



ENTERED
03/18/2019

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

)		
In re:)	Chapter 11	
)		
WESTMORELAND COAL COMPANY, <i>et al.</i> , ¹)	Case No. 18-35672 (DRJ)	
)		
Debtors.)	(Jointly Administered)	
)		

**ORDER (I) CONDITIONALLY APPROVING
THE ADEQUACY OF THE WMLP DISCLOSURE STATEMENT,
(II) APPROVING THE SOLICITATION AND NOTICE PROCEDURES
WITH RESPECT TO CONFIRMATION OF THE WMLP PLAN, (III) APPROVING
THE FORM OF VARIOUS BALLOTS AND NOTICES IN CONNECTION
THEREWITH, AND (IV) APPROVING THE SCHEDULING OF CERTAIN
DATES IN CONNECTION WITH CONFIRMATION OF THE WMLP PLAN**

(Docket No. 1615)

The Court considered the emergency motion (the “Motion”)² of the WMLP debtor³ for entry of an order (this “Order”), (a) conditionally approving the adequacy of the Amended Disclosure Statement With Respect to Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1617] (as may be amended or supplemented and including all exhibits thereto, the “WMLP Disclosure Statement”) for solicitation of votes on the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1612] (as may be amended or supplemented and including all exhibits thereto, the “WMLP Plan”), (b) approving the Combined Hearing Notice, substantially in the form attached as Exhibit 1 hereto, (c) approving the solicitation and notice procedures with respect to

¹ Due to the large number of debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors’ claims and noticing agent in these chapter 11 cases at www.donlinrecano.com/westmoreland. Westmoreland Coal Company’s service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

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

³ The “WMLP Debtors” consist of the following entities: Westmoreland Resources GP, LLC; Westmoreland Resource Partners, LP; Westmoreland Kemmerer, LLC; Westmoreland Kemmerer Fee Coal Holdings, LLC; Oxford Mining Company, LLC; Harrison Resources, LLC; Oxford Mining Company-Kentucky, LLC; Daron Coal Company, LLC; and Oxford Conesville, LLC.

confirmation of the WMLP Plan, (d) approving the form of ballots and notices in connection therewith, and (e) approving the scheduling of certain dates with respect thereto, all as more fully set forth in the Motion; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The WMLP Debtors provided appropriate notice of the Motion.

The legal and factual bases set forth in the Motion establish cause to grant the relief requested. The relief requested in the Motion is in the best interests of the WMLP Debtors' estates, their creditors, and other parties in interest. It is therefore

ORDERED

1. The WMLP Disclosure Statement is conditionally approved. All objections are expressly reserved to the Combined Hearing.

2. The WMLP Debtors' request for a Combined Hearing on the approval of the WMLP Disclosure Statement and confirmation of the WMLP Plan, and the following Plan Confirmation Schedule is approved. The Plan Confirmation Schedule as follows is approved:

EVENT	DATE
Voting Record Date	March 15, 2019
Solicitation Commencement	March 18, 2019
Solicitation Deadline	March 20, 2019
Cure Objection Deadline	April 17, 2019
Plan Supplement Date	April 17, 2019
Plan and Disclosure Statement Objection Deadline	April 17, 2019, at 5:00 p.m. (prevailing Central Time)
Voting Deadline	April 17, 2019; 4:00 p.m. (prevailing Central Time)
Deadline to File Voting Report	April 19, 2019, 5:00 p.m. (prevailing Central Time)

EVENT	DATE
Deadline to File Confirmation Brief and/or Omnibus Reply to Any Plan or Disclosure Statement Objection	April 22, 2019
Combined Hearing on Disclosure Statement and Plan	April 24, 2019, at 9:30 a.m. (prevailing Central Time)

The Combined Hearing and Related Matters

3. The Combined Hearing Notice, substantially in the form attached hereto as Exhibit 1, complies with the requirements of Bankruptcy Rules 2002(b), 2002(d), and 3017(d) and is approved. The Combined Hearing Notice, substantially in the form attached hereto as Exhibit 1, shall be filed by the WMLP Debtors and served upon parties all parties to the 2002 List as of the Voting Record Date on or before **March 20, 2019**. The WMLP Debtors shall publish the Combined Hearing Notice not later than **March 25, 2019**, in *USA Today* (National Edition), the *Kemmerer Gazette*, and the *Columbus Dispatch*. The publication of the Combined Hearing Notice, together with the mailing of the Combined Hearing Notice provided for in the Motion, is deemed to be sufficient and appropriate under the circumstances.

4. Pursuant to Bankruptcy Rule 3018(a), **March 15, 2019**, is established as the Voting Record Date for determining which Holders of Claims are entitled to vote on the WMLP Plan and whether Claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the Holder of the Claim.

5. The Plan Objection Deadline is **April 17, 2019, at 5:00 p.m.** (prevailing Central Time). Any objection to the Plan must be filed by the Plan Objection Deadline and must: (a) be in writing; (b) conform to the Bankruptcy Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest; (d) state with particularity the basis and nature of any objection to the Plan; (e) propose a modification to the Plan that would resolve such objection (if applicable); and (f) be filed, contemporaneously with a proof of service, with the

Court and served so that it is actually received by each of the following notice parties by the Plan
 Objection Deadline:

Co-Counsel to the WMLP Debtors	Counsel to WMLP Secured Lenders
<p>JONES DAY Heather Lennox Oliver S. Zeltner 901 Lakeside Avenue Cleveland, Ohio 44114 hlennox@jonesday.com ozeltner@jonesday.com</p> <p>Timothy W. Hoffmann 77 West Wacker Chicago, Illinois 60601 thoffmann@jonesday.com</p> <p>-and-</p> <p>JACKSON WALKER LLP 1401 McKinney Street Houston, TX 77010 Matthew D. Cavanaugh Bruce Ruzinsky Jennifer F. Wertz mcavanaugh@jw.com bruzinsky@jw.com jwertz@jw.com</p>	<p>SCHULTE ROTH & ZABEL LLP David M. Hillman Kristine Manoukian Lucy F. Kweskin 919 Third Avenue New York, New York 10022 David.Hillman@srz.com Kristine.Manoukian@srz.com Lucy.Kweskin@srz.com</p>
Counsel to the Official Committee of Unsecured Creditors	Counsel to the U.S. Trustee
<p>MORRISON & FOERSTER LLP Lorenzo Marinuzzi Todd Goren 250 West 55th Street New York, New York 10019 lmarinuzzi@mofocom tgoren@mofocom</p>	<p>Hector Duran Stephen D. Statham Office of the United States Trustee 515 Rusk, Suite 3516 hector.duran.jr@usdoj.gov Stephen.statham@usdoj.gov</p>

Approval of the Solicitation Procedures and Ballots

6. The Solicitation Procedures, substantially in the form attached as Exhibit 2, are approved in their entirety.

7. The procedures for distributing the Solicitation Packages as set forth in the Motion satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules. The WMLP Debtors shall distribute or cause to be distributed Solicitation Packages to all Entities entitled to vote to accept or reject the Plan on or before the Solicitation Deadline, **March 20, 2019**.

8. The WMLP Debtors are authorized, in consultation with the Creditors' Committee and with the consent of the WMLP Secured Lenders, to make non-substantive or immaterial changes to the WMLP Disclosure Statement, the WMLP Plan, the Solicitation Package, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, and to make conforming changes among the WMLP Disclosure Statement, the WMLP Plan, and related documents (including the appendices thereto) where, in the WMLP Debtors' reasonable discretion, doing so would better facilitate the solicitation process. Subject to the foregoing, the WMLP Debtors are authorized to solicit, receive, and tabulate votes to accept or reject the WMLP Plan in accordance with this Order, without further order of the Court. A copy of the WMLP Disclosure Statement that is sent to creditors shall be filed with a certification.

9. The WMLP Disclosure Statement, the WMLP Plan, the Combined Hearing Notice, the Ballots, the Presumed to Accept Notice, and the Deemed to Reject Notice provide all parties-in-interest with sufficient notice regarding the settlement, release, exculpation, and injunction provisions contained in the WMLP Plan in compliance with Bankruptcy Rule 3016(c).

10. The Ballot (including the voting instructions), substantially in the form attached as Exhibit 3, is approved.

11. The WMLP Debtors are authorized to accept Ballots via email to the Notice and Solicitation Agent, at WestmorelandVote@donlinrecano.com. The WMLP Debtors, through their Notice and Solicitation Agent, are further authorized to distribute the WMLP Plan, the WMLP Disclosure Statement, and this Order to Holders of Claims entitled to vote on the WMLP Plan in electronic format (i.e. on a CD-ROM or flash drive) and delivered according to their applicable voting instructions by one of the following deadlines, so that the Ballots are *actually received by the Notice and Solicitation Agent no later than the Voting Deadline* at the return address set forth in the applicable Ballot: (a) first class mail, in the return envelope provided with each Ballot; (b) overnight delivery; (c) personal delivery, or (d) via electronic delivery to WestmorelandVote@OnlineRecano.com.

12. The WMLP Debtors shall not be required to solicit votes from the Non-Voting Classes. In lieu of distributing a Solicitation Package to Holders of Claims or Interests in the Non-Voting Classes, the WMLP Debtors shall cause the Combined Hearing Notice and the Presumed to Accept Notice or the Deemed to Reject Notice, as applicable, to be served on such Holders of Claims or Interests that are not entitled to vote. Non-Voting classes will receive notice of how to opt-out (the “Opt-Out Form”) of third party releases contained in Article VII of the Plan through the Combined Hearing Notice.

13. The WMLP Debtors’ rights pursuant to § 1126(e) of the Bankruptcy Code to request that the Court designate any Ballot or Ballots as not being cast in good faith are expressly preserved.

Approval of Certain Notices

14. The Presumed to Accept Notice, substantially in the form attached as Exhibit 4, is approved.

15. The Deemed to Reject Notice, substantially in the form attached as Exhibit 5, is approved.

16. The WMLP Debtors shall cause the Deemed to Reject Notice and the Presumed to Accept Notice to be served as set forth in the Motion.

17. The WMLP Debtors shall cause to be served on counterparties to the WMLP Debtors' Executory Contracts and Unexpired Leases the Combined Hearing Notice as well as the Contract and Lease Notice, substantially in the form attached as Exhibit 6. The deadline for any non-WMLP Debtor party to an Executory Contract or Unexpired Lease to object to the proposed Cure Amount(s) set forth on Schedule 1 to the Contract and Lease Notice shall be **11:59 p.m. (prevailing Central Time) on April 17, 2019** (the "Cure Objection Deadline"). If no objection to the Cure Amount(s) or the proposed assignment and assumption of any Executory Contract or Unexpired Lease is filed by the Cure Objection Deadline, then such party will be deemed to have stipulated that the Cure Amount as determined by the WMLP Debtors is correct and such party will be forever barred, estopped, and enjoined from asserting any additional cure amount under the proposed assigned Executory Contract or Unexpired Lease or from objecting to the proposed assignment and assumption; provided that the foregoing shall not relieve any such counterparty to an Executory Contract or Unexpired Lease of its obligation to file a proof of claim to the extent that its Executory Contract or Unexpired Lease is rejected pursuant to the WMLP Plan.

18. The Opt Out Form, substantially in the form attached as Exhibit 7, is approved.

19. The WMLP Debtors are excused from mailing Solicitation Packages to those Entities to whom the WMLP Debtors caused a notice regarding the Combined Hearing to be mailed and received a notice from the United States Postal Service or other carrier that such notice was undeliverable unless such Entity provides the WMLP Debtors an accurate address not less

than two business days prior to the Solicitation Date. If an Entity has changed its mailing address after the Petition Date, the burden is on such Entity, not the WMLP Debtors, to advise the WMLP Debtors of the new address.

20. The WMLP Debtors are authorized to serve any notices described herein through electronic mail service, which service constitutes adequate notice under the Bankruptcy Rules.

21. Donlin, Recano & Company, Inc. (as the Debtors' "Notice and Solicitation Agent") is authorized to perform all ballot and solicitation services and any services incidental thereto, and shall be entitled to indemnification to the extent provided pursuant to the Services Agreement, dated as of April 12, 2018, between the Debtors (including the WMLP Debtors) and Donlin, Recano & Company, Inc., with respect to any such services rendered in connection with the implementation of this Order.

22. The WMLP Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion without further order of the Court.

23. All time periods in this Order shall be calculated in accordance with Bankruptcy Rule 9006.

24. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

25. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

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Signed: March 18, 2019.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

** Any objections to any relief that is granted herein that is filed within 14 days will be construed as a motion to reconsider and heard at the Confirmation Hearing.