagement Letter; provided, that Assignor shall retain all of its rights in respect of the indemnification and limitation of liability provisions provided for in the Engagement Letter as to all acts or omissions occurring prior to the date hereof, in each case subject to the terms of the Engagement Letter.
2. Assumption of Contracts. Assignee hereby accepts the assignment, transfer and conveyance of the Engagement Letter. Assignee hereby assumes and agrees to be bound by all of the covenants, obligations, and burdens of Assignor under the Engagement Letter. Assignee hereby assumes all of Assignor’s rights, title and interest under the Engagement Letter, including without limitation, with respect to compensation, reimbursement of expenses and indemnification and limitation of liability, in each case as set forth in, and subject to the terms of, the Engagement Letter.
3. Allocation of Fees and Expenses. All payments made to Assignor pursuant to the Engagement Letter prior to the date hereof shall be retained by Assignor, except as set forth in the Employee Matters Agreement dated as of October 1, 2015 by and among The Blackstone Group L.P., Blackstone Holdings I L.P., New Advisory GP L.L.C., PJT Partners Inc., PJT Partners Holdings LP, PJT Capital LP and PJT Management, LLC with respect to the payment of bonuses to Assignor’s former professionals who have become Assignee’s professionals as of the date of this Assignment. All payments due and owing pursuant to the Engagement Letter on and/or after the date hereof, including any transaction fees or success fees, shall be payable to Assignee. Notwithstanding anything herein, no compensation of Assignor shall be shared with Assignee, and no compensation of Assignee shall be shared with Assignor.
4. Successors and Assigns. This Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.
5. Governing Law. This Assignment shall in all respects be governed by, and construed in accordance with, the laws of the State of New York.

6. Counterparts. This Assignment may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have caused this instrument to be executed as of the date written above.

ASSIGNOR:

BLACKSTONE ADVISORY PARTNERS L.P.

By: Blackstone Advisory Services L.L.C., its general partner

By: Blackstone Holdings I L.P., its sole member

By: Blackstone Holdings I/II GP Inc., its general partner

By: _____


Name: John G. Finley
Title: Chief Legal Officer

[Signature page to Assignment Agreement]

ASSIGNEE:

PJT PARTNERS LP

By: PJT Management, LLC, its general partner

By: 
Name: James Ciminale
Title: Authorized Signatory

[Signature page to Assignment Agreement]

Acknowledged and Agreed:

PAUL, WEISS, RIFKIND, WHARTON & GARRISON
LLP

By: Paul Weiss Rifkind Wharton & Garrison, LLP
Name: Kelley A. Cornish
Title: Partner

[Signature page to Assignment Agreement]

WALTER ENERGY, INC.

By: William G. Harvey
Name: William G. Harvey
Title: Executive Vice President and CFO

[Signature page to Assignment Agreement]

EXHIBIT B:
ZELIN DECLARATION

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

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<i>In re:</i>	:	Chapter 11
	:	
Walter Energy, Inc., <i>et al.</i> ³	:	Case No. 15-02741 (TOM)
	:	
Debtors.	:	Jointly Administered
	:	
	X	

DECLARATION AND STATEMENT OF STEVEN ZELIN IN SUPPORT OF THE DEBTORS’ APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a) AND FED. R. BANKR. P. 2014(a) AUTHORIZING (I) THE ASSIGNMENT OF THE ENGAGEMENT LETTER BETWEEN THE DEBTORS AND BLACKSTONE ADVISORY PARTNERS L.P. TO PJT PARTNERS LP AND (II) THE RETENTION OF PJT PARTNERS LP AS INVESTMENT BANKER TO THE DEBTORS *NUNC PRO TUNC TO OCTOBER 1, 2015*

Steven Zelin, under penalty of perjury, hereby declares as follows:

1. I am a Partner of PJT Partners LP (“PJT”), a financial advisory firm with its principal offices located at 280 Park Avenue, New York, NY 10017. I make this declaration (this “Declaration”) on behalf of PJT and in support of the supplemental application (the “Application”) of Walter Energy, Inc. (the “Company”) and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession in the above-captioned chapter 11 cases

³ 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.

(collectively, the “Debtors”), for an order pursuant to Sections 327(a) and 328(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) authorizing (i) the assignment of the engagement letter, dated as of March 23, 2015, as amended and restated on April 6, 2015, as further amended and restated on August 19, 2015, among the Company, Paul, Weiss, Rifkind, Wharton & Garrison LLP, as counsel to the Company, and Blackstone Advisory Partners L.P. (“Blackstone”) (the “Engagement Letter” attached as Exhibit D to the Debtors’ Application for an Order Authorizing the Retention and Employment of Blackstone Advisory Partners L.P. as Investment Banker to the Debtors and Debtors-in-Possession *Nunc Pro Tunc* to the Petition Date, filed on August 19, 2015 [Docket No. 509] (together with the declarations of Steven Zelin and Kaori Curran filed in support thereof, the “Original Application”)) and the additional services letter, dated as of August 19, 2015, among the Company, Paul, Weiss, Rifkind, Wharton & Garrison LLP, as counsel to the Company, and Blackstone (the “Additional Services Letter” attached as Exhibit A to the Debtors’ Notice of Amendment to Application for an Order Authorizing Retention and Employment of Blackstone Advisory Partners, L.P. as Investment Banker to the Debtors and Debtors-in-Possession *Nunc Pro Tunc* to the Petition Date, filed on September 22, 2015 [Docket No. 770] (together with the Original Application, the “Amended Application”), which Amended Application was approved by this Court’s Order Authorizing the Retention and Employment of Blackstone Advisory Partners L.P. as Financial Advisor and Investment Banker to the Debtors and Debtors-in-Possession *Nunc Pro Tunc* to the Petition Date, dated October 1, 2015 [Docket No. 819] (the “Original Order”), to PJT pursuant to the assignment and assumption agreement, dated as of October 1, 2015, among Blackstone, PJT, the Company and Paul, Weiss, Rifkind, Wharton & Garrison LLP (the “Assignment Agreement”

attached to the Application as Exhibit A) and (ii) the retention of PJT as investment banker to the Debtors, in each case under the terms described in the Application, *nunc pro tunc* to October 1, 2015 (the “Closing Date”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

2. PJT is a part of a global independent financial advisory firm, whose restructuring group, which consists of Blackstone’s historical restructuring and reorganization business, is one of the world’s leading restructuring advisors. PJT is a wholly-owned subsidiary of PJT Partners Holdings LP, a holding partnership that is controlled by PJT Partners Inc., as general partner. PJT Partners Inc. is led by Paul J. Taubman, as Chairman and Chief Executive Officer. PJT’s restructuring group has approximately 55 employees, 54 of whom were formerly employees of the restructuring and reorganization group of Blackstone.

3. On October 7, 2014, the Board of Directors of Blackstone’s general partner approved a plan to spin off its financial and strategic advisory services, restructuring and reorganization advisory services, and Park Hill fund placement businesses, and to combine these businesses with an independent financial advisory firm founded by Paul J. Taubman, to form an independent, publicly traded company called PJT Partners Inc. (together with its subsidiaries, “PJT Partners”). This spinoff was effected via a multi-step transaction (collectively, the “Transaction”). Upon the consummation of the Transaction on the Closing Date, Blackstone’s restructuring and reorganization advisory group became a part of PJT and Blackstone’s restructuring professionals have become employees of PJT. The former Blackstone restructuring professionals, in their capacity as PJT employees, have been conducting business and providing to their clients the same high quality restructuring services that Blackstone had itself provided since the formation of its restructuring advisory practice 24 years ago.

4. As of October 1, 2015, Blackstone and PJT entered into the Assignment Agreement, pursuant to which PJT will benefit from all of the rights, and assume and undertake to perform all of the obligations, of Blackstone under the Engagement Letter, the Additional Services Letter and the Original Order, subject to this Court's approval. The Company has expressly consented to the Assignment Agreement.

5. Blackstone's financial restructuring group employees working on these chapter 11 cases are now employed by PJT and, subject to this Court's approval, will continue to work on these chapter 11 cases as employees of PJT. Thus, PJT is able to provide the same services to the Debtors as have been provided by Blackstone, with the same professionals as have been working with the Debtors as employees of Blackstone.

6. PJT also employs other professionals performing investment advisory services for public companies. Some, but not all, of these professionals are former Blackstone employees.

7. Given the breadth of PJT's client base, it is possible that PJT may now or in the future be retained by one or more of the entities that may be parties-in-interest in these chapter 11 cases (the "Parties-in-Interest List" attached as Schedule 1 to the Declaration of Annah Kim-Rosen in Support of the Debtors' Application for an Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a) Authorizing (I) the Assignment of the Engagement Letter between the Debtors and Blackstone Advisory Partners L.P. to PJT Partners LP and (II) the Retention of PJT Partners LP as Investment Banker to the Debtors *Nunc Pro Tunc* to October 1, 2015 (the "Compliance Declaration"), which is attached as Exhibit C to the Application) in unrelated matters without my knowledge. In addition, the Debtors have

numerous customers, creditors and other parties with whom they may maintain business relationships and some may not be included as an entity on the Parties-in-Interest List. PJT will conduct an ongoing review of its electronic files to ensure that no disqualifying circumstances have arisen. To the extent that PJT discovers any such parties, or enters into any new, material relationship with an entity on the Parties-in-Interest List, it will supplement this disclosure to the Court promptly. Other than as disclosed herein, to the best of my knowledge, PJT has no other relationship with the Debtors of which I am aware.

8. To the best of my knowledge, except as set forth in the Compliance Declaration: (i) PJT has no relevant connection with any of the Debtors, the Debtors' creditors, the United States Bankruptcy Administrator for the Northern District of Alabama (the "Bankruptcy Administrator"), any person employed in the office of the Bankruptcy Administrator or any other party with an actual or potential interest in these chapter 11 cases or their respective attorneys or accountants, (ii) PJT and its professionals are not creditors, equity security holders or insiders of the Debtors, (iii) neither PJT nor any of its professionals is or was, within two years of the Petition Date, a director, officer, or employee of the Debtors and (iv) neither PJT nor its professionals holds or represents an interest materially adverse to the Debtors, their estates or any class of creditors or equity holders by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason. Accordingly, I believe that PJT is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code and PJT's employment is permissible under the Bankruptcy Code.

9. I am not related or connected to and, to the best of my knowledge, no other professional of PJT who will work on this engagement is related or connected to, any

United States Bankruptcy Judge for the Northern District of Alabama or any of the District Judges for the Northern District of Alabama who handle bankruptcy cases or any employee in the office of the Bankruptcy Administrator.

10. No promises have been received by PJT as to compensation in connection with these chapter 11 cases, other than as outlined in the Engagement Letter, the Additional Services Letter and the Original Order, and PJT has no agreement with any other entity to share any compensation received with any person other than the principals and employees of PJT.

11. PJT will periodically review its files during the pendency of its engagement by the Debtors to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise during the pendency of these chapter 11 cases, PJT will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration as required by Bankruptcy Rule 2014.

12. The Assignment Agreement provides that, subject to this Court's approval, PJT will assume and undertake to perform all of the obligations of Blackstone under the Engagement Letter, the Additional Services Letter and the Original Order (including rendering all of the services described in the Engagement Letter, the Additional Services Letter and the Amended Application) and that PJT will benefit from all of the rights of Blackstone under the Engagement Letter and the Additional Services Letter (including the compensation and expense reimbursement arrangements and the indemnification rights, all as described in the

Engagement Letter, the Additional Services Letter, the Amended Application and the Original Order).⁴

13. PJT intends to apply to this Court for payment of compensation and expenses in accordance with the terms and conditions of the Engagement Letter, the Additional Services Letter and the Original Order, the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the local rules of this Court and pursuant to any additional procedures that have or may be established in these chapter 11 cases.

⁴ PJT has certain indemnity rights against Blackstone in connection with the Transaction, but all of Blackstone's rights vis-à-vis, and obligations to, the Debtors have been assigned to PJT.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on November 13, 2015

New York, New York



By: _____
Steven Zelin
Partner
PJT Partners LP

EXHIBIT C:
COMPLIANCE DECLARATION

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

----- X
In re: : **Chapter 11**
: **Walter Energy, Inc., et al.**¹ : **Case No. 15-02741 (TOM)**
: **Debtors.** : **Jointly Administered**
: :
: :
----- X

**DECLARATION OF ANNAH KIM-ROSEN IN SUPPORT OF THE DEBTORS’
APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a) AND
FED. R. BANKR. P. 2014(a) AUTHORIZING (I) THE ASSIGNMENT OF THE
ENGAGEMENT LETTER BETWEEN THE DEBTORS AND BLACKSTONE
ADVISORY PARTNERS L.P. TO PJT PARTNERS LP AND (II) THE RETENTION OF
PJT PARTNERS LP AS INVESTMENT BANKER TO THE DEBTORS *NUNC PRO
TUNC TO OCTOBER 1, 2015***

I, Annah Kim-Rosen, declare:

1. I am the Chief Compliance Officer of PJT Partners LP (“PJT”). As part of my job, I am responsible for maintaining, for purposes of monitoring and avoiding conflicts of interest, a list of companies with which PJT or one of its affiliates is doing business, either as an advisor or with respect to which PJT or one of its affiliates is in possession of material, nonpublic information or has entered into a confidentiality agreement.

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. On June 30, 2015, employees of The Blackstone Group L.P. (“Blackstone”), an affiliate of Blackstone Advisory Partners L.P. (“Blackstone Advisors”), which is the predecessor-in-interest to PJT, received a list of Parties-In-Interest (“PII”) from the above-captioned debtors and debtors-in-possession (the “Debtors”), which is attached hereto as Schedule 1. A declaration of Kaori Curran, a Vice President of Blackstone, was filed on August 19, 2015 in support of the Original Application (as defined in the application to which this declaration is attached).

3. On October 1, 2015, the financial and strategic advisory services, restructuring and reorganization advisory services and Park Hill fund placement businesses of Blackstone were spun off and combined with an independent financial advisory firm founded by Paul J. Taubman, to form an independent, publicly traded company called PJT Partners Inc. This spinoff was effected via a multi-step transaction (collectively, the “Transaction”). Upon the consummation of the Transaction, Blackstone Advisors’ restructuring and reorganization advisory group became a part of PJT, and Blackstone Advisors’ restructuring professionals became employees of PJT.

4. My colleagues and I have received the PII from Blackstone. This declaration is being filed to update and disclose any connections with the Debtors that PJT may have.

5. I have undertaken a review of the PII to determine possible conflicts relating to the Debtors and, subject to the foregoing limitations and the following disclosures, no material conflicts have been found.

- a. PJT has been engaged to provide financial advisory services to an ad hoc committee of certain bondholders of Desarrolladora Homex, SAB de CV. Akin Gump Strauss Hauer & Feld LLP, one of the PII, is counsel to this ad hoc committee of Homex

bondholders. This engagement is wholly unrelated to the Debtors and these chapter 11 cases, and PJT does not believe that the interests of the Debtors or their estates are adversely affected by this engagement.

- b. PJT has been engaged to provide financial advisory services to certain holders of direct or indirect equity interests in Energy Future Holdings Corp. Affiliates of Goldman Sachs, one of the PII, are equity interest holders in Energy Future Holdings Corp. This engagement is wholly unrelated to the Debtors and these chapter 11 cases, and PJT does not believe that the interests of the Debtors or their estates are adversely affected by this engagement.
- c. PJT has been engaged to provide financial advisory services to Magnetation LLC in connection with its pending chapter 11 proceeding. An affiliate of AK Steel, one of the PII, is an investor in Magnetation LLC. This engagement is wholly unrelated to the Debtors and these chapter 11 cases, and PJT does not believe that the interests of the Debtors or their estates are adversely affected by this engagement.
- d. PJT has been engaged to provide financial advisory services to Franklin Advisers, Inc., one of the PII, and an affiliate of another of the PII, Franklin, in connection with its holding of Ukraine sovereign bonds. This engagement is wholly unrelated to the Debtors and these chapter 11 cases, and PJT does not believe that the interests of the Debtors or their estates are adversely affected by this engagement.
- e. PJT has been engaged to provide financial advisory services to Apollo Global Management, LLC, an affiliate of Apollo, Apollo Investment Corporation and Apollo Investment Management, three of the PII, in connection with a potential restructuring of Caesars Acquisition Company and Caesars Entertainment Corporation. This engagement is wholly unrelated to the Debtors and these chapter 11 cases, and PJT does not believe that the interests of the Debtors or their estates are adversely affected by this engagement.
- f. PJT has been engaged to provide financial advisory services to certain holders of direct or indirect equity interests in Energy Future Holdings Corp. Affiliates of KKR Debt Investors II (2006) and KKR Credit Advisors, two of the PII, are equity interest holders in Energy Future Holdings Corp. This engagement is wholly unrelated to the Debtors and these chapter 11 cases, and PJT does not believe that the interests of the Debtors or their estates are adversely affected by this engagement.

- g. PJT has been engaged to provide financial advisory services to Samson Resources Corporation in connection with Samson Resources Corporation's chapter 11 case. Affiliates of KKR Debt Investors II (2006) and KKR Credit Advisors, two of the PII, are equity interest holders in Samson Resources Corporation. This engagement is wholly unrelated to the Debtors and these chapter 11 cases, and PJT does not believe that the interests of the Debtors or their estates are adversely affected by this engagement.
- h. PJT has been engaged to provide financial advisory services to Allen Systems Group, Inc. Affiliates of KKR Debt Investors II (2006) and KKR Credit Advisors, two of the PII, hold equity and debt of Allen Systems Group, Inc. This engagement is wholly unrelated to the Debtors and these chapter 11 cases, and PJT does not believe that the interests of the Debtors or their estates are adversely affected by this engagement.
- i. PJT has been engaged to provide financial advisory services to a client whose identity cannot be disclosed for confidentiality reasons in connection with a joint venture investment the nature of which cannot be disclosed for confidentiality reasons. Crédit Agricole CIB, one of the PII, provided financing to the joint venture. This engagement is wholly unrelated to the Debtors and these chapter 11 cases, and PJT does not believe that the interests of the Debtors or their estates are adversely affected by this engagement.
- j. PJT has been engaged to provide financial advisory services to an ad hoc committee of certain bondholders of a company whose identity cannot be disclosed for confidentiality reasons. An affiliate of Fidelity Management & Research, one of the PII, is a member of the committee. This engagement is wholly unrelated to the Debtors and these chapter 11 cases, and PJT does not believe that the interests of the Debtors or their estates are adversely affected by this engagement.
- k. PJT is in possession of material non-public information concerning an affiliate of one of the PII, whose identity cannot be disclosed for confidentiality reasons, although PJT has not been officially engaged by such PII to provide financial advisory services. This engagement is wholly unrelated to the Debtors and these chapter 11 cases, and PJT does not believe that the interests of the Debtors or their estates are adversely affected by these engagements.
- l. PJT has been engaged to provide financial advisory services to the official committee of unsecured creditors of Molycorp Inc. in

connection with Molycorp Inc.'s chapter 11 case. Affiliates of Apollo, one of the PII, and Franklin Advisers, Inc., another of the PII, are creditors of Molycorp Inc. This engagement is wholly unrelated to the Debtors and these chapter 11 cases, and PJT does not believe that the interests of the Debtors or their estates are adversely affected by this engagement.

- m. PJT has been engaged to provide financial advisory services to a company, whose identity cannot be disclosed for confidentiality reasons, in which an affiliate of one of the PII holds an interest. This engagement is wholly unrelated to the Debtors and these chapter 11 cases, and PJT does not believe that the interests of the Debtors or their estates are adversely affected by this engagement.

6. PJT currently holds no direct or indirect interest in any debt or equity securities of the Debtors.

7. PJT has performed reasonable due diligence for possible conflicts with the PII in the Debtors' chapter 11 cases. The following is a list of the categories that PJT has searched with respect to the PII:

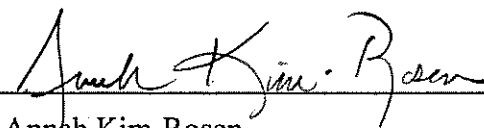
- a. Debtors, Non-Debtor Affiliates, and Subsidiaries;
- b. Significant Shareholders;
- c. Administrative Agent;
- d. Indenture Trustee;
- e. Operational Counterparties;
- f. Current and Former (Past 3 Years) Directors, Officers, and Board Members;
- g. Banks at which Debtors Maintain Depository, Concentration, Disbursement, Operating, or Related Accounts;
- h. Secured Parties;
- i. Significant Customers;
- j. Surety Bond Holders;
- k. Unions;
- l. Permit Issuers and Regulators Relevant to the Debtors;
- m. Relevant Taxing Authorities;
- n. Attorneys, Financial Advisors, Accountants and Other Professionals;
- o. Insurers;
- p. Key Vendors;
- q. Litigation;
- r. Debtholders;
- s. Utilities;
- t. Creditors Holding 50 Largest Unsecured Claims;

- u. Additional Parties Searched;
- v. Bankruptcy Judges, Northern District of Alabama Bankruptcy Court; and
- w. United States Bankruptcy Administrator, Northern District of Alabama.

8. The list of PII was provided by the Debtors and may change during the pendency of the Debtors' chapter 11 cases. Should PJT learn that a relationship with any of the PII should be disclosed in the future, a supplemental declaration with such disclosure will be promptly filed.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: November 13, 2015

A handwritten signature in cursive script, appearing to read "Annah Kim-Rosen", is written over a solid horizontal line.

Annah Kim-Rosen
Chief Compliance Officer, PJT Partners LP

SCHEDULE 1

LIST OF POTENTIAL PARTIES IN INTEREST

**(A) DEBTORS, NON-DEBTOR
AFFILIATES, AND SUBSIDIARIES**

0541237 B.C. LTD.
ATLANTIC DEVELOPMENT &
CAPITAL, LLC
ATLANTIC LEASECO, LLC
BELCOURT SAXON
BELCOURT SAXON COAL, LTD.
BLACK WARRIOR METHANE CORP.
BLACK WARRIOR TRANSMISSION
CORP.
BLUE CREEK COAL SALES, INC.
BLUE CREEK ENERGY, INC.
BRULE COAL PARTNERSHIP
BRULE COAL ULC
CAMBRIAN ENERGYBUILD
HOLDINGS ULC
CARDEM INSURANCE CO., LTD.
ENERGYBUILD GROUP, LTD.
ENERGYBUILD HOLDINGS, LTD.
ENERGYBUILD MINING, LTD.
ENERGYBUILD OPENCAST, LTD.
ENERGYBUILD, LTD
HAMER PROPERTIES, INC.
J.W. WALTER, INC.
J.W.I. HOLDINGS CORPORATION
JEFFERSON WARRIOR RAILROAD
COMPANY, INC.
JIM WALTER HOMES, LLC
JIM WALTER RESOURCES, INC.
LAND HOLDINGS CORPORATION
MAPLE COAL CO., LLC

MINERAL EXTRACTION AND
HANDLING, LTD.
PINE VALLEY COAL, LTD.
SLOSS-SHEFFIELD STEEL & IRON CO.
SP MACHINE, INC.
TAFT COAL SALES & ASSOCIATES,
INC.
TUSCALOOSA RESOURCES, INC.
V MANUFACTURING CO.
WALTER BLACK WARRIOR BASIN,
LLC
WALTER CANADIAN COAL
PARTNERSHIP
WALTER CANADIAN COAL ULC
WALTER COKE, INC.
WALTER ENERGY CANADA
HOLDINGS, INC.
WALTER ENERGY HOLDINGS, LLC
WALTER ENERGY, INC.
WALTER EXPLORATION &
PRODUCTION, LLC
WALTER HOME IMPROVEMENT, INC.
WALTER LAND COMPANY
WALTER MINERALS, INC.
WALTER NATURAL GAS, LLC
WILLOW CREEK COAL PARTNERSHIP
WILLOW CREEK COAL ULC
WOLVERINE COAL PARTNERSHIP
WOLVERINE COAL ULC
**(B) SIGNIFICANT
SHAREHOLDERS**
ALDEN GLOBAL CAPITAL LTD.

BANK OF AMERICA MERRILL LYNCH
(US)

BLACKROCK INSTITUTIONAL TRUST
COMPANY, N.A.

CREDIT SUISSE SECURITIES (USA)
LLC

DEUTSCHE ASSET MANAGEMENT
AMERICAS

GOLDMAN SACHS & COMPANY, INC.

THE VANGUARD GROUP, INC.

(C) ADMINISTRATIVE AGENT

MORGAN STANLEY SENIOR
FUNDING, INC.

(D) INDENTURE TRUSTEE

WILMINGTON TRUST, N.A.

**(E) OPERATIONAL
COUNTERPARTIES**

ARP PRODUCTION COMPANY LLC

ATLAS RESOURCE PARTNERS, LP

BELCOURT SAXON COAL LIMITED
PARTNERSHIP

BLACK WARRIOR METHANE CORP

BLACK WARRIOR TRANSMISSION
CORP

CONOCOPHILLIPS

PEACE RIVER COAL INC.

**(F) CURRENT AND FORMER
(PAST 3 YEARS) DIRECTORS,
OFFICERS, AND BOARD
MEMBERS**

WALTER J. SCHELLER, III

WILLIAM G. HARVEY

EARL H. DOPPELT

KEVIN M. HARRIGAN

MICHAEL D GRIFFIN

A.J. WAGNER

AL KANGAS

BERNARD G. RETHORE

BILL STANHOUSE (CORPORATE
COMMUNICATIONS)

BRIAN CHOPIN

CALVEN SWINEA

CAROL W. FARRELL

CHARLES C STEWART

CHARLES P. WILLIS

CHRISTOPHER JOHN DANIELS

DANIEL P CARTWRIGHT

DAN GRUCZA

DANNY L STICKEL

DARREN MAWHINNEY

DAVID LORTIE

GRAHAM MASCALL

GUY HENSLEY

JAMEY RAMSEY

JEANNE BARLOW

JERRY W. KOLB

JOHN MCMILLAN

JOSEPH B. LEONARD

KATHY LOVE

KELLI GANT

LIBRARY REQUEST PENDING

MARY R. "NINA" HENDERSON

MICHAEL R. HURLEY

MICHAEL T. MADDEN

MICHAEL T. TOKARZ

MITCHELL MATAYA

PATRICK A. KRIEGSHAUSER

RICHARD A. DONNELLY

ROBERT P. KERLEY
ROBERT SCHNEID
STEPHANIE T. KEY
THOMAS J. LYNCH
DAVID R. BEATTY
HOWARD L. CLARK, JR.
KEITH CALDER
GEORGE R. RICHMOND
VICTOR P. PATRICK
MARK J. O'BRIEN
GREGORY E. HYLAND
DONALD N. BOYCE
DON DEFOSSET

**(G) BANKS AT WHICH DEBTORS
MAINTAIN DEPOSITORY,
CONCENTRATION,
DISBURSEMENT, OPERATING, OR
RELATED ACCOUNTS**

BANK OF AMERICA
JP MORGAN
REGIONS BANK
BB&T
SCOTIA BANK
COMERICA
LLOYDS

BANK OF BUTTERFIELD

(H) SECURED PARTIES

ATCO STRUCTURES & LOGISTICS LTD
BANK OF AMERICA N A AS
ADMINISTRATIVE AGENT
BRANDT TRACTOR LTD.
CATERPILLAR FINANCIAL SERVICES
CORPORATION
CATERPILLAR FINANCIAL SERVICES
LIMITED

COMERICA LEASING CORPORATION
DELL FINANCIAL SERVICES L.L.C.
GATX CORPORATION
GE CAPITAL CANADA EQUIPMENT
FINANCING & LEASING COMPANY
GENERAL ELECTRIC CAPITAL
CORPORATION
HORIZON NORTH CAMP & CATERING
INC.
IKON FINANCIAL SVCS
INARI INC.
JOY TECHNOLOGIES INC.
KEY EQUIPMENT FINANCE CANADA
LTD
KKR CREDIT ADVISORS
KKR DEBT INVESTORS II (2006)
MARYLAND STATE RETIREMENT
AND PENSION SYSTEM
MORGAN STANLEY SENIOR
FUNDING, INC. , AS COLLATERAL
AGENT
NATIONAL LEASING GROUP INC.
NEATHERLIN NINA
OREGON PUBLIC EMPLOYEES
RETIREMENT FUND
PHILLIPS MACHINE SERVICE, INC.
PRESIDIO INVESTORS LIMITED
SERVISFIRST BANK
SPRUCE INVESTORS LIMITED
SPRUCE INVESTORS II LIMITED
PARTNERSHIP
THE CIT GROUP/EQUIPMENT
FINANCING INC
THE FIFTH THIRD LEASING
COMPANY
THE HUNTINGTON NATIONAL BANK
THE MCPHERSON COMPANIES, INC.

THOMPSON TRACTOR CO., INC.
TRANSPORTATION LEASE SYSTEMS
INC.
WILMINGTON TRUST, NATIONAL
ASSOCIATION, AS COLLATERAL
AGENT
XEROX CANADA LTD

(I) SIGNIFICANT CUSTOMERS

A NEILSEN
ABC COKE
ACOMINAS
AK STEEL
ALABAMA POWER
AMALGMATED SUGAR
AMS BRAZIL
AMS BSM
AMS MEXICO
ANGLO (PEACE RIVER)
APC BTU ADJ
APCO
APPALACHIAN POWER COMPANY
ARCELOR
ARCELORMITTAL SOURCING
AVANI RESOURCES
BAOSTEEL
BAYER CORP
BENERGY
BLUE CREEK COAL SALES
BREMEN CASTINGS
CALGON CARBON CORPORATION
CAPITAL STEEL
CARMEUSE
CASH SALES
CEDAR SPRING GA
CEMEX DEMOPOLIS

CEMEX GA
CHINA RAILWAY MATERIALS
CHINA STEEL
CHOCTAW LOADINGN FEE
CITGO PETROLEUM
CORUS
COSIPA
CPL
CRM
CSN
DALTON CORPORATION
DBK
DEETER FOUNDRY
DILLIGEN HUETTE
DRUMMOND
ECI
EGL
EMERALD INTERNATIONAL
CORPORATION
ERDEMIR
ERI
FREIGHT REVENUE DILLIGEN
HUETTE
GA PACIFIC
GLEN ALLEN RAIL
GREAT LAKES CASTING
GREDE BROWNTON
GREDE IRON MOUNT
GREDE REEDSBURG
GRIFFIN PIPE
GUNITE CORPORATION
HARGREAVES
HICKMAN WILLIAMS
HUETTEN WERKE KRUPP

HYUNDAI
ILVA
INDIA
INDIA (JSW)
IP GA PACIFIC
ISDEMIR
ITOUCHI
JSW
KAUTEX TEXTRON
KENTUCKY NATURAL RESOURCES
KOBE
KOPPERS INC.
LUCCHINI
M RESOURCES
MID-CONTINENT
MIT CHEM
MITSUBISHI CHEMICAL
MITSUI
NATIONAL CEMENT
NEENAH ENTERPRISE
NEVILLE COKE, LLC
NISSHIN
NOREC/SSI
NSSMC
OSCO INDUSTRIES
POSCO
PRITCHARD MINING C. INC.
ROCK TENN
ROCK WOOL MANUFACTURING
RURHKOHLE
RUUKKI
SALZGITTER
SIDERAR
SOUTHERN COAL - GA PACIFIC

SSAB
SUNCOKE ENERGY
TAFT
THERMAFIBER
THYSSEN KRUPP
TKS CSA
TRINITY COAL CORPORATION
U.S. PIPE
US STEEL
USIMINAS
VOESTALPINE
WALTER COKE, INC.
WATCO
WILSON INDUSTRIES

(J) SURETY BOND HOLDERS

ARCH INSURANCE
ASPEN INSURANCE

(K) UNIONS

CONSTRUCTION AND ALLIED
WORKERS' UNION, LOCAL 68
AFFILIATED WITH THE CHRISTIAN
LABOUR ASSOCIATION OF CANADA
NATIONAL UNION OF
MINEWORKERS, SOUTH WALES AREA
UNITED MINE WORKERS OF
AMERICA
UNITED STEEL WORKERS LOCAL 1-
424
UNITED STEELWORKERS (USW),
A.F.L. - C.I.O. - C.L.C., LOCAL UNION
NO. 12014

**(L) PERMIT ISSUERS AND
REGULATORS RELEVANT TO
THE DEBTORS**

ALABAMA DEPARTMENT OF
ENVIRONMENTAL MANAGEMENT
(ADEM)

ALABAMA SURFACE MINING
COMMISSION (ASMC)
CITY OF BIRMINGHAM
JEFFERSON COUNTY DEPARTMENT
OF HEALTH (JCDOH)
PUBLIC SERVICE COMMISSION (PSC)
U.S. DEPARTMENT OF
TRANSPORTATION
US NUCLEAR REGULATORY
COMMISSION (NRC)
WV DEPARTMENT OF
ENVIRONMENTAL PROTECTION (DEP)
WV DEPARTMENT OF NATURAL
RESOURCES (DNR)
WV OSMHT

**(M) RELEVANT TAXING
AUTHORITIES**

ALABAMA DEPARTMENT OF
REVENUE
BRITISH COLUMBIA MINISTRY OF
FINANCE
CANADA REVENUE AGENCY
DELAWARE SECRETARY OF STATE
DEPARTMENT OF THE TREASURY
(IRS)
SECRETARY OF THE INTERIOR
WEST VIRGINIA DEPARTMENT OF
REVENUE

**(N) ATTORNEYS, FINANCIAL
ADVISORS, ACCOUNTANTS AND
OTHER PROFESSIONALS**

AKIN GUMP
ALIXPARTNERS, LLP
BLACKSTONE ADVISORY PARTNERS
L.P.
BRADLEY ARANT BOULT CUMMINGS
LLP
ERNST & YOUNG LLP

KEKST AND COMPANY
KPMG
LAZARD
MAYNARD, COOPER & GALE, P.C.
OGLETREE, DEAKINS, NASH, SMOAK
& STEWART, P.C.
OSLER, HOSKIN & HARCOURT LLP
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP

(O) INSURERS

ACE (STARR TECH)
ACE AMERICAN
ACE AMERICAN INSURANCE
COMPANY
ACE BERMUDA
ACE INA INSURANCE
ADMIRAL INSURANCE COMPANY
AES 1225
AFB 2623
AIG EUROPE LIMITED
ALLIANZ INSURANCE PLC
ALLIED WORLD ASSURANCE CO.
ALLIED WORLD NATIONAL
ASSURANCE COMPANY
ALTERRA
ALTERRA EXCESS AND SURPLUS
INSURANCE COMPANY
ALTERRA US
AMA 1200
AMERICAN GUARANTEE & LIABILITY
AMERICAN INTERNATIONAL GROUP,
INC. (AIG)
ANV
APL/FSR 1969/1861
ARGO RE

ASPEN SPECIALTY INSURANCE
COMPANY
AUW
AWAC
AXIS SURPLUSE INSURANCE
COMPANY
BERKLEYPRO
BRIT 2987
CARDEM INSURANCE COMPANY LTD.
CATLIN CANADA INC.
CATLIN CANADA INC. (LLOYD'S
SYNDICATE 2003)
CHUBB INSURANCE COMPANY OF
CANADA
CHUBB SPECIALTY INSURANCE
EXECUTIVE RISK INDEMNITY
(CHUBB)
FIRST MERCURY INS. CO
FREEDOM SPECIALTY
FREEDOM SPECIALTY INSURANCE
COMPANY
GREAT LAKES
GREAT LAKES REINSURANCE (UK)
LTD.
HARDY
HCC SPECIALTY
HIS 33
HOUSTON CASUALTY
HOUSTON SPECIALTY
ICBC AUTOPLAN INSURANCE
INSURANCE CORPORATION OF
BRITISH COLUMBIA
INTACT INSURANCE CO.
IRONSHORE
IRONSHORE EUROPE LTD
IRONSHORE INDEMNITY

IRONSHORE INDEMNITY INC.
LANDMARK (RSUI)
LANDMARK AMERICAN INSURANCE
COMPANY
LIBERTY INTERNATIONAL
UNDERWRITER
LIBERTY MUTUAL INSURANCE
COMPANY
LLOYD'S OF LONDON
LLOYD'S UNDERWRITERS
MARSH CANADA LIMITED
MAXUM INDEMNITY COMPANY
MMX 2010
MONTPELIER
MSP 318
NATIONAL FIRE & MARINE
BERKSHIRE
NATIONAL UNION FIRE INS CO. (AIG)
NATIONAL UNION FIRE INS CO. OF
PITTSBURGH PA (AIG)
NOA
NORTHBRIDGE INSURANCE
OCIL
OLD REPUBLIC INS. CO. (CUG)
OLD REPUBLIC INSURANCE
COMPANY
PARTNER RE
QBE INSURANCE EUROPE LIMITED
ROCKWOOD CASUALTY
SELF-INSURED (NA)
SENECA
SENECA INSURANCE COMPANY, INC.
SJC (CATLIN)
STARR SURPLUS
STARR TECH/ACE

THE HARTFORD AND STEAM BOILER
INSPECTION AND INSURANCE
COMPANY
WESTCHESTER
WESTCHESTER SURPLUS LINES
INSURANCE COMPANY
WILLIS G360
WORLDSOURCE
WRB 1967
XL INS CO PLC
XL INSURANCE CO. LIMITED
XL INSURANCE COMPANY LTD
XL SPECIALTY
XL SPECIALTY INS. CO.
XL SPECIALTY INSURANCE
COMPANY
ZURICH AMERICAN
(P) KEY VENDORS
A & A RESOURCES
AL POWER COMPANY
ALABAMA POWER COMPANY
ALABAMA SLING CENTER
ALABAMA STATE PORT AUTHORITY
ALABAMA WARRIOR RAILWAY, LLC
ALPHA COAL SALES CO INC (W)
AWS INCORPORATED
BAMA MINE & MILL, INC.
BC HYDRO
BIRMINGHAM RAIL & LOCOMOTIVE
CO.
BLACK WARRIOR METHANE CORP.
BLUE CROSS BLUE SHIELD
BRAKE SUPPLY CO INC
BROCKHOUSE GROUP LIMITED
CANADIAN NATIONAL RAILWAY CO.

CAPSTONE DRILLING, INC.
CAREMARK
CARROLL ENGINEERING COMPANY
CATERPILLAR FINANCIAL AND
GLOBAL MINING
CAVCO, INC.
CEDAR TRUCKING, INC
CENTENNIAL NATURAL RESOURCES,
LLC
CINTAS CORPORATION
COAL FREIGHT FORWARDING, INC.
COALFIELD SERVICES, INC.
CONSOLIDATED PIPE & SUPPLY CO.
COWIN & COMPANY
CSX TRAN N/A 079413 (IB)
CSX TRANSPORTATION
DUZ CHO CONSTRUCTION L.P.
DYNO NOBEL
EICKHOFF CORPORATION
EXTERRAN ENERGY SOLUTIONS LP
FINNING CANADA (CATERPILLAR)
FLSMIDTH (KREBS), INC.
FLSMIDTH SALT LAKE CITY, INC.
FLSMIDTH USA INC - DECANter
MACHINE INC.
FOUNTAIN TIRE-MINE SERVICE
HAGER EQUIPMENT CO. OF AL, INC.
HAGER OIL COMPANY INC.
HANNER MACHINE COMPANY, INC.
HEINTZMANN CORPORATION
HELIX SYSTEMS, INC.
HIBBS ELECTRIC, INC.
HORTON CONSTRUCTION &
FABRICATION
HOWDEN NORTH AMERICA INC.

HUESKER, INC.
HYDRA SERVICE
IMERYS MARBLE INC.
IMPERIAL OIL
INDUSTRIAL MINING SUPPLY, INC.
INTERNAL REVENUE SERVICE
IT CONVERGENCE
JENNMAR CORPORATION
JESSE CREEK MINING, LLC
JIM HOUSE & ASSOCIATES, INC.
JIM WALTER RESOURCES INC (W)
JONES HEATING, A/C AND PLUMBING
INC
JOY GLOBAL UNDERGROUND
MINING LLC
KAMAN INDUSTRIAL TECHNOLOGIES
KEKST AND COMPANY INC
KRONOS INCORPORATED
KYKENKEE, INC.
LAYNE CHRISTENSEN COMPANY
LEE HECHT HARRISON LLC
LOGAN & KANANWHA, LLC (W)
MAPLE LEAF LOADING LTD
MATO CORPORATION
MAYER ELECTRIC SUPPLY
MIKE DOVER CORP.
MOODY'S INVESTORS SERVICE
MORROW RAILROAD BUILDERS, INC.
NALCO CHEMICAL COMPANY
NATIONAL BELT SERVICE INC.
NELSON BROTHERS LLC
NORFOLK SOUTHERN (IB)
NORTHERN STRANDS COMPANY LTD.
ORICA CANADA INC.
PARDEE MINERALS, LLC
PARKER TOWING COMPANY, INC.
PENSION BENEFIT GUARANTY
CORPORATION
PETITTO MINE EQUIPMENT INC.
PETROLEUM PRODUCTS, INC.
PIONEER CONVEYOR, LLC
QUAKER CHEMICAL CORPORATION
R. M. WILSON COMPANY
R3 STEEL
RECO EDISON
REGIONS BANK AS TRUSTEE
RGGG LAND & MINERALS, LTD, L.P.
RIDLEY TERMINALS INC.
RIVERCHASE OFFICE LLC
ROCKWOOD CASUALTY INSURANCE
COMPANY
SAFETY SOLUTIONS INC.
SANDVIK MINING & CONSTRUCTION,
LLC
SCHLUMBERGER TECHNOLOGY
CORP.
SIEMENS INDUSTRY, INC.
SMS EQUIPMENT INC.
SOUTHEAST FABRICATORS INC.
SPOKANE INDUSTRIES
STRATA MINE SERVICES, LLC
SUMITON MACHINE & WELDING
THE DON-DELL CORP
THE MCPHERSON COMPANIES INC.
THOMPSON TRACTOR CO INC
THORNTON WELDING & MACHINE,
INC.
TIMBERLAND AND MINERALS, LLC
TRACTOR & EQUIPMENT CO INC

TRI-TECH ENGINEERING, INC.
TRUSTEES OF U M W A
UMWA HEALTH AND RETIREMENT
FUNDS (“MEPP”)
UMWA INTERNATIONAL UNION
UNITED CENTRAL INDUSTRIAL
UNITED COAL COMPANY, LLC (W)
VALLEY CONCEPTS LTD.
VANOCUR REFRACTORIES LLC
VEYANCE TECHNOLOGIES, INC.
VIDEO INDUSTRIAL SERVICES INC
W. W. GRAINGER INC. FKA SAFETY
SOLUTIONS INC.
WAJAX INDUSTRIES
WALKER MACHINERY
WARRIOR & ASSOCIATES, INC.
WELLS FARGO
WESLEY WEST MINERALS, LTD.
WILLIS INS SRVS OF GEORGIA, INC
WILMINGTON TRUST, N.A. - 8.50%
SENIOR NOTES
WILMINGTON TRUST, N.A. - 9.875%
SENIOR NOTES

(Q) LITIGATION

INTERNAL REVENUE SERVICE
ISRANI V. CLARK ET AL., HIMMEL V.
SCHELLER ET AL., WALTERS V.
SCHELLER ET AL. (THREE CASES
CONSOLIDATED IN 10TH JUDICIAL
CIRCUIT OF ALABAMA), AND
MAKOHIN V. CLARK, ET AL. (N.D.
ALA.)
LOUISE MOORE (N.D. ALA.)
MISCELLANEOUS LITIGATION
RUSH V. WALTER ENERGY INC. (N.D.
ALA.) (PLAINTIFFS ARE PETER RUSH
AND MICHAEL CARNEY, PURPORTED

SHAREHOLDERS OF WALTER
ENERGY)
UNITED STATES ENVIRONMENTAL
PROTECTION AGENCY REGION 4

(R) DEBTHOLDERS

1776 CLO I, LTD.
ABERDEEN LOAN FUNDING LTD.
ADVANCED SERIES TRUST
ADVANCED SERIES TRUST-AST
FRANKLIN TEMPLETON FOUNDING
FUNDS ALLOCATION PORTFOLIO
AGF FLOATING RATE INCOME FUND
AIRLIE CLO 2006-II LTD.
ALLIANZ SE
ALLIANZ VARIABLE INSURANCE
PRODUCTS TRUST-AZL FRANKLIN
TEMPLETON FOUNDING STRATEGY
PLUS FUND
AMERICAN BANKERS INS CO OF FL
AMERICAN MEMORIAL LIFE INS CO
AMERICAN RELIABLE INSURANCE
CO
AMERICAN SECURITY INSURANCE
CO
APOLLO CENTRE STREET
PARTNERSHIP, L.P.
APOLLO CREDIT FUNDING I LTD.
APOLLO CREDIT STRATEGIES
MASTER FUND LTD.
APOLLO FRANKLIN PARTNERSHIP,
L.P.
APOLLO INVESTMENT CORPORATION
APOLLO INVESTMENT
MANAGEMENT
APOLLO SK STRATEGIC
INVESTMENTS LP
APOLLO VALUE INVESTMENT
MASTER FUND LP

ARES CAPITAL MANAGEMENT II LLC
ARES MANAGEMENT
ARES MULTI-STRATEGY CREDIT
FUND V (H), L.P.
ARES SENIOR LOAN TRUST
ARES SPECIAL SITUATIONS FUND III
LP
ARES SPECIAL SITUATIONS FUND IV,
L.P.
ARES STRATEGIC INVESTMENT
PARTNERS LTD.
ASIP (HOLDCO) IV S.A R.L.
ASSOCIATED BRITISH FOODS
PENSION TRUSTEES LIMITED AS THE
TRUSTEE OF ASSOCIATED BRITISH
FOODS PENSION SCHEME
ATRIUM V
AUTO CLUB INSURANCE
ASSOCIATION
AVERY STREET CLO, LTD.
BABSON CAPITAL
BAML
BANC OF AMERICA CREDIT
PRODUCTS, INC.
BANK OF AMERICA NA
BANK OF NOVA SCOTIA
BARCLAYS
BARCLAYS BANK PLC
BBT CAPITAL
BBT FUND LP
BBT MASTER FUND, L.P.
BCBS OF MI MUT INS CO [MULTI-
MANAGED]
BCBS OF TN INC [MULTI-MANAGED]
BEACH POINT CAPITAL
MANAGEMENT

BEACH POINT MULTI-ASSET CREDIT
FUND LTD.
BEACH POINT SCF I LP
BEACH POINT SCF IV LLC
BEACH POINT SCF MULTI-PORT LP
BEACH POINT STRATEGIC MASTER
FUND LP
BEACH POINT TOTAL RETURN
MASTER FUND LP
BLACKROCK
BLACKSTONE DEBT ADVISORS
BLT 22 LLC
BLUE MOUNTAIN
BLUEMOUNTAIN CLO II LTD.
BRENTWOOD CLO, LTD.
BTG PACTUAL GLOBAL ASSET
MANAGEMENT
CALIFORNIA PHYSICIANS' SERVICE
INC
CANDLEWOOD FINANCIAL
OPPORTUNITIES FUND LLC
CANDLEWOOD FINANCIAL
OPPORTUNITIES MASTER FUND LP
CANDLEWOOD INVESTMENT GROUP
CAPITAL GROUP
CAPITAL GROUP COMPANIES INC
CAPITAL WORLD INVESTORS
CASPIAN CAPITAL
CASPIAN FOCUSED CREDIT FUND,
L.P.
CASPIAN FOCUSED OPPORTUNITIES
FUND, L.P.
CASPIAN HLSC1, LLC
CASPIAN SC HOLDINGS, L.P.
CASPIAN SELECT CREDIT MASTER
FUND LTD.

CASPIAN SOLITUDE MASTER FUND LP	DEUTSCHE BANK AG
CHASE	DEUTSCHE INVESTMENT MGMT AMERICA
CITI LOAN FUNDING	DRYDEN 33 SENIOR LOAN FUND
CITI LOAN FUNDING ADGM FUNDING LLC	DRYDEN XI - LEVERAGED LOAN CDO 2006
CITIBANK	DRYDEN XVI - LEVERAGED LOAN CDO 2006
CITIBANK NA	DRYDEN XVIII LEVERAGED LOAN 2007 LIMITED
CLAYMORE INVESTMENTS INC	DRYDEN XXI LEVERAGED LOAN
CLINTON GROUP	DRYDEN XXIV SENIOR LOAN FUND
COLUMBIA FUNDS VARIABLE SERIES TRUST II-VARIABLE PORTFOLIO-EATON VANCE FLOATING-RATE INCOME FUND	DUANE STREET CLO II, LTD.
COMMONWEALTH BANK OF AUSTRALIA	DUANE STREET CLO IV LTD.
COMPASS BANK	EASTLAND CLO, LTD.
COVALENT CAPITAL PARTNERS MASTER FUND, LP	EATON VANCE CDO IX LTD
CREDIT AGRICOLE CORPORATE	EATON VANCE CDO VII PLC
CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK	EATON VANCE CDO VIII, LTD.
CREDIT SUISSE	EATON VANCE CDO X PLC
CREDIT SUISSE LOAN FUNDING LLC	EATON VANCE CLO 2013-1 LTD.
CRESCENT 1, L.P.	EATON VANCE FLOATING RATE INCOME TRUST
CRS MASTER FUND, L.P.	EATON VANCE FLOATING RATE PORTFOLIO
CSAM	EATON VANCE FLOATING-RATE INCOME PLUS FUND
CYRUS CAPITAL	EATON VANCE INSTITUTIONAL FUNDS
CYRUS HEARTLAND, L.P	EATON VANCE INSTITUTIONAL SENIOR LOAN FUND
CYRUS OPPORTUNITIES MASTER FUND II, LTD.	EATON VANCE INTERNATIONAL (CAYMAN ISLANDS) FLOATING-RATE INCOME PORTFOLIO
CYRUS SELECT OPPORTUNITIES MASTER FUND LTD.	EATON VANCE LIMITED DURATION INCOME FUND
CYRUS SPECIAL STRATEGIES MASTER FUND LP	EATON VANCE SENIOR FLOATING RATE TRUST
DAUPHIN FUNDING LLC	
DB COMMODITY SERVICES LLC	

EATON VANCE SENIOR INCOME TRUST
EATON VANCE SHORT DURATION DIVERSIFIED INCOME FUND
EATON VANCE VARIABLE TRUST-EATON VANCE VT FLOATING-RATE INCOME FUND
ENHANCED LOAN INVESTMENT STRATEGY
EQ ADVISORS TRUST-AXA/MUTUAL LARGE CAP EQUITY MANAGED VOLATILITY PORTFOLIO
ERIE INSURANCE EXCHANGE [MULTI-MANAGED]
FEINGOLD O'KEEFFE
FIDELITY ADVISOR SERIES I-FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND
FIDELITY CENTRAL INVESTMENT PORTFOLIOS LLC-FIDELITY FLOATING RATE CENTRAL FUND
FIDELITY FLOATING RATE HIGH INCOME FUND
FIDELITY FLOATING RATE HIGH INCOME INVESTMENT TRUST
FIDELITY INCOME FUND-FIDELITY TOTAL BOND FUND
FIDELITY INTERNATIONAL
FIDELITY INVESTMENTS
FIDELITY MANAGEMENT & RESEARCH
FIDELITY QUALIFYING INVESTOR FUNDS PLC
FIDELITY SUMMER STREET TRUST-FIDELITY SERIES FLOATING RATE HIGH INCOME FUND
FIFTH THIRD BANK
FIGUEROA CLO 2013-1, LTD
FLATIRON CLO 2007-1 LTD.

FLATIRON CLO 2011-1 LTD.
FLATIRON CLO 2012-1 LTD.
FLATIRON CLO 2013-1 LTD
FMR LLC
FORUM INVESTMENT ADVISORS
FRANK RUSSELL INVESTMENT MGMT
FRANKLIN ADVISERS INC
FRANKLIN CLO V, LTD.
FRANKLIN CLO VI, LIMITED
FRANKLIN CUSTODIAN FUNDS-FRANKLIN INCOME FUND
FRANKLIN FLOATING RATE MASTER TRUST-FRANKLIN FLOATING RATE MASTER SERIES
FRANKLIN INVESTORS SECURITIES TRUST-FRANKLIN FLOATING RATE DAILY ACCESS FUND
FRANKLIN MUTUAL ADVISERS INC
FRANKLIN MUTUAL GLOBAL DISCOVERY FUND
FRANKLIN MUTUAL RECOVERY FUND
FRANKLIN MUTUAL SERIES FUNDS-MUTUAL BEACON FUND
FRANKLIN MUTUAL SERIES FUNDS-MUTUAL GLOBAL DISCOVERY FUND
FRANKLIN MUTUAL SERIES FUNDS-MUTUAL QUEST FUND
FRANKLIN MUTUAL SERIES FUNDS-MUTUAL SHARES FUND
FRANKLIN MUTUAL U.S. SHARES FUND
FRANKLIN RESOURCES
FRANKLIN STRATEGIC SERIES-FRANKLIN STRATEGIC INCOME FUND
FRANKLIN TEMPLETON INVESTMENTS FUNDS-FRANKLIN STRATEGIC INCOME FUND

FRANKLIN TEMPLETON SERIES II
FUNDS-FRANKLIN FLOATING RATE II
FUND

FRANKLIN TEMPLETON VARIABLE
INSURANCE PRODUCTS TRUST-
FRANKLIN MUTUAL GLOBAL
DISCOVERY VIP FUND

FRANKLIN TEMPLETON VARIABLE
INSURANCE PRODUCTS TRUST-
FRANKLIN MUTUAL SHARES VIP
FUND

FRANKLIN TEMPLETON VARIABLE
INSURANCE PRODUCTS TRUST-
FRANKLIN STRATEGIC INCOME
SECURITIES FUND

FRANKLIN US FLOATING RATE
MASTER FUND

FRINGE BENEFIT LIFE INSURANCE CO

FS GLOBAL CREDIT OPPORTUNITIES
FUND

FT OPPORTUNISTIC DISTRESSED
FUND LTD.

FUTURE FUND BOARD OF
GUARDIANS

GATEWAY CLO LIMITED

GLOBAL LEVERAGED CAPITAL

GLOBAL LEVERAGED CAPITAL
CREDIT OPPORTUNITY FUND I

GOLDMAN SACHS

GOLDMAN SACHS ASSET
MANAGEMENT

GOLDMAN SACHS ASSET
MANAGEMENT CLO, PUBLIC LIMITED
COMPANY

GOLDMAN SACHS BANK USA

GOLDMAN SACHS LENDING
PARTNERS LLC

GRANT GROVE CLO, LTD.

GRAYSON & CO

GRAYSON CLO, LTD.

GSO AIGUILLE DES GRANDS
MONTETS FUND I LP

GSO AIGUILLE DES GRANDS
MONTETS FUND II LP

GSO AIGUILLE DES GRANDS
MONTETS FUND III LP

GSO CACTUS CREDIT
OPPORTUNITIES FUND LP

GSO CHURCHILL PARTNERS LP

GSO COASTLINE CREDIT PARTNERS
LP

GSO JUPITER LOAN TRUST

GSO PALMETTO OPPORTUNISTIC
INVESTMENT PARTNERS LP

GSO SPECIAL SITUATIONS MASTER
FUND LP

GUIDESTONE CAPITAL
MANAGEMENT

HALCYON STRUCTURED ASSET
MANAGEMENT LONG
SECURED/SHORT UNSECURED 2007-1
LTD.

HALLMARK SPECIALTY INSURANCE
COMPANY

HARRIS ASSOCIATES LP

HARTFORD FINANCIAL SERVICES
GROUP

HARTFORD FIRE INSURANCE CO

HARTFORD INSURANCE CO OF IL

HARTFORD INTL LIFE REASSUR CORP

HEWETT'S ISLAND CLO I-R LTD.

HIGHLAND CAPITAL

HIGHLAND CAPITAL MANAGEMENT
LP

HIGHLAND FUNDS I-HIGHLAND
FLOATING RATE OPPORTUNITIES
FUND

HIGHLAND FUNDS I-
HIGHLAND/IBOXX SENIOR LOAN ETF

HIGHMARK GROUP
HUFF COMPANIES
ING CAPITAL, LLC
INVESCO ASSET MANAGEMENT LTD
ID
INVESCO LTD
JERSEY STREET CLO, LTD
JFIN CLO 2007 LTD.
JFIN CLO 2012 LTD
JFIN CLO 2013 LTD.
JFIN CLO 2014-II LTD.
JMP CREDIT
JNL SERIES TRUST- JNL/PPM
AMERICA FLOATING RATE INCOME
FUND
JNL SERIES TRUST-JNL/FRANKLIN
TEMPLETON INCOME FUND
JNL SERIES TRUST-JNL/FRANKLIN
TEMPLETON MUTUAL SHARES FUND
JOHN HANCOCK VARIABLE
INSURANCE TRUST-MUTUAL SHARES
TRUST
JONES HEWARD INVESTMENT
COUNSEL
JP MORGAN CHASE & CO
JP MORGAN INVESTMENT MGMT
JPMORGAN CHASE BANK, N.A.
KANSAS PUBLIC EMPLOYEES
RETIREMENT SYSTEM
KING STREET ACQUISITION
COMPANY
KING STREET ACQUISITION
COMPANY, L.L.C.
KKR CREDIT ADVISORS
KKR DEBT INVESTORS II (2006)
LEGG MASON INC
LEMANIK ASSET MANAGEMENT

LLOYDS BANK PENSION TRUST
(NO.1) LIMITED AS TRUSTEE OF
LLOYDS BANK PENSION SCHEME
(NO. 1)
LLOYDS BANK PENSION TRUST
(NO.2) LIMITED AS TRUSTEE OF
LLOYDS BANK PENSION SCHEME
(NO. 2)
LORD ABBETT & CO LLC
LORD ABBETT PASSPORT
PORTFOLIOS PLC-LORD ABBETT
HIGH YIELD FUND
MACKAY SHIELDS
MADISON PARK FUNDING II, LTD.
MANULIFE ASSET MANAGEMENT
(US) L
MARINER LDC
MARLBOROUGH STREET CLO LTD
MARYLAND STATE RETIREMENT
AND PENSION SYSTEM
MASSACHUSETTS FINANCIAL
MASSACHUSETTS FINANCIAL
SERVICES
MERCER QIF FUND PLC-MERCER
MULTI-ASSET GROWTH FUND
MET INVESTORS SERIES TRUST-
MET/EATON VANCE FLOATING RATE
PORTFOLIO
METROPOLITAN WEST
METROPOLITAN WEST ASSET MGMT
MJX ASSET MANAGEMENT
MORGAN STANLEY BANK, N.A.
MORGAN STANLEY SENIOR
FUNDING, INC.
MOUNTAIN VIEW CLO 2013-1 LTD.
MOUNTAIN VIEW CLO II LTD.
MOUNTAIN VIEW CLO III LTD.
MUIR GROVE CLO, LTD.

MUIR WOODS CLO, LTD
NEBRASKA INVESTMENT COUNCIL
NEW CASTLE CAPITAL
NEW YORK LIFE INSURANCE &
ANNUITY CORP.
NEW YORK LIFE INSURANCE
COMPANY
NOMURA CORPORATE FUNDING
AMERICAS LLC
NORTHERN TRUST COMPANY
NORTHWESTERN LONG TERM CARE
INS
NORTHWESTERN MUTUAL LIFE
INSUR
NYLIM FLATIRON CLO 2006-1 LTD.
OAK HILL CREDIT PARTNERS V,
LIMITED
OHA PARK AVENUE CLO I, LTD.
ONTARIO PUBLIC SERVICE
EMPLOYEES UNION PENSION PLAN
TRUST FUND
OREGON PUBLIC EMPLOYEES
RETIREMENT FUND
PACIFIC COAST INVESTMENT FUND
LLC
PACIFIC FUNDS-PF FLOATING RATE
LOAN FUND
PACIFIC SELECT FUND - FLOATING
RATE LOAN PORTFOLIO
PICTET & CIE
PIMCO ADVISORS LP
PPF NOMINEE 1 B.V.
PPM AMERICA
PPM GRAYHAWK CLO, LTD.
PRESIDIO INVESTORS LIMITED
PRUDENTIAL FINANCIAL INC
PRUDENTIAL RETIREMENT INS &
ANNU

PYRAMIS FLOATING RATE HIGH
INCOME COMMINGLED POOL
PYRAMIS GLOBAL ADVISORS LLC
PYRAMIS LEVERAGED LOAN LP
QUALCOMM GLOBAL TRADING PTE.
LTD.
RBC
RED RIVER CLO LTD.
RENAISSANCE FLOATING RATE
INCOME FUND
ROCKWALL CDO II LTD.
ROSEDALE CLO, LTD.
ROYAL BANK OF CANADA
ROYAL MAIL PENSIONS TRUSTEES
LIMITED AS TRUSTEE OF THE ROYAL
MAIL PENSION PLAN
RSUI IND CO [MULTI-MANAGED]
RSUI INDEMNITY CO.
SAFETY NATIONAL CASUALTY CORP
SEI INVESTMENTS CO
SEIX ADVISORS
SENIOR DEBT PORTFOLIO
SHINNECOCK CLO 2006-1 LTD.
SILVER POINT
SMITH BARNEY CONSULTING GROUP
SPCP GROUP, LLC
SPRUCE INVESTORS II LIMITED
PARTNERSHIP
SPRUCE INVESTORS LIMITED
STANDARD LIFE INV MUTUAL FUND
LT
STANDARD LIFE INVESTMENTS
STATE STREET CORP
STEAMBOAT CREDIT OPPORTUNITIES
MASTER FUND LP
STRATFORD CLO LTD.

SUPER CASPIAN CAYMAN FUND LIMITED
T ROWE PRICE ASSOCIATES
TALL TREE INVESTMENT MANAGEMENT
TCW ASSET MANAGEMENT
TCW INVESTMENT MANAGEMENT CO
TD BANK
TD BANK, NATIONAL ASSOCIATION
TEACHERS' RETIREMENT SYSTEM OF OKLAHOMA
THE BANK OF NOVA SCOTIA
THIRD AVENUE CAPITAL
THIRD AVENUE CAPITAL PLC
THIRD AVENUE MANAGEMENT LLC
TIME INS CO [MULTI-MANAGED]
TRANSAMERICA FINANCIAL LIFE INS
TRANSAMERICA LIFE INSURANCE CO
TRANSAMERICA PREMIER LIFE INS CO
TRANSATLANTIC REINSURANCE CO
TUOLUMNE GROVE CLO, LTD.
UBS AG
UNIVERSITY HEALTH CARE INC
VARIABLE INSURANCE PRODUCTS FUND-FLOATING RATE HIGH INCOME PORTFOLIO
VENTURE IX CDO LIMITED
VENTURE VI CDO LIMITED
VENTURE VII CDO LIMITED
VENTURE VIII CDO, LIMITED
VIRTUS INVESTMENT ADVISERS INC
VOYA INVESTMENT MANAGEMENT LLC

VOYA INVESTORS TRUST-VY FRANKLIN MUTUAL SHARES PORTFOLIO
WELLPOINT INC GROUP
WESTCHESTER CLO LTD
WESTERN ASSET MANAGEMENT CO
WHITEHORSE VI, LTD.
YORKTOWN MANAGEMENT & RESEARCH C

(S) UTILITIES

ADVANCE DISPOSAL
AIM TRUCKING
ALABAMA POWER COMPANY
ALABAMA GAS CORPORATION
ALABAMA POWER
ALABAMA POWER COMPANY
ALABAMA POWER COMPANY
APPALACHIAN POWER
ARMSTRONG PSD
ARMSTRONG PUBLIC SERVICE DISTRICT
AT&T
AT&T COMMUNICATION SYSTEMS SOUTHEAST
BC HYDRO
BELL MOBILITY
BERRY WATER WORKS
BIRMINGHAM WATER WORKS
BIRMINGHAM WATER WORKS
BLUEWAVE ENERGY
CAPSTONE UTILITIES
CAPSTONE UTILITIES LLC-4019
CARDINAL TELECOM
CARROLL'S CREEK WATER AUTHORITY

CARROLS CREEK WATER
AUTHORITY
CENTURYLINK
CHARTER COMMUNICATIONS
CHETWYND CHOICE
CHETWYND FRESH WATER
CHETWYND SEPTIC SERVICE
CITIZENS WATER
CITIZENS WATER SERVICE
CITIZEN'S WATER SERVICE INC
CITY OF BERRY
CITY OF TUSCALOOSA
CITY OF TUSCALOOSA WATER &
SEWER DEPT
CONSOLIDATED WATERWORKS
DISTRICT NO 1
CROSIER'S INC.
CROSIER'S SANITARY SERVICE
DISTRICT OF CHETWYND
DISTRICT OF TUMBLER RIDGE
FAYETTE GAS BOARD
FORTIS NATURAL GAS
FRONTIER
GMPCS
HUGHES NET
HUGHES NETWORK SYSTEMS, LLC
JASPER WATERWORKS & SEWER
BOARD
LUMOS NETWORKS
LUSK DISPOSAL SERVICES
LUSK DISPOSAL SERVICES, INC.
MONPOWER
MOORE COAL COMPANY INC
MOUNTAINEER GAS
MOUNTAINEER GAS COMPANY

NAVAGAT
NAVAGATA
OAKMAN WATER WORKS
OSWALT SEWAGE
OSWALT SEWAGE CO INC
PACIFIC NORTHERN GAS
PARRISH WATER WORKS
PEA RIVER ELECTRIC COOPERATIV
PEA RIVER ELECTRIC
REPUBLIC SERVICES, INC. DBA AWS
BIRMINGHAM
RUMSEY ENVIRONMENTAL
RUMSEY ENVIRONMENTAL, L.L.C.
RUMSEY SANITATION, LLC
SHAW
SOUTH LOUISIANA ELECTRIC
COOPERATIVE ASSOCIATION
SOUTHERN LINC
SOUTHERNLINC
SUBURBAN PROPANE
SUBURBAN PROPANE, LP
SUDDENLINK
SUMMERSVILLE WATER WORKS
SUPERIOR PROPANE
TDS TELECOM
TELUS
THE WATER WORKS BOARD
TOWN OF ARITON
TOWN OF BERRY
TW TELECOM
TW TELECOM HOLDINGS, INC.
USA MOBILE
USA MOBILITY WIRELESS, INC.
VERIZON

VERIZON BUSINESS
VERIZON CONFERENCING
WALKER CO SOLID WASTE DEPT
WARRIOR RIVER WATER
WASTE MANAGEMENT
WASTE MANAGEMENT OF WEST VIRGINIA
WINDSTREAM
WINDSTREAM CORPORATION
**(T) CREDITORS HOLDING 50
LARGEST UNSECURED CLAIMS**
WILMINGTON TRUST, N.A.
WILMINGTON TRUST, N.A.
JOY GLOBAL UNDERGROUND
MINING LLC
ALABAMA STATE PORT AUTHORITY
MAYER ELECTRIC SUPPLY
COWIN & COMPANY
CONSOLIDATED PIPE & SUPPLY CO.
BROCKHOUSE GROUP LIMITED
PIONEER CONVEYOR, LLC
PARKER TOWING COMPANY, INC.
HAGER OIL COMPANY INC
KAMAN INDUSTRIAL TECHNOLOGIES
THOMPSON TRACTOR CO INC
INDUSTRIAL MINING SUPPLY, INC.
KRONOS INCORPORATED
JIM HOUSE & ASSOCIATES, INC.
EICKHOFF CORPORATION
SAFETY SOLUTIONS INC.
SANDVIK MINING & CONSTRUCTION,
LLC
PARDEE MINERALS, LLC
HEINTZMANN CORPORATION
CARROLL ENGINEERING COMPANY

LAYNE CHRISTENSEN COMPANY
JONES HEATING, A/C AND PLUMBING
INC
UNITED CENTRAL INDUSTRIAL
NATIONAL BELT SERVICE INC.
SOUTHEAST FABRICATORS INC.
PETROLEUM PRODUCTS, INC.
HAGER EQUIPMENT CO. OF AL, INC.
SIEMENS INDUSTRY, INC.
BIRMINGHAM RAIL & LOCOMOTIVE
CO.
ROCKWOOD CASUALTY INSURANCE
COMPANY
NELSON BROTHERS LLC
HIBBS ELECTRIC, INC.
ALABAMA SLING CENTER
MATO CORPORATION
KYKENKEE, INC.
AL POWER COMPANY
IT CONVERGENCE
LEE HECHT HARRISON LLC
JENNMAR CORPORATION
R3 STEEL
HORTON CONSTRUCTION &
FABRICATION
QUAKER CHEMICAL CORPORATION
BAMA MINE & MILL, INC.
INTERNAL REVENUE SERVICE
PENSION BENEFIT GUARANTY
CORPORATION
UMWA HEALTH AND RETIREMENT
FUNDS (“MEPP”)
UNITED MINE WORKERS OF
AMERICA
UNITED STEEL WORKERS

(U) ADDITIONAL PARTIES

SEARCHED: 8/12/2015

ALAWEST

CHEVRON

DE-GAS DIVISION

JOLEN OPERATING

K&P MINING

LAND MANAGER LLC

RAMSAY MCCORMACK LAND CO
INC.

SOUTHERN COMPANY

WESLEY WEST MINERALS

WESTERVELT

(V) ADDITIONAL PARTIES

SEARCHED: 9/11/2015

DANIEL HIMMEL

GOVERNMENT OF BERMUDA
CONTRIBUTORY AND PUBLIC
SERVICE

SUPERANNUATION PENSION PLANS

GUILLERMO NARANJO

PETER J. RUSH

RYAN J. WALTERS

SANJAY ISRANI

STEPHEN C. BEAULIEU

EXHIBIT D:
PROPOSED ORDER

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

	X		
	:		
<i>In re:</i>	:		Chapter 11
	:		
Walter Energy, Inc., <i>et al.</i> ⁵	:		Case No. 15-02741 (TOM)
	:		
Debtors.	:		Jointly Administered
	:		
	X		

ORDER PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a) AND FED. R. BANKR. P. 2014(a) AUTHORIZING (I) THE ASSIGNMENT OF THE ENGAGEMENT LETTER BETWEEN THE DEBTORS AND BLACKSTONE ADVISORY PARTNERS L.P. TO PJT PARTNERS LP AND (II) THE RETENTION OF PJT PARTNERS LP AS INVESTMENT BANKER TO THE DEBTORS NUNC PRO TUNC TO OCTOBER 1, 2015

This matter having come before this Court on the Application, dated November 13, 2015 (the “Application”), of Walter Energy, Inc. (the “Company”) and its above-captioned debtor affiliates, as debtors and debtors-in-possession (collectively, the “Debtors”), for an order pursuant to Sections 327(a) and 328(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) authorizing (i) the assignment of the engagement letter, dated as of March 23, 2015, as amended and restated on April 6, 2015, as further amended and restated on

⁵ 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.

August 19, 2015, among the Company, Paul, Weiss, Rifkind, Wharton & Garrison LLP, as counsel to the Company, and Blackstone Advisory Partners L.P. (“Blackstone”) (the “Engagement Letter” attached as Exhibit D to the Debtors’ Application for an Order Authorizing the Retention and Employment of Blackstone Advisory Partners L.P. as Investment Banker to the Debtors and Debtors-in-Possession *Nunc Pro Tunc* to the Petition Date, filed on August 19, 2015 [Docket No. 509] (together with the declarations of Steven Zelin and Kaori Curran filed in support thereof, the “Original Application”)) and the additional services letter, dated as of August 19, 2015, among the Company, Paul, Weiss, Rifkind, Wharton & Garrison LLP, as counsel to the Company, and Blackstone (the “Additional Services Letter” attached as Exhibit A to the Debtors’ Notice of Amendment to Application for an Order Authorizing Retention and Employment of Blackstone Advisory Partners, L.P. as Investment Banker to the Debtors and Debtors-in-Possession *Nunc Pro Tunc* to the Petition Date, filed on September 22, 2015 [Docket No. 770] (together with the Original Application, the “Amended Application”), which Amended Application was approved by this Court’s Order Authorizing the Retention and Employment of Blackstone Advisory Partners L.P. as Financial Advisor and Investment Banker to the Debtors and Debtors-in-Possession *Nunc Pro Tunc* to the Petition Date, dated October 1, 2015 [Docket No. 819] (the “Original Order”), to PJT Partners LP (“PJT”) pursuant to the assignment and assumption agreement, dated as of October 1, 2015, among Blackstone, PJT, the Company and Paul, Weiss, Rifkind, Wharton & Garrison LLP (the “Assignment Agreement” attached to the Application as Exhibit A) and (ii) the retention of PJT as investment banker to the Debtors, in each case under the terms described in the Application, the declaration of Steven Zelin, a Partner of PJT, dated November 13, 2015 (the “Zelin Declaration” attached to the Application as Exhibit B), and the declaration of Annah Kim-Rosen, the Chief Compliance Officer of PJT, dated

November 13, 2015 (the “Compliance Declaration” attached to the Application as Exhibit C, and together with the Zelin Declaration, the “Declarations”); and the Court having reviewed the Application and the Declarations; and it appearing to the Court that PJT does not represent or hold an interest adverse to the Debtors’ estates and that PJT is a “disinterested person” within the meaning of Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code; and it appearing that notice of the Application was good and sufficient under the particular circumstances, and that no other or further notice need be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The assignment of the Engagement Letter and the Additional Services Letter to PJT pursuant to the Assignment Agreement is hereby approved; provided that the modifications to the Engagement Letter and the Additional Services Letter that are set forth in the Original Order, including but not limited to the modification and conditions to the indemnification provisions in the Engagement Letter and the Additional Services Letter, are incorporated herein by reference and shall apply with equal force to PJT as to Blackstone.

2. The Debtors’ retention of PJT pursuant to the terms of the Engagement Letter and the Additional Services Letter, as modified by the Original Order, is approved pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, *nunc pro tunc* to October 1, 2015.

3. The fees and expenses payable to PJT pursuant to the Engagement Letter and the Additional Services Letter shall be subject to review pursuant to the standards set forth in the Original Order.

4. Subject to the terms of this order and the Retention Order and applicable law, all fees and expenses due and owing to Blackstone pursuant to the Engagement Letter and the Additional Services Letter as of the Closing Date, including any success fees, transaction fees, regular hourly or monthly fees and reimbursement of expenses, shall be payable to PJT.

5. The Court shall retain exclusive jurisdiction to construe and enforce the terms of the Application, the Engagement Letter, the Additional Services Letter, the Original Order and this order.

Dated: _____, 2015

TAMARA O. MITCHELL
UNITED STATES BANKRUPTCY JUDGE