

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 (MI)
)	
Debtors.	)	(Joint Administration Requested)
	)	(Emergency Hearing Requested)

**DEBTORS' EMERGENCY MOTION
FOR ENTRY OF INTERIM AND FINAL ORDERS
(I) APPROVING THE DEBTORS' PROPOSED ADEQUATE
ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES,
(II) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING,
OR DISCONTINUING SERVICES, AND (III) APPROVING THE DEBTORS'
PROPOSED PROCEDURES FOR RESOLVING ADDITIONAL ASSURANCE REQUESTS**

THIS MOTION SEEKS ENTRY OF AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE. A HEARING WILL BE HELD ON THIS MATTER ON OCTOBER 9, 2018, AT 2:30 P.M. (CT) BEFORE THE HONORABLE DAVID R. JONES, 515 RUSK STREET, COURTROOM 400, HOUSTON, TEXAS 77002.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

¹ Due to the large number of debtors in these chapter 11 cases, for which joint administration has been requested, 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' proposed 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.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”)² respectfully state the following in support of this motion (this “Motion”).

Relief Requested

1. The Debtors seek entry of interim and final orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B** (the “Interim Order” and the “Final Order,” respectively): (a) approving the Debtors’ proposed adequate assurance of payment for future utility services; (b) prohibiting utility companies from altering, refusing, or discontinuing service; and (c) approving the Debtors’ proposed procedures for resolving additional adequate assurance requests. In addition, the Debtors request a final hearing within approximately 25 days of the commencement of these chapter 11 cases to consider approval of this Motion on a final basis.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of Texas*, dated May 24, 2012 (the “Amended Standing Order”). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

² A detailed description of the Debtors’ businesses and the reasons for commencing the chapter 11 cases is set forth in the *Declaration of Jeffrey S. Stein, Chief Restructuring Officer of Westmoreland Coal Company, in Support of Chapter 11 Petitions and First Day Pleadings*, to be filed in connection herewith (the “First Day Declaration”). The terms “WLB Debtors” and “WMLP Debtors” shall have the meanings ascribed to them in the First Day Declaration.

3. The bases for the relief requested herein are sections 105(a) and 366 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Bankruptcy Rule 6003, and rule 9013-1(i) of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

Background

4. Westmoreland Coal Company and its Debtor and non-Debtor affiliates operate the sixth-largest coal-mining enterprise in North America, including 19 coal mines in six states and Canada. The Debtors primarily produce and sell thermal coal to investment grade power plants under long-term, cost-protected contracts, as well as to industrial customers and barbeque charcoal manufacturers. Headquartered in Englewood, Colorado, the Debtors and their non-Debtor subsidiaries employ approximately 2,971 individuals. The Debtors’ revenue for the twelve-month period that ended August 31, 2018, totaled approximately \$850 million. As of the Petition Date, the Debtors’ aggregate prepetition indebtedness totaled approximately \$1.1 billion.

5. On the date hereof (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no committees have been appointed or designated.

Utility Services and Proposed Adequate Assurance

I. The Utility Services and Utility Companies.

6. In connection with the operation of their businesses and management of their properties, the Debtors obtain electricity, water, natural gas, propane, telecommunications, internet, waste management (including sewer and trash), and other similar services (collectively, the “Utility Services”) from a number of utility companies or brokers (collectively, the “Utility

Companies”). A nonexclusive list of the Utility Companies and their affiliates that provide Utility Services to the Debtors as of the Petition Date (the “Utility Services List”) is attached hereto as **Exhibit 1**.³

7. Uninterrupted Utility Services are essential to the Debtors’ ongoing business operations and the overall success of these chapter 11 cases. The Debtors’ businesses involve, among other things, mining and selling coal from the Debtors’ surface and underground mines, and the Debtors must maintain the ability to run their mining and processing equipment in a near-constant state. The Debtors’ mining operations also require electricity for lighting, heating, and air conditioning. In addition to the mining and processing operations conducted in the field, the Debtors maintain corporate offices responsible for ensuring the smooth operation of their businesses. These offices require electricity, telecommunications, internet services, water, and waste management services. Should any Utility Provider refuse or discontinue service, even for a brief period, the Debtors’ business operations would be severely disrupted, which would jeopardize the Debtors’ ability to manage their chapter 11 cases. Accordingly, it is essential that the Utility Services continue uninterrupted during the chapter 11 cases.

8. To the best of the Debtors’ knowledge, there are no defaults or arrearages with respect to undisputed invoices for prepetition Utility Services. On average, the Debtors pay approximately \$1.6 million each month for third-party Utility Services, calculated as a historical average payment for the 12-month period ended July 31, 2018.⁴ To the best of the Debtors’ knowledge, the Debtors do not have any existing prepayments with respect to any

³ The inclusion of any entity on, or the omission of any entity from, the Utility Services List is not an admission by the Debtors that such entity is, or is not, a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights with respect to any such determination.

⁴ A significant portion of these obligations are reimbursed by the Debtors’ customers; specifically, the Debtors get monthly reimbursements in the approximate amount of \$765,000 for all utility expenses at Weco and Jewett.

Utility Companies, but certain Debtors have provided prepetition deposits provided to certain Utility Companies in the ordinary course.

II. Proposed Adequate Assurance of Payment.

9. The Debtors intend to pay postpetition obligations owed to the Utility Companies in a timely manner. Cash held by the Debtors, cash from the Debtors' proposed debtor-in-possession financing facility, cash generated in the ordinary course of business, and cash available to the Debtors will provide sufficient liquidity to pay the Utility Service obligations in accordance with their prepetition practice.

10. To provide additional assurance of payment, the Debtors propose to deposit \$729,000 into a segregated account (the "Adequate Assurance Deposit"), which represents an amount equal to approximately one half of the Debtors' average monthly cost of Utility Services, calculated based on the Debtors' average utility expenses over the 12 months ended July 31, 2018, net of any prepetition deposits, letters of credit, or surety bonds provided to the Utility Companies in the ordinary course. The Debtors intend to hold the Adequate Assurance Deposit in a segregated account at CIBC Bank USA for the benefit of the Utility Companies (the "Adequate Assurance Account") for the duration of these chapter 11 cases and apply the Adequate Assurance Account to any postpetition defaults in payment to the Utility Companies. The Debtors will deposit the Adequate Assurance Deposit in the Adequate Assurance Account as soon as practicable after entry of the Interim Order.

11. The Debtors submit that the Adequate Assurance Deposit, in conjunction with the Debtors' ability to pay for future utility services with cash on hand and the proceeds from their debtor-in-possession financing facility in accordance with their prepetition practices (collectively, the "Proposed Adequate Assurance"), constitutes sufficient adequate assurance to the Utility Companies in full satisfaction of section 366 of the Bankruptcy Code.

III. The Adequate Assurance Procedures.

12. Any Utility Company that is not satisfied with the Proposed Adequate Assurance may make a request for additional or different adequate assurance of future payment (each an “Adequate Assurance Request”) pursuant to the adequate assurance procedures set forth in the Interim Order and the Final Order (the “Adequate Assurance Procedures”) and summarized as follows:

- a. The Debtors will serve a copy of this Motion, the Interim Order, and the Final Order granting the relief requested herein to each Utility Company within two business days after entry of the respective order by the Court.
- b. Subject to paragraphs (e)–(h) herein, the Debtors will deposit the Adequate Assurance Deposit, in the aggregate amount of \$729,000, in the Adequate Assurance Account as soon as practicable after entry of the Interim Order; *provided* that to the extent any Utility Company receives any value from the Debtors as adequate assurance of payment, the Debtors may reduce the Adequate Assurance Deposit maintained in the Adequate Assurance Account by such amount.
- c. If an amount relating to Utility Services provided postpetition by a Utility Company is unpaid, and remains unpaid beyond any applicable grace period, such Utility Company may request a disbursement from the Adequate Assurance Account by giving notice to: (i) Westmoreland Coal Company, 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112, Attn.: Jennifer Grafton; (ii) proposed counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn.: Gregory F. Pesce and Timothy R. Bow; (iii) proposed co-counsel for the Debtors, Jackson Walker LLP, 1401 McKinney Street, Suite 1900, Houston, Texas 77010, Attn.: Patricia B. Tomasco; (iv) Office of the United States Trustee, 1515 Rusk Street Houston, Texas 77002; (v) counsel to the lenders under the Debtors’ proposed debtor-in-possession financing facility, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn.: Thomas Moers Mayer and Stephen Zide; (vi) counsel to the ad hoc group of lenders under the WLB Debtors’ prepetition term loan due 2020 and the Debtors’ 8.75% senior secured notes due 2022, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn.: Thomas Moers Mayer and Stephen Zide; (vii) counsel to the administrative agent under the WMLP Debtors’ term loan facility due 2018; (viii) counsel to the ad hoc committee of certain lenders under the WMLP Debtors’ term loan facility due 2018, Schulte Roth & Zabel, 919 Third Avenue, New York, NY 10022, Attn.: David M. Hillman and Kristine Manoukian; and (ix) to the

extent not listed herein those parties requesting notice pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”). The Debtors shall honor such request within five business days after the date the request is received by the Debtors, subject to the ability of the Debtors and any such requesting Utility Company to resolve any dispute regarding such request without further order of the Court; *provided* that in no event shall a Utility Company be permitted to receive aggregate disbursements in excess of the total amount set forth for such Utility Company under the column labeled “Adequate Assurance Deposit” on the Utility Service List attached hereto as **Exhibit 1**. To the extent a Utility Company receives a disbursement from the Adequate Assurance Account, the Debtors shall replenish the Adequate Assurance Account in the amount disbursed.

- d. The portion of the Adequate Assurance Deposit attributable to each Utility Company shall be returned to the Debtors on the earlier of (i) the reconciliation and payment by the Debtors of the Utility Company’s final invoice in accordance with applicable nonbankruptcy law following the Debtors’ termination of Utility Services from such Utility Company and (ii) the effective date of any chapter 11 plan approved in these chapter 11 cases.
- e. Any Utility Company desiring additional assurances of payment in the form of deposits, prepayments, or otherwise must serve a request for additional assurance (an “Additional Assurance Request”) on the Notice Parties.
- f. Any Additional Assurance Request must (i) be in writing, (ii) identify the location for which the Utility Services are provided, (iii) summarize the Debtors’ payment history relevant to the affected account(s), (iv) certify the amount that is equal to two weeks of the Utility Services the Utility Company provides to the Debtors, calculated as a historical average over the 12-month period ended July 31, 2018, and (v) explain why the Utility Company believes the Proposed Adequate Assurance is not sufficient adequate assurance of future payment.
- g. An Additional Assurance Request may be made at any time. If a Utility Company fails to file and serve an Additional Assurance Request, the Utility Company shall be: (i) deemed to have received “satisfactory” adequate assurance of payment in compliance with section 366 of the Bankruptcy Code and (ii) forbidden from discontinuing, altering, or refusing Utility Services to, or discriminating against, the Debtors on account of any unpaid prepetition charges, or requiring additional assurance of payment other than the Proposed Adequate Assurance.
- h. Upon the Debtors’ receipt of any Additional Assurance Request, the Debtors shall have 30 days from the receipt of such Additional Assurance Request (the “Resolution Period”) to negotiate with such Utility Provider to resolve such Utility Company’s Additional Assurance Request; *provided*

that the Debtors and such Utility Company may extend the Resolution Period by mutual agreement.

- i. The Debtors may, without further order from the Court, resolve any Additional Assurance Request by mutual agreement with a Utility Company and the Debtors may, in connection any such agreement, provide a Utility Company with additional adequate assurance of payment, including, but not limited to, cash deposits, prepayments, or other forms of security if the Debtors believe that such adequate assurance is reasonable, subject to the terms of the DIP Budget (as defined in the order approving the Debtors' postpetition financing (the "DIP Order")) and the order approving the WMLP Debtors' use of cash collateral (as may be amended, modified, or supplemented in accordance therewith and any final order, the "Cash Collateral Order"), and the budget related thereto; the Debtors will provide notice of any such agreement to counsel to the Required Consenting Stakeholders (as defined in the Restructuring Support Agreement, attached to the First Day Declaration), counsel to the DIP Lenders (as defined in the DIP Order), and the counsel to the lenders under the WMLP Debtors' term loan facility.
- j. If the Debtors determine, in their sole discretion, that the Additional Assurance Request is not reasonable and are not able to reach an alternative resolution with the Utility Company during the Resolution Period, the Debtors, during or immediately after the Resolution Period, may request a hearing (a "Determination Hearing") before the Court to determine the adequacy of assurances of payment with respect to a particular Utility Company pursuant to section 366(c)(3) of the Bankruptcy Code.
- k. Pending resolution of any such Determination Hearing, the relevant Utility Company filing such Additional Assurance Request shall be prohibited from altering, refusing, or discontinuing Utility Services to the Debtors on account of: (i) unpaid charges for prepetition services; (ii) a pending Adequate Assurance Request; or (iii) any objections filed in response to the Proposed Adequate Assurance.
- l. Every four weeks, the WLB Debtors will provide the advisors to the Required Consenting Stakeholders (as defined in the Restructuring Support Agreement, attached to the First Day Declaration), the advisors to the lenders for the WLB Debtors' proposed postpetition secured debtor-in-possession financing (the "DIP Financing"), counsel to the administrative agent for the WLB Debtors' DIP Financing, counsel to the ad hoc committee of certain lenders under the WMLP Debtors' prepetition term loan facility due 2018 (only to the extent that the relief herein affects the WMLP Debtors), and counsel to any statutory committee appointed in these chapter 11 cases, with a schedule of payments related to the Utility Services.

13. The Adequate Assurance Procedures provide a streamlined process for Utility Companies to address potential concerns with respect to the Proposed Adequate Assurance, while at the same time allowing the Debtors to continue their business operations uninterrupted. More specifically, the Adequate Assurance Procedures permit a Utility Company to object to the Proposed Adequate Assurance by filing and serving an Adequate Assurance Request upon certain Notice Parties. The Debtors, in their discretion, may then resolve any Adequate Assurance Request by mutual agreement with the Utility Company and without further order of the Court. If the Adequate Assurance Request cannot be resolved by mutual agreement, the Debtors may seek Court resolution of the Adequate Assurance Request.

14. Absent compliance with the Adequate Assurance Procedures, the Debtors request that the Utility Providers, including subsequently added Utility Companies, be forbidden from altering, refusing, or discontinuing service or requiring additional adequate assurance of payment other than the Proposed Adequate Assurance, pending entry of the Final Order approving the relief requested herein.

IV. Modifications to the Utility Services List.

15. The Debtors have made an extensive and good-faith effort to identify all Utility Companies and include them on the Utility Service List. Nonetheless, to the extent the Debtors identify new or additional Utility Companies or discontinue services from existing Utility Companies, the Debtors seek authority to add or remove parties from the Utility Services List. For any Utility Company that is subsequently added to the Utility Services List, the Debtors will serve such Utility Company with a copy of the Court's order regarding Utility Services, including the Adequate Assurance Procedures. The Debtors request that the terms of such Utility Services order and the Adequate Assurance Procedures apply to any subsequently identified Utility Company.

16. The Debtors request that all Utility Companies, including subsequently added Utility Companies to the Utility Service List, be prohibited from altering, refusing, or discontinuing any Utility Services to the Debtors absent further order of the Court.

Basis for Relief

17. Section 366 of the Bankruptcy Code protects a debtor against the immediate termination or alteration of utility services after the Petition Date. *See* 11 U.S.C. § 366. Further, section 366(c) of the Bankruptcy Code requires a debtor to provide “adequate assurance” of payment for postpetition utility services in a form “satisfactory” to a utility provider within 30 days of the petition, or the utility company may alter, refuse, or discontinue service. 11 U.S.C. § 366(c)(2). Section 366(c)(1) of the Bankruptcy Code provides a non-exhaustive list of examples of what constitutes “assurance of payment.” 11 U.S.C. § 366(c)(1). Although assurance of payment must be “adequate,” it need not constitute an absolute guarantee of the debtors’ ability to pay. *See, e.g., In re Great Atl. & Pac. Tea Co.*, No. 11-CV-1338 (CS), 2011 WL 5546954, at *5 (Bankr. S.D.N.Y. Nov. 14, 2011) (“Courts will approve an amount that is adequate enough to insure against unreasonable risk of nonpayment, but are not required to give the equivalent of a guaranty of payment in full.”) (citation omitted); *In re Caldor, Inc.*, 199 B.R. 1, 3 (S.D.N.Y. 1996) (“Section 366(b) requires . . . ‘adequate assurance’ of payment. The statute does not require an ‘absolute guarantee of payment.’”) (citation omitted), *aff’d sub nom. Va. Elec. & Power Co. v. Caldor, Inc.-NY*, 117 F.3d 646 (2d Cir. 1997).

18. When considering whether a given assurance of payment is “adequate,” a court should examine the totality of the circumstances to make an informed decision as to whether a utility provider will be subject to an unreasonable risk of nonpayment. *See, e.g., Mass. Elec. Co. v. Keydata Corp. (In re Keydata Corp.)*, 12 B.R. 156, 158 (B.A.P. 1st Cir. 1981) (citing *In re Cunha*, 1 B.R. 330 (Bankr. E.D. Va. 1979)); *In re Adelpia Bus. Solutions, Inc.*, 280 B.R. 63,

82–83 (Bankr. S.D.N.Y. 2002). In determining the level of adequate assurance, however, “a bankruptcy court must focus upon the need of the utility for assurance, and . . . require that the debtor supply no more than that, since the debtor almost perforce has a conflicting need to conserve scarce financial resources.” See *Va. Elec. & Power Co.*, 117 F.3d at 650 (internal quotations omitted) (citing *In re Penn Jersey Corp.*, 72 B.R. 981, 985 (Bankr. E.D. Pa. 1987)); see also *Great Atl. & Pac.*, 2011 WL 5546954, at *5–6 (holding that no additional adequate assurance deposit was necessary where such deposit would impose an unreasonable burden on reorganizing debtors).

19. Here, the Utility Companies are adequately assured against any risk of nonpayment for future services. The Adequate Assurance Deposit and the Debtors’ ongoing ability to meet obligations as they come due in the ordinary course, provides assurance of the Debtors’ payment of their future obligations. Moreover, termination of the Utility Services could result in the Debtors’ inability to operate their businesses to the detriment of all stakeholders. Cf. *In re Monroe Well Serv., Inc.*, 83 B.R. 317, 321–22 (Bankr. E.D. Pa. 1988) (noting that without utility service the debtors “would have to cease operations” and that section 366 of the Bankruptcy Code “was intended to limit the leverage held by utility companies, not increase it”).

20. Courts are permitted to fashion reasonable procedures, such as the Adequate Assurance Procedures proposed herein, to implement the protections afforded under section 366 of the Bankruptcy Code. See, e.g., *In re Circuit City Stores, Inc.*, No. 08-35653 (KRH), 2009 WL 484553, at *5 (Bankr. E.D. Va. Jan. 14, 2009) (“The plain language of § 366 of the Bankruptcy Code allows the court to adopt the Procedures set forth in the Utility Order.”). Absent such procedures, the Debtors “could be forced to address numerous requests by utility companies in an unorganized manner at a critical period in their efforts to reorganize.” *Id.* Here, notwithstanding a determination that the Proposed Adequate Assurance

constitutes sufficient adequate assurance, any rights the Utility Providers believe they have under sections 366(b) and 366(c)(2) of the Bankruptcy Code are wholly preserved under the Adequate Assurance Procedures. *See id.* at *5–6. The Utility Providers still may choose, in accordance with the Adequate Assurance Procedures, to request modification of the Proposed Adequate Assurance. The Adequate Assurance Procedures, however, avoid a haphazard and chaotic process whereby each Utility Provider could make an extortionate, last-minute demand for adequate assurance that would force the Debtors to pay under the threat of losing critical Utility Services. *See id.* at *5.

21. Because the Adequate Assurance Procedures are reasonable and in accord with section 366 of the Bankruptcy Code, the Court should grant the relief requested herein. Similar procedures have been approved by courts in this district and by courts in other jurisdictions. *See, e.g., In re EXCO Res., Inc.*, No. 18-30155 (MI) (Bankr. S.D. Tex. Jan. 18, 2018) (approving adequate assurance deposit equal to one-half of debtor’s monthly utility expenses); *In re Seadrill Ltd.*, No. 17-60079 (DRJ) (Bankr. S.D. Tex. Sept. 13, 2017); *In re GenOn Energy, Inc.*, No. 17-33695 (DRJ) (Bankr. S.D. Tex. June 15, 2017); *In re Goodrich Petrol. Corp.*, No. 16-31975 (MI) (Bankr. S.D. Tex. May 4, 2016); *In re Ultra Petrol. Corp.*, No. 16-32202 (MI) (Bankr. S.D. Tex. May 3, 2016) (same).⁵

22. Further, the Court possesses the power, under section 105(a) of the Bankruptcy Code, to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). The Adequate Assurance Procedures and the Proposed Adequate Assurance are necessary and appropriate to carry out the provisions in the Bankruptcy Code, particularly section 366 thereof. Accordingly, the Court should exercise its

⁵ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors’ proposed counsel.

powers under sections 105(a) and 366 of the Bankruptcy Code and approve both the Adequate Assurance Procedures and the Proposed Adequate Assurance.

Processing of Checks and Electronic Fund Transfers Should Be Authorized

23. The Debtors have sufficient funds to pay the amounts described in this Motion in the ordinary course of business by virtue of expected cash flows from ongoing business operations and anticipated access to debtor-in-possession financing. In addition, under the Debtors' existing cash management system, the Debtors can readily identify checks or wire transfer requests as relating to an authorized payment in respect of the Utility Services. Accordingly, the Debtors believe that checks or wire transfer requests, other than those relating to authorized payments, will not be honored inadvertently. Therefore, the Debtors respectfully request that the Court authorize and direct all applicable financial institutions, when requested by the Debtors, to receive, process, honor, and pay any and all checks or wire or ACH transfer requests in respect of the relief requested in this Motion.

Emergency Consideration

24. Pursuant to Bankruptcy Local Rule 9013-1(i), the Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first 21 days after the commencement of a chapter 11 case "to the extent that relief is necessary to avoid immediate and irreparable harm." As set forth in this Motion, the Debtors believe an immediate and orderly transition into chapter 11 is critical to the viability of their operations and that any delay in granting the relief requested could hinder the Debtors' operations and cause irreparable harm. Furthermore, the failure to receive the requested relief during the first 21 days of these chapter 11 cases could severely disrupt the Debtors' operations at this critical juncture and imperil the Debtors' restructuring. Accordingly, the Debtors submit that they have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule

6003 and, therefore, respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

The Requirements of Bankruptcy Rule 6003 Are Satisfied

25. Bankruptcy Rule 6003 empowers a court to grant relief within the first 25 days after the Petition Date “to the extent that relief is necessary to avoid immediate and irreparable harm.” For the reasons discussed above, granting the relief requested herein is integral to the Debtors’ ability to transition their operations into these chapter 11 cases. Failure to receive such authorization and other relief during the first 25 days of these chapter 11 cases would severely disrupt the Debtors’ operations at this critical juncture. For the reasons discussed herein, the relief requested is necessary in order for the Debtors to operate their businesses in the ordinary course and preserve the ongoing value of the Debtors’ operations and maximize the value of their estates for the benefit of all stakeholders. Accordingly, the Debtors submit that they have satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 to support granting the relief requested herein.

Reservation of Rights

26. Nothing contained in this Motion or any actions taken by the Debtors pursuant to relief granted in the Interim Order and Final Order is intended or should be construed as: (a) an admission as to the validity of any particular claim against a Debtor entity; (b) a waiver of the Debtors’ rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors’ rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Motion are

valid, and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens.

Waiver of Bankruptcy Rule 6004(a) and 6004(h)

27. To implement the foregoing successfully, the Debtors request that the Court enter an order providing that notice of the relief requested herein satisfies Bankruptcy Rule 6004(a) and that the Debtors have established cause to exclude such relief from the 14-day stay period under Bankruptcy Rule 6004(h).

Notice

28. The Debtors will provide notice of this Motion to the following parties or their respective counsel (collectively, the “Notice Parties”): (a) the Office of the United States Trustee for the Southern District of Texas; (b) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (c) the indenture trustee under the WLB Debtors’ 8.75% senior secured notes due 2022; (d) the ad hoc group of lenders under the WLB Debtors’ prepetition term loan facility due 2020 and the WLB Debtors’ 8.75% senior secured notes due 2022; (e) the administrative agent under the WLB Debtors’ prepetition term loan facility due 2020; (f) the administrative agent under the WLB Debtors’ bridge loan facility due 2019; (g) the administrative agent under the WMLP Debtors’ term loan facility due 2018; (h) the ad hoc committee of certain lenders under the WMLP Debtors’ term loan facility due 2018; (i) the administrative agent under the WLB Debtors’ proposed debtor-in-possession financing facility; (j) the lenders under the WLB Debtors’ proposed debtor-in-possession financing facility; (k) any statutory committee appointed in these cases; (l) the United States Attorney’s Office for the Southern District of Texas; (m) the Internal Revenue Service; (n) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (o) the offices of the attorneys general for the states in which the Debtors operate; (p) the Securities

and Exchange Commission; (q) the Pension Benefit Guaranty Corporation; (r) the Utility Companies; and (s) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

29. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Court enter the Interim Order and Final Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Houston, Texas
October 9, 2018

/s/ Patricia B. Tomasco

Patricia B. Tomasco (Bar No. 01797600)
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-and-

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

Certificate of Service

I certify that on October 9, 2018, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Patricia B. Tomasco

Patricia B. Tomasco

Exhibit A

Proposed Interim Order

**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 (MI)
Debtors.	)	(Joint Administration Requested)
)	
	)	Re: Docket No. __

**INTERIM ORDER (I) APPROVING THE DEBTORS’
PROPOSED ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE
UTILITY SERVICES, (II) PROHIBITING UTILITY COMPANIES FROM ALTERING,
REFUSING, OR DISCONTINUING SERVICES, AND (III) APPROVING THE DEBTORS’
PROPOSED PROCEDURES FOR RESOLVING ADDITIONAL ASSURANCE REQUESTS**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an interim order (this “Interim Order”), (a) approving the Debtors’ Proposed Adequate Assurance of payment for future utility services, (b) prohibiting the Utility Companies from altering, refusing, or discontinuing services, and (c) approving the Adequate Assurance Procedures for resolving Additional Assurance Requests, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and

¹ Due to the large number of debtors in these chapter 11 cases, for which joint administration has been requested, 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’ proposed 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. The terms “WLB Debtors” and “WMLP Debtors” shall have the meanings ascribed to them in the First Day Declaration.

this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. Subject to the Adequate Assurance Procedures for resolving Additional Assurance Requests, the Motion is granted on an interim basis as set forth herein.

2. The final hearing (the "Final Hearing") on the Motion shall be held on _____, 2018, at __: __ .m., prevailing Central Time. Any objections or responses to entry of a final order on the Motion shall be filed on or before 4:00 p.m., prevailing Central Time, on _____, 2018, and shall be served on: (a) the Debtors, Westmoreland Coal Company, 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112, Attn.: Jennifer Grafton; (b) proposed counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn.: Gregory F. Pesce and Timothy R. Bow; (c) proposed co-counsel for the Debtors, Jackson Walker L.L.P., 1401 McKinney Street, Suite 1900, Houston, Texas 77010, Attn.: Patricia B. Tomasco, Matthew D. Cavanaugh, and Jennifer F. Wertz; (d) counsel to the indenture trustee under the WLB Debtors' 8.75% senior secured notes due 2022; (e) counsel to the ad hoc group of lenders under the WLB Debtors' prepetition term loan due 2020 and the WLB Debtors' 8.75% senior secured notes due 2022, Kramer Levin Naftalis & Frankel, LLP, 1177 Avenue of the Americas, New York, New

York 10036, Attn.: Thomas Moers Mayer and Stephen Zide; (f) co-counsel to the ad hoc group of lenders under the WLB Debtors' prepetition term loan due 2020 and the WLB Debtors' 8.75% senior secured notes due 2022, Porter Hedges LLP, 1000 Main Street, Houston, Texas 77002, Attn.: John F. Higgins; (g) counsel to the administrative agent under the WLB Debtors' prepetition term loan facility due 2020; (h) counsel to the administrative agent under the WLB Debtors' bridge loan facility; (i) counsel to the administrative agent under the WMLP Debtors' term loan facility due 2018; (j) counsel to the ad hoc committee of certain lenders under the WMLP Debtors' term loan facility due 2018, Schulte Roth & Zabel, 919 Third Avenue, New York, NY 10022, Attn.: David M. Hillman and Kristine Manoukian; (k) counsel to the lenders under the WLB Debtors' proposed debtor-in-possession financing, (l) counsel to the administrative agent under the WLB Debtors' proposed debtor-in-possession financing facility, Kramer Levin Naftalis & Frankel, LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn.: Thomas Moers Mayer and Stephen Zide; (m) co-counsel to the administrative agent under the WLB Debtors' proposed debtor-in-possession financing facility, Porter Hedges LLP, 1000 Main Street, Houston, Texas 77002, Attn.: John F. Higgins; (n) counsel to the Conflicts Committee of the Board of Directors for Westmoreland Resource Partners GP, LLC, Jones Day, 77 W. Wacker Dr., Chicago, Illinois 60601, Attn.: Timothy Hoffman, Jones Day, 901 Lakeside Ave E, Cleveland, OH 44114 Attn.: Heather Lennox; (o) counsel to any statutory committee appointed in these cases; and (p) Office of The United States Trustee, 515 Rusk Street Houston, Texas 77002. In the event no objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for the Final Hearing.

3. The following Adequate Assurance Procedures are approved on an interim basis:

- a. The Debtors will serve a copy of the Motion and this Interim Order granting the relief requested herein to each Utility Company within two business days after entry of the order by the Court.
- b. Subject to paragraphs (e)–(h) herein, the Debtors will deposit the Adequate Assurance Deposit, in the aggregate amount of \$729,000, in the Adequate Assurance Account as soon as practicable after entry of the Interim Order; *provided* that to the extent any Utility Company receives any value from the Debtors as adequate assurance of payment, the Debtors may reduce the Adequate Assurance Deposit maintained in the Adequate Assurance Account by such amount.
- c. If an amount relating to Utility Services provided postpetition by a Utility Company is unpaid, and remains unpaid beyond any applicable grace period, such Utility Company may request a disbursement from the Adequate Assurance Account by giving notice to: (i) Westmoreland Coal Company, 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112, Attn.: Jennifer Grafton; (ii) proposed counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Gregory F. Pesce and Timothy R. Bow; (iii) proposed co-counsel for the Debtors, Jackson Walker LLP, 1401 McKinney Street, Suite 1900, Houston, Texas 77010, Attn.: Patricia B. Tomasco, Matthew D. Cavanaugh, and Jennifer F. Wertz; (iv) Office of The United States Trustee, 1515 Rusk Street Houston, Texas 77002; (v) counsel to the lenders under the Debtors’ proposed debtor-in-possession financing facility, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn.: Thomas Moers Mayer and Stephen Zide; (vi) counsel to the ad hoc group of lenders under the Debtors’ prepetition term loan due 2020 and the Debtors’ 8.75% senior secured notes due 2022, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn.: Thomas Moers Mayer and Stephen Zide; (vii) counsel to the administrative agent under the WMLP Debtors’ term loan facility due 2018; (viii) counsel to the ad hoc committee of certain lenders under the WMLP Debtors’ term loan facility due 2018, Schulte Roth & Zabel, 919 Third Avenue, New York, NY 10022, Attn.: David M. Hillman and Kristine Manoukian; and (ix) to the extent not listed herein those parties requesting notice pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”). The Debtors shall honor such request within five business days after the date the request is received by the Debtors, subject to the ability of the Debtors and any such requesting Utility Company to resolve any dispute regarding such request without further order of the Court; *provided* that in no event shall a Utility Company be permitted to receive aggregate disbursements in excess of the total amount set forth for such Utility Company under the column labeled “Adequate Assurance Deposit” on the Utility Service List attached to the Motion as **Exhibit 1**. To the extent a Utility Company receives a disbursement from

the Adequate Assurance Account, the Debtors shall replenish the Adequate Assurance Account in the amount disbursed.

- d. The portion of the Adequate Assurance Deposit attributable to each Utility Company shall be returned to the Debtors on the earlier of (i) the reconciliation and payment by the Debtors of the Utility Company's final invoice in accordance with applicable nonbankruptcy law following the Debtors' termination of Utility Services from such Utility Company; and (ii) the effective date of any chapter 11 plan approved in these chapter 11 cases.
- e. Any Utility Company desiring additional assurances of payment in the form of deposits, prepayments, or otherwise must serve a request for additional assurance (an "Additional Assurance Request") on the Notice Parties.
- f. Any Additional Assurance Request must (i) be in writing, (ii) identify the location for which the Utility Services are provided, (iii) summarize the Debtors' payment history relevant to the affected account(s), (iv) certify the amount that is equal to two weeks of the Utility Services the Utility Company provides to the Debtors, calculated as a historical average over the 12-month period ended July 31, 2018; and (v) explain why the Utility Company believes the Proposed Adequate Assurance is not sufficient adequate assurance of future payment.
- g. An Additional Assurance Request may be made at any time. If a Utility Company fails to file and serve an Additional Assurance Request, the Utility Company shall be: (i) deemed to have received "satisfactory" adequate assurance of payment in compliance with section 366 of the Bankruptcy Code; and (ii) forbidden from discontinuing, altering, or refusing Utility Services to, or discriminating against, the Debtors on account of any unpaid prepetition charges, or requiring additional assurance of payment other than the Proposed Adequate Assurance.
- h. Upon the Debtors' receipt of any Additional Assurance Request, the Debtors shall have 30 days from the receipt of such Additional Assurance Request (the "Resolution Period") to negotiate with such Utility Provider to resolve such Utility Company's Additional Assurance Request; *provided* that the Debtors and such Utility Company may extend the Resolution Period by mutual agreement.
- i. The Debtors may without further order from the Court, resolve any Additional Assurance Request by mutual agreement with a Utility Company and the Debtors may, in connection with any such agreement, provide a Utility Company with additional adequate assurance of payment, including, but not limited to, cash deposits, prepayments, or other forms of security if the Debtors believe that such adequate assurance is reasonable, subject to the terms of the DIP Budget (as defined in the order

approving the Debtors' postpetition financing (the "DIP Order") and the order approving the WMLP Debtors' use of cash collateral (as may be amended, modified, or supplemented in accordance therewith and any final order, the "Cash Collateral Order"), and the budget related thereto; the Debtors will provide notice of any such agreement to counsel to the Required Consenting Stakeholders (as defined in the Restructuring Support Agreement, attached to the First Day Declaration), counsel to the DIP Lenders (as defined in the DIP Order), and the counsel to the lenders under the WMLP Debtors' term loan facility.

- j. If the Debtors determine, in their sole discretion, that the Additional Assurance Request is not reasonable and are not able to reach an alternative resolution with the Utility Company during the Resolution Period, the Debtors, during or immediately after the Resolution Period, may request a hearing (a "Determination Hearing") before the Court to determine the adequacy of assurances of payment with respect to a particular Utility Company pursuant to section 366(c)(3) of the Bankruptcy Code.
- k. Pending resolution of any such Determination Hearing, the relevant Utility Company filing such Additional Assurance Request shall be prohibited from altering, refusing, or discontinuing Utility Services to the Debtors on account of: (i) unpaid charges for prepetition services; (ii) a pending Adequate Assurance Request; or (iii) any objections filed in response to the Proposed Adequate Assurance.
- l. Every four weeks, the WLB Debtors will provide the advisors to the Required Consenting Stakeholders (as defined in the Restructuring Support Agreement, attached to the First Day Declaration), the advisors to the lenders for the WLB Debtors' proposed postpetition secured debtor-in-possession financing (the "DIP Financing"), counsel to the administrative agent for the WLB Debtors' DIP Financing, counsel to the ad hoc committee of certain lenders under the WMLP Debtors' prepetition term loan facility due 2018 (only to the extent that the relief herein affects the WMLP Debtors), and counsel to any statutory committee appointed in these chapter 11 cases, with a schedule of payments related to the Utility Services.

4. The Utility Companies are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

5. All Utility Companies who do not file an objection or serve an Adequate Assurance Request shall be: (a) deemed to have received adequate assurance of payment "satisfactory" to such Utility Company in compliance with section 366 of the Bankruptcy Code; and (b) forbidden to discontinue, alter, or refuse services to, or discriminate against, the Debtors on account of any

unpaid prepetition charges, or require additional assurance of payment other than the Proposed Adequate Assurance.

6. The Adequate Assurance Deposit shall be deemed adequate assurance of payment for any Utility Company that fails to make an Additional Assurance Request.

7. The Debtors will cause a copy of this Interim Order, including the Adequate Assurance Procedures, to be served on any subsequently identified Utility Company and any such Utility Company shall be bound by the Adequate Assurance Procedures.

8. The Debtors' service of the Motion upon the Utility Services List shall not constitute an admission or concession that each such entity is a "utility" within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

9. Notwithstanding the relief granted in this Interim Order and any actions taken pursuant to such relief, nothing in this Interim Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Interim Order or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to the Motion are valid, and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens.

10. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized, but not directed, to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Interim Order.

11. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Utility Services.

12. Solely with respect to the WMLP Debtors, notwithstanding anything to the contrary set forth herein: (a) any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed under any orders authorizing the WMLP Debtors' use of cash collateral (in each case, the "Cash Collateral Order"), including any budget in connection therewith (the "WMLP Budget"); and (b) to the extent there is any inconsistency between the Cash Collateral Order and any action taken or proposed to be taken hereunder, the terms of the Cash Collateral Order and the WMLP Budget shall control.

13. Solely with respect to the WLB Debtors, notwithstanding anything to the contrary set forth herein: (a) any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the WLB Debtors under the WLB Debtors' postpetition financing agreement (including with respect to any budgets governing or relating therewith, the "DIP Documents") and any orders (in each case, the "DIP Order") approving the DIP Documents and governing the WLB Debtors' use of cash collateral; and (b) to the extent there is any inconsistency

between the DIP Order and any action taken or proposed to be taken hereunder, the terms of the DIP Order and DIP Documents shall control.

14. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

15. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

16. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order are immediately effective and enforceable upon its entry.

17. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.

18. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Dated: _____, 2018
Houston, Texas

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Utility Services List

Utility Services List

Utility Company	Debtor	Address	Account Number(s) (if known)	Service(s)	Average Monthly Spend	Proposed Adequate Assurance	Deposit Amount
ADVANCED COMMUNICATIONS TECHNOLOGY	WESTERN ENERGY COMPANY	290 N BROOKS STREET SHERIDAN, WY 82801	406-154-0025	Internet	\$30	\$15	
AMERICAN ELECTRIC POWER	BUCKINGHAM COAL COMPANY	1 RIVERSIDE PLAZA COLUMBUS, OH 43215	079-005-951-0-4	Electric	\$154,461	\$77,231	
			071-158-900-0-1	Electric			
			074-745-663-0-6	Electric			
			105-223-882-6-2	Electric			
			107-018-216-1-2	Electric			
			108-390-399-1-3	Electric			
AMERICAN ELECTRIC POWER	OXFORD MINING COMPANY, LLC	1 RIVERSIDE PLAZA COLUMBUS, OH 43215	109-180-295-0-4	Electric	\$38,897	\$1,449	\$18,000
			072-650-636-0-7	Electric			
			071-216-500-1-9	Electric			
			076-682-407-0-3	Electric			
			077-701-215-4-4	Electric			
			072-021-123-0-1	Electric			
			072-054-300-1-5	Electric			
			074-777-000-1-2	Electric			
			075-183-420-1-4	Electric			
			076-409-155-1-3	Electric			
			076-870-045-0-2	Electric			
			078-283-420-1-9	Electric			
			077-744-612-0-1	Electric			
			071-794-545-0-4	Electric			
073-712-538-0-3	Electric						
AT&T	TEXAS WESTMORELAND	208 SOUTH AKARD STREET DALLAS, TX 75202	903 626-5485 518 3	Cell Services, Internet Provider	\$5,529	\$2,765	
			903 626-6300 518 4	Cell Services, Internet Provider			
AT&T	BUCKINGHAM COAL COMPANY; WESTMORELAND COAL COMPANY	208 SOUTH AKARD STREET DALLAS, TX 75202	831-000-6851 304	Phone Service	\$2,470	\$1,235	
			831-000-6637 524	Phone Service			
			831-000-5821 034	Phone Service			
			740-347-4653 727 6	Phone Service			
AT&T	OXFORD MINING COMPANY, LLC	208 SOUTH AKARD STREET DALLAS, TX 75202	831-000-6272 061	Cell Services, Internet Provider	\$3,370	\$1,685	
			740 254-9140 745 6	Cell Services, Internet Provider			
			740 588-1884 181 2	Cell Services, Internet Provider			
			740 492-0018 035 6	Cell Services, Internet Provider			
			740 697-0180 973 4	Cell Services, Internet Provider			
			740 829-2214 028 2	Cell Services, Internet Provider			
			815263855	Cell Services, Internet Provider			
			860987473	Cell Services, Internet Provider			
			815264210	Cell Services, Internet Provider			
			815264185	Cell Services, Internet Provider			
			815264094	Cell Services, Internet Provider			
			815264016	Cell Services, Internet Provider			
			815264265	Cell Services, Internet Provider			
			841613138	Cell Services, Internet Provider			
			841411087	Cell Services, Internet Provider			
			841411043	Cell Services, Internet Provider			
841410122	Cell Services, Internet Provider						
841409890	Cell Services, Internet Provider						
AT&T	TEXAS WESTMORELAND	208 SOUTH AKARD STREET DALLAS, TX 75202	831-000-5015 749	Internet	\$1,642	\$821	
AT&T	BUCKINGHAM COAL COMPANY	208 SOUTH AKARD STREET DALLAS, TX 75202	740 347-4653 727 6	Cell Services, Internet Provider	\$969	\$485	
			740 347-4147 120 8	Cell Services, Internet Provider			
			740 347-4230 629 6	Cell Services, Internet Provider			
			740 347-4424 878 5	Cell Services, Internet Provider			
AT&T LONG DISTANCE	OXFORD MINING COMPANY, LLC	208 SOUTH AKARD STREET DALLAS, TX 75202	91883328-00001	Long Distance Provider	\$2,037	\$1,019	
AT&T MOBILITY	SAN JUAN COAL COMPANY; TEXAS WESTMORELAND	GLENRIDGE HIGHLANDS TWO 5565 GLENRIDGE CONNECTOR ATLANTA, GA 30342	265016708337	Phone Service	\$471	\$235	
			287269810208	Phone Service			
			28725990321	Phone Service			
BELLAIRE WATER DEPT.	OXFORD MINING COMPANY, LLC	3197 BELMONT STREET BELLAIRE, OH 43906	00740510	Water, Sewage, Garbage	\$170	\$85	
BURR OAK REGIONAL WATER DIST.	BUCKINGHAM COAL COMPANY	23554 JENKINS DAM ROAD GLOUSTER, OH 45732	Meter #7A - ST RT 13 Trimble Twp	Water	\$2,602	\$1,301	
			Meter #7 - ST RT 13 Trimble Twp	Water			
			ST RT 13 Monroe Twp Big Meter	Water			
			ST RT 13 Monroe Twp Little Meter	Water			

Utility Services List

Utility Company	Debtor	Address	Account Number(s) (if known)	Service(s)	Average Monthly Spend	Proposed Adequate Assurance	Deposit Amount
CENTURYLINK	BUCKINGHAM COAL COMPANY; WESTMORELAND COAL COMPANY; WESTMORELAND PARTNERS; WESTMORELAND RESOURCES, INC.	100 CENTURYTEL DRIVE MONROE, LA 71203	302119543	Internet, Phone Service	\$2,110	\$1,055	
			83942074	Internet, Phone Service			
CENTURYLINK	WESTMORELAND KEMMERER, LLC	100 CENTURYTEL DRIVE MONROE, LA 71203	86510897	Internet, Phone Service	\$4,470	\$2,235	
			307-877-5651 822B	Internet, Phone Service			
			307-877-9089 547B	Internet, Phone Service			
			307-877-9431 337B	Internet, Phone Service			
			307-877-3144 295B	Internet, Phone Service			
			307-877-3717 501B	Internet, Phone Service			
			307-877-2278 008B	Internet, Phone Service			
			307-828-2200 836B	Internet, Phone Service			
			307-877-3574 446R	Internet, Phone Service			
			P-307-877-0087 150M	Internet, Phone Service			
CENTURYLINK BUSINESS SERVICES	WESTERN ENERGY COMPANY; WESTMORELAND COAL COMPANY	100 CENTURYTEL DRIVE MONROE, LA 71203	87500512	Internet, Phone Service	\$15,459	\$7,729	
			81321802	Internet, Phone Service			
			83942074	Internet, Phone Service			
			86510899	Internet, Phone Service			
CITY OF BEULAH	DAKOTA WESTMORELAND	120 CENTRAL AVENUE NORTH BEULAH, ND 58523	1180-00	Utilities	\$533	\$267	
CITY OF COLSTRIP	WESTERN ENERGY COMPANY	12 CHERRY STREET COLSTRIP, MT 59323	0543-00	Utilities	\$3,269	\$1,634	
			1063-00	Utilities			
			1010-00	Utilities			
			1064-00	Utilities			
			1221-00	Utilities			
CITY OF FARMINGTON	SAN JUAN COAL COMPANY	101 N BROWNING PARKWAY FARMINGTON, NM 87401	202761-120512	Utilities	\$7	\$4	
CITY OF HAZEN	DAKOTA WESTMORELAND	146 MAIN STREET EAST HAZEN, ND 58545	1038-00	Utilities	\$41	\$21	
CITY OF KEMMERER	WESTMORELAND KEMMERER, LLC	220 WYOMING HIGHWAY 233 KEMMERER, WY 83101	72.2190.1	Water	\$1,533	\$766	
			90.0293.1	Water			
			90.0288.2	Water			
			90.0292.2	Water			
			90.0294.1	Water			
			90.0295.1	Water			
CLEARFLY COMMUNICATIONS	WESTMORELAND COAL COMPANY	450 TOWNSEND ST FLOOR 1M RM 100 SAN FRANCISCO, CA 94107-1510	SBN102485	Internet, Phone Service	\$213	\$107	
COLUMBIA GAS	OXFORD MINING COMPANY, LLC	C/O CSC-LAWYERS INCORPORATING SERVICE 50 WEST BROAD STREET SUITE 1800 COLUMBUS, OH 43215	14786917 001 000 8	Natural Gas	\$416	\$208	
COLUMBIA GAS OF OHIO	BUCKINGHAM COAL COMPANY	C/O CSC-LAWYERS INCORPORATING SERVICE 50 WEST BROAD STREET SUITE 1800 COLUMBUS, OH 43215	14334259 001 000 0	Natural Gas	\$93	\$47	
COMCAST CABLE	WESTMORELAND COAL COMPANY	ONE COMCAST CENTER PHILADELPHIA, PA 19103-2838	939010493	TV	\$1,322	\$661	
COSHOCTON WATER DEPT.	OXFORD MINING COMPANY, LLC	760 CHESTNUT ST COSHOCTON, OH 43812-1280	F28-28030-01	Sewer, Water	\$47	\$24	
DIRECTV	BUCKINGHAM COAL COMPANY; WESTMORELAND COAL COMPANY	2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245	064868784	TV	\$468	\$234	
			032313572	TV			
			046848518	TV			
DISH NETWORK	TEXAS WESTMORELAND	9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112	8255 7070 8275 4586	TV	\$29	\$15	
DOMINION EAST OF OHIO	OXFORD MINING COMPANY, LLC	120 TREGAR STREET RICHMOND, VA 23219	1 5000 1413 4523	Natural Gas	\$98	\$49	
EASTERN OHIO REGION WASTEWATER	OXFORD MINING COMPANY, LLC	6000 GUERNSEY ST. BELLAIRE, OH 43906	100-04270-00	Sewer	\$29	\$14	
FASTTRACK COMMUNICATIONS	SAN JUAN COAL COMPANY	779 TECH CENTER DR. STE. 200 DURANGO, CO 81301	00000-10362	Internet	\$3,718	\$1,859	
FORAKER GAS COMPANY, INC	OXFORD MINING COMPANY, LLC	420 S STATE ST NEW LEXINGTON, OH 43764	1122 160	Gas	\$8	\$4	
FRONTIER COMMUNICATIONS	OXFORD MINING COMPANY, LLC	3 HIGH RIDGE PARK STAMFORD, CT 06905-1390	330-878-5120-040503-5	Phone Service	\$2,388	\$1,194	
			330-339-4546-040503-5	Phone Service			
			740-942-8287-092711-5	Phone Service			
			740-942-4393-100705-5	Phone Service			
			740-942-4272-122409-5	Phone Service			
FRONTIER POWER CO.	OXFORD MINING COMPANY, LLC	770 S.2ND. ST. COSHOCTON, OH 43812	484401	Electric	\$5,549	\$2,774	
			672701	Electric			
			673601	Electric			
			673801	Electric			
			673901	Electric			
GRANITE TELECOMMUNICATIONS LLC	WESTMORELAND KEMMERER, LLC	100 NEWPORT AVENUE EXTENSION QUINCY, MA 02171	02971623	Phone Service	\$53	\$27	
GUERNSEY MUSKINGUM ELECTRIC CO	OXFORD MINING COMPANY, LLC	17 S. LIBERTY ST NEW CONCORD, OH 43762	5502962000	Electric	\$234	\$117	
			6006614200	Electric			
KIMBLE RECYCLING & DISPOSAL	OXFORD MINING COMPANY, LLC	3596 STATE ROUTE 39 NW DOVER, OH 44622	PIT #505205	Recycling	\$2,088	\$1,044	
			PIT #505204	Recycling			

Utility Services List

Utility Company	Debtor	Address	Account Number(s) (if known)	Service(s)	Average Monthly Spend	Proposed Adequate Assurance	Deposit Amount
KIMBLE RECYCLING & DISPOSAL (CONT.)			PIT #505226	Recycling			
			PIT #505210	Recycling			
			PIT #505298	Recycling			
			PIT #505200	Recycling			
			PIT #505212	Recycling			
			PIT #505218	Recycling			
			PIT #505209	Recycling			
			PIT #505297	Recycling			
			PIT #505296	Recycling			
			PIT #505217	Recycling			
			PIT #505215	Recycling			
			PIT #505220	Recycling			
KY UTILITIES CO ATTN REMITTANCE	OXFORD MINING - KENTUCKY, LLC; OXFORD MINING COMPANY, LLC	827 HAUSMAN ROAD ALLENTOWN, PA 18104-9392	3000-1437-2357	Utilities	\$1,345	\$672	
			3000-1435-9123	Utilities			
			3000-1438-5441	Utilities			
			3000-1437-5657	Utilities			
			3000-1438-0426	Utilities			
			3000-1437-5715	Utilities			
			3000-1437-5681	Utilities			
LEVEL 3 COMMUNICATIONS	WESTMORELAND COAL COMPANY	1025 ELDORADO BLVD BROOMFIELD, CO 80021	336661 8	Phone Service	\$4,637	\$2,318	
MADISON ENERGY COOPERATIVE	OXFORD MINING COMPANY, LLC	4100 HOLIDAY ST NW SUITE 201 CANTON OHIO 44718	0904-00689-001	Natural Gas	\$14	\$7	
MCI	WESTMORELAND SAVAGE	90 MERRICK AVENUE EAST MEADOW, NY 11554	8691744946	Phone Service	\$60	\$30	
MID-RIVERS COMMUNICATIONS	WESTMORELAND SAVAGE	904 C AVENUE CIRCLE MT 59215-0280	4751600	Internet, Phone Service	\$937	\$468	
			5691700	Internet, Phone Service			
MID-YELLOWSTONE ELECTRIC CO-OP	WESTERN ENERGY COMPANY	203 ELLIOTT AVENUE HYSHAM, MT 59038	93210	Electric	\$73	\$36	
MID-YELLOWSTONE ELECTRIC COOPE	WESTMORELAND RESOURCES, INC.	203 ELLIOTT AVENUE HYSHAM, MT 59038	93220	Electric	\$1,914	\$957	
MILES CITY SANITATION	WESTERN ENERGY COMPANY	371 INTERSTATE 94 BUSINESS LOOP MILES CITY , MT 59301	3000043	Trash Services	\$5,711	\$2,856	
			2006708	Trash Services			
MILLER'S GARBAGE SERVICE INC.	WESTMORELAND SAVAGE	10606 COUNTY ROAD 342 SAVAGE, MT 59262		Waste Services	\$83	\$41	
MONTANA DAKOTA UTILITIES	DAKOTA WESTMORELAND	A DIVISION OF MDU RESOURCES GROUP, INC. 1200 WEST CENTURY AVENUE BISMARCK, NORTH DAKOTA 58506-5650	BIS6550511349	Electric	\$81	\$41	
			BIS MDUG-20170106-00558	Electric			
			BIS 655051101	Electric			
			BIS MDUG-20161227-01337	Electric			
MONTANA DAKOTA UTILITIES CO.	WESTMORELAND SAVAGE	A DIVISION OF MDU RESOURCES GROUP, INC. 1200 WEST CENTURY AVENUE BISMARCK, NORTH DAKOTA 58506-5650	431 803 10005	Electric	\$14,587	\$7,293	
MONTANA-DAKOTA UTILITIES CO.	DAKOTA WESTMORELAND	A DIVISION OF MDU RESOURCES GROUP, INC. 1200 WEST CENTURY AVENUE BISMARCK, NORTH DAKOTA 58506-5650	855 051 10008	Electric	\$95,424	\$47,712	
			065 051 10004	Electric			
			655 051 10000	Electric			
			955 051 10007	Electric			
			755 051 10009	Electric			
MUHLENBERG CO WATER DISTRICT	OXFORD MINING - KENTUCKY, LLC; OXFORD MINING COMPANY, LLC	301 DEAN ROAD GREENVILLE, KY 42345	0001-02260-001	Water Services	\$68	\$34	
			0011-00050-002	Water Services			
MUSKINGUM COUNTY UTILITIES	OXFORD MINING COMPANY, LLC	375 RICHARDS RD ZEMESVILLE, OH 43701-6605	201-01390-01	Sewer, Water	\$235	\$117	
NAVASOTA VALLEY ELECTRIC-ELEC.	TEXAS WESTMORELAND	2281 E. US HWY FRANKLIN, TX 77856	5973-001	Electric	\$67,107	\$33,553	
NORTHWESTERN ENERGY	WESTERN ENERGY COMPANY; WESTMORELAND RESOURCES, INC.	40 E. BROADWAY ST. BUTTE, MT 59707-0001	0100592-5	Electric	\$603,566	\$301,783	
			0298159-5	Electric			
			1637552-9	Electric			
			1676782-4	Electric			
			1839347-0	Electric			
			0634559-9	Electric			
			0642650-6	Electric			
			0642651-4	Electric			
			1366343-0	Electric			
			0298164-5	Electric			
			0604143-8	Electric			
			0619356-9	Electric			
			0298134-8	Electric			
			0298135-5	Electric			

Utility Services List

Utility Company	Debtor	Address	Account Number(s) (if known)	Service(s)	Average Monthly Spend	Proposed Adequate Assurance	Deposit Amount
NORTHWESTERN ENERGY (CONT.)			1852648-3	Electric			
			2139191-7	Electric			
			0100726-9	Electric			
PUBLIC SERVICE COMPANY OF NEW MEXICO	SAN JUAN COAL COMPANY	414 SILVER AVE. SW ALBUQUERQUE, NM 87102	032334001-0382209-9	Electric	\$329,345	\$164,672	
			032333900-0382208-4	Electric			
			032336000-0382224-0	Electric			
			032334001-1272577-5	Electric			
			115845312-1335251-9	Electric			
QUESTAR GAS	WESTMORELAND KEMMERER, LLC	925 WHITE OAKS BLVD BRIDGEPORT, WV 26330	2297860000	Natural Gas	\$10,446	\$5,223	
			8141120192	Natural Gas			
QWEST	WESTERN ENERGY COMPANY	100 CENTURYTEL DRIVE MONROE, LA 71203	406-728-2026 802B	Phone Service	\$258	\$129	
			406-748-3567 265B	Phone Service			
			406-748-3566 259B	Phone Service			
			406-748-5363 253B	Phone Service			
RANGE TELEPHONE COOPERATIVE	WESTERN ENERGY COMPANY; WESTMORELAND RESOURCES, INC.	100 THROCKMORTON STREET SUITE 1200 FORT WORTH, TX 76102	8789	Phone Service	\$4,840	\$2,420	
			95030	Phone Service			
			7789	Phone Service			
REPUBLIC SERVICES	WESTMORELAND RESOURCES, INC.	ATTN: REPUBLIC SERVICES TRANSCENTRA-LOUISVILLE 6716 GRADE LN. BLDG., SUITE 910 LOUISVILLE, KY 40213	3-0892-3560190	Trash and Waste Removal	\$2,079	\$1,040	
REPUBLIC SERVICES #7	OXFORD MINING - KENTUCKY, LLC; OXFORD MINING COMPANY, LLC	ATTN: REPUBLIC SERVICES TRANSCENTRA-LOUISVILLE 6716 GRADE LN. BLDG., SUITE 910 LOUISVILLE, KY 40213	3-0757-1012581	Trash and Waste Removal	\$43	\$22	
RESERVATION TELEPHONE COOPERATIVE	DAKOTA WESTMORELAND	24 MAIN ST. N. PARSHALL, ND 58770	1873000	Long Distance Provider	\$147	\$73	
ROCKY MOUNTAIN POWER	HAYSTACK COAL COMPANY; WESTMORELAND COAL COMPANY	825 N.E. MULTNOMAH STREET PORTLAND, OR 97232	16164384-001 0	Electric	\$5,596	\$2,798	
ROCKY MOUNTAIN POWER	WESTMORELAND KEMMERER, LLC	825 N.E. MULTNOMAH STREET PORTLAND, OR 97232	69498633-001 7	Electric	\$108,946	\$0	\$189,153
ROUGH RIDER ELECTRIC COOP INC	DAKOTA WESTMORELAND	800 HIGHWAY DR HAZEN, ND 58545-4701	3805001	Electric	\$289	\$145	
			3805002	Electric			
			3805004	Electric			
			3805005	Electric			
			3805006	Electric			
			3805007	Electric			
SAFETY KLEEN CORP.	OXFORD MINING COMPANY, LLC	2600 NORTH CENTRAL EXPRESSWAY STE 400 RICHARDSON, TX 75080	OX06694	Waste Disposal	\$161	\$80	
SAFETY KLEEN CORPORATION	WESTMORELAND KEMMERER, LLC	2600 NORTH CENTRAL EXPRESSWAY STE 400 RICHARDSON, TX 75080	WE29759	Waste Disposal	\$1,401	\$701	
SAFETY KLEEN SYSTEMS, INC.	SAN JUAN COAL COMPANY	2600 NORTH CENTRAL EXPRESSWAY STE 400 RICHARDSON, TX 75080	SA35455	Waste Disposal	\$2,153	\$1,076	
			BH04652	Waste Disposal			
			656319	Waste Disposal			
SAFETY-KLEEN SYSTEMS, INC.	WESTERN ENERGY COMPANY; WESTMORELAND RESOURCES, INC.; WESTMORELAND SAVAGE	2600 NORTH CENTRAL EXPRESSWAY STE 400 RICHARDSON, TX 75080	WE23779	Waste Disposal	\$3,336	\$1,668	
			WE22905	Waste Disposal			
			WE20318	Waste Disposal			
SAFETY-KLEEN SYSTEMS, INC.	DAKOTA WESTMORELAND	2600 NORTH CENTRAL EXPRESSWAY STE 400 RICHARDSON, TX 75080	DA20719	Waste Disposal	\$244.01	\$122	
SAFETY-KLEEN SYSTEMS, INC.	Texas Westmoreland Coal Company	2600 NORTH CENTRAL EXPRESSWAY STE 400 RICHARDSON, TX 75080	TE23236	Waste Disposal	\$2,564	\$1,282	
			TE23398	Waste Disposal			
SO PERRY COUNTY WATER DISTRICT	BUCKINGHAM COAL COMPANY	115 SCHOOL AVE CORNING, OH 43730	1012380000	Water	\$35	\$17	
SOUTH CENTRAL POWER CO.	OXFORD MINING COMPANY, LLC	2780 COONPATH RD. NE LANCASTER, OH 43130-9343	09-815-103-001-000-1	Electric	\$15,722	\$7,861	
			09-814-143-001-000-5	Electric			
			09-811-332-003-002-3	Electric			
			09-823-404-002-000-8	Electric			
			000787597-26767-3	Electric			
SPECTRUM BUSINESS	WESTMORELAND COAL COMPANY	ONE BAYPORT WAY SUITE 300 NEWPORT NEWS, VA 23606	8313 20 001 1891224	Internet, Phone Service	\$586	\$293	
			8313 20 001 1287662	Internet, Phone Service			
SUBURBAN PROPANE	SAN JUAN COAL COMPANY	240 ROUTE 10 WEST P.O. BOX 206 WHIPPANY, NJ 07981-0206	7882-004292	Propane	\$19,502	\$9,751	
			7882-004309	Propane			
			7882-004317	Propane			
			7882-004416	Propane			
TCT	WESTERN ENERGY COMPANY	405 S. 4TH ST BASIN, WY 82410-0310	00034440-3	Internet	\$50	\$25	
THE ENERGY COOPERATIVE	OXFORD MINING COMPANY, LLC	1500 GRANVILLE RD. NEWARK, OH 43058-4970	9914862800	Natural Gas	\$952	\$476	
TIME WARNER CABLE	OXFORD MINING COMPANY, LLC	60 COLUMBUS CIRCLE NEW YORK, NY 10023	10202-718007501-8001	Internet	\$3,668	\$1,834	
			10202-730756301-1001	Internet			

Utility Services List

Utility Company	Debtor	Address	Account Number(s) (if known)	Service(s)	Average Monthly Spend	Proposed Adequate Assurance	Deposit Amount
TIME WARNER CABLE-NORTHEAST	OXFORD MINING COMPANY, LLC	60 COLUMBUS CIRCLE NEW YORK, NY 10023	01026-321937801-4001	Internet	\$2,625	\$1,313	
TONGUE RIVER ELECTRIC COOP	WESTERN ENERGY COMPANY	2435 US-212 ASHLAND, MT 59003	8333500	Electric	\$664	\$332	
TOUCHTONE COMMUNICATIONS	TEXAS WESTMORELAND	16 S JEFFERSON RD WHIPPANY, NJ 07981	9036265485	Phone Service	\$462	\$231	
UNION TELEPHONE COMPANY	WESTMORELAND KEMMERER, LLC	850 WY-414 FORT BRIDGER, WY 82933	70067217	Wireless Service	\$473	\$237	
VERIZON WIRELESS	WESTERN ENERGY COMPANY	140 WEST STREET NEW YORK, NY 10007	470218376-00001	Wireless Phones	\$1,074	\$537	
VERIZON WIRELESS	OXFORD MINING COMPANY, LLC	140 WEST STREET NEW YORK, NY 10007	881042948-00001	Cell Services	\$1,348	\$674	
			881042948-00003	Cell Services			
VERIZON WIRELESS	WESTMORELAND COAL COMPANY	140 WEST STREET NEW YORK, NY 10007	870735607-00001	Cell Services	\$8,946	\$4,473	
			542169364-00001	Cell Services			
VERIZON WIRELESS	BUCKINGHAM COAL COMPANY; WESTERN ENERGY COMPANY; WESTMORELAND COAL COMPANY; WESTMORELAND PARTNERS	140 WEST STREET NEW YORK, NY 10007	542169364-00001	Internet	\$1,120	\$560	
WASTE MANAGEMENT OF NEW MEXICO	SAN JUAN COAL COMPANY	1001 FANNIN ST. SUITE 4000 HOUSTON, TX 77002	17-99367-03003; 18-09674-13006; 19-53450-83007; 19-53458-43008; 19-53466-43008; 19-53467-93006; 19-53476-73009; 19-53477-23009; 19-53483-23001; 19-53484-03004; 19-53491-63002; 19-53673-13003; 16-46638-83002;	Waste Disposal	\$6,119	\$3,059	
			16-46275-33001; 16-46562-93000; 17-38485-13006; 18-33854-23006;	Waste Disposal			
			17-28117-23001	Waste Disposal			
WASTE MANAGEMENT OF OHIO, INC.	OXFORD MINING COMPANY, LLC	1635 RIVER VALLEY CIRCLE LANCASTER, OH 43130-1465	19-19642-53003	Waste Management	\$10,353	\$5,177	
WEST RIVER TELECOMMUNICATIONS	DAKOTA WESTMORELAND	101 MAIN ST. W HAZEN, ND 58545	1336600	Phone Service	\$977	\$489	
			1442500	Phone Service			
WINDSTREAM COMMUNICATIONS	OXFORD MINING COMPANY, LLC	4001 RODNEY PARHAM ROAD LITTLE ROCK, AR, 72212-2442	740-782-1189	Phone Service	\$97	\$49	
WYOMING WASTE SYSTEMS	WESTMORELAND KEMMERER, LLC	730 S BROADWAY RIVERTON, WY 82501	3023-1057045	Trash Services	\$2,844	\$1,422	
WYOMING WATER DEVELOPMENT COMM	WESTMORELAND KEMMERER, LLC	6920 YELLOWTAIL RD. CHEYENNE, WY 82002	7228666	Water	\$776	\$388	

Exhibit B

Proposed Final Order

**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 (MI)
Debtors.	)	(Joint Administration Requested)
)	
	)	Re: Docket No. ___

**FINAL ORDER (I) APPROVING THE DEBTORS’
PROPOSED ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE
UTILITY SERVICES, (II) PROHIBITING UTILITY COMPANIES FROM ALTERING,
REFUSING, OR DISCONTINUING SERVICES, AND (III) APPROVING THE DEBTORS’
PROPOSED PROCEDURES FOR RESOLVING ADDITIONAL ASSURANCE REQUESTS**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”), (a) approving the Debtors’ Proposed Adequate Assurance of payment for future utility services, (b) prohibiting Utility Companies from altering, refusing, or discontinuing services, and (c) approving the Adequate Assurance Procedures for resolving Additional Assurance Requests, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409;

¹ Due to the large number of debtors in these chapter 11 cases, for which joint administration has been requested, 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’ proposed 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. The terms “WLB Debtors” and “WMLP Debtors” shall have the meanings ascribed to them in the First Day Declaration.

and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. Subject to the Adequate Assurance Procedures, the Motion is granted on a final basis as set forth herein.

2. The following Adequate Assurance Procedures are approved:

- a. The Debtors will serve a copy of the Motion and the Final Order granting the relief requested herein to each Utility Company within two business days after entry of the order by the Court.
- b. Subject to paragraphs (e)–(h) herein, the Debtors will deposit the Adequate Assurance Deposit, in the aggregate amount of \$729,000, in the Adequate Assurance Account as soon as practicable after entry of the Interim Order; *provided* that to the extent any Utility Company receives any value from the Debtors as adequate assurance of payment, the Debtors may reduce the Adequate Assurance Deposit maintained in the Adequate Assurance Account by such amount.
- c. If an amount relating to Utility Services provided postpetition by a Utility Company is unpaid, and remains unpaid beyond any applicable grace period, such Utility Company may request a disbursement from the Adequate Assurance Account by giving notice to: (i) Westmoreland Coal Company, 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112, Attn.: Jennifer Grafton; (ii) proposed counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn.: Gregory F. Pesce and Timothy R. Bow; (iii) proposed co-counsel for the Debtors, Jackson Walker LLP, 1401 McKinney Street, Suite 1900, Houston, Texas 77010, Attn.: Patricia B. Tomasco, Matthew D. Cavanaugh, and Jennifer F. Wertz; (iv) Office of The United States Trustee,

1515 Rusk Street Houston, Texas 77002; (v) counsel to the lenders under the Debtors' proposed debtor-in-possession financing facility, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn.: Thomas Moers Mayer and Stephen Zide; (vi) counsel to the ad hoc group of lenders under the Debtors' prepetition term loan due 2020 and the Debtors' 8.75% senior secured notes due 2022, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn.: Thomas Moers Mayer and Stephen Zide; (vii) counsel to the administrative agent under the WMLP Debtors' term loan facility due 2018; (viii) counsel to the ad hoc committee of certain lenders under the WMLP Debtors' term loan facility due 2018, Schulte Roth & Zabel, 919 Third Avenue, New York, NY 10022, Attn.: David M. Hillman and Kristine Manoukian; and (ix) to the extent not listed herein those parties requesting notice pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties") The Debtors shall honor such request within five business days after the date the request is received by the Debtors, subject to the ability of the Debtors and any such requesting Utility Company to resolve any dispute regarding such request without further order of the Court; *provided* that in no event shall a Utility Company be permitted to receive aggregate disbursements in excess of the total amount set forth for such Utility Company under the column labeled "Adequate Assurance Deposit" on the Utility Service List attached to the Motion as **Exhibit 1**. To the extent a Utility Company receives a disbursement from the Adequate Assurance Account, the Debtors shall replenish the Adequate Assurance Account in the amount disbursed.

- d. The portion of the Adequate Assurance Deposit attributable to each Utility Company shall be returned to the Debtors on the earlier of (i) the reconciliation and payment by the Debtors of the Utility Company's final invoice in accordance with applicable nonbankruptcy law following the Debtors' termination of Utility Services from such Utility Company; and (ii) the effective date of any chapter 11 plan approved in these chapter 11 cases.
- e. Any Utility Company desiring additional assurances of payment in the form of deposits, prepayments, or otherwise must serve a request for additional assurance (an "Additional Assurance Request") on the Notice Parties.
- f. Any Additional Assurance Request must (i) be in writing, (ii) identify the location for which the Utility Services are provided, (iii) summarize the Debtors' payment history relevant to the affected account(s), (iv) certify the amount that is equal to two weeks of the Utility Services the Utility Company provides to the Debtors, calculated as a historical average over the 12-month period ended July 31, 2018; and (v) explain why the Utility Company believes the Proposed Adequate Assurance is not sufficient adequate assurance of future payment.

- g. An Additional Assurance Request may be made at any time. If a Utility Company fails to file and serve an Additional Assurance Request, the Utility Company shall be: (i) deemed to have received “satisfactory” adequate assurance of payment in compliance with section 366 of the Bankruptcy Code; and (ii) forbidden from discontinuing, altering, or refusing Utility Services to, or discriminating against, the Debtors on account of any unpaid prepetition charges, or requiring additional assurance of payment other than the Proposed Adequate Assurance.
- h. Upon the Debtors’ receipt of any Additional Assurance Request, the Debtors shall have 30 days from the receipt of such Additional Assurance Request (the “Resolution Period”) to negotiate with such Utility Provider to resolve such Utility Company’s Additional Assurance Request; *provided* that the Debtors and such Utility Company may extend the Resolution Period by mutual agreement.
- i. The Debtors may without further order from the Court, resolve any Additional Assurance Request by mutual agreement with a Utility Company and the Debtors may, in connection any such agreement, provide a Utility Company with additional adequate assurance of payment, including, but not limited to, cash deposits, prepayments, or other forms of security if the Debtors believe that such adequate assurance is reasonable, subject to the terms of the DIP Budget (as defined in the order approving the Debtors’ postpetition financing (the “DIP Order”) and the order approving the WMLP Debtors’ use of cash collateral (as may be amended, modified, or supplemented in accordance therewith and any final order, the “Cash Collateral Order”), and the budget related thereto; the Debtors will provide notice of any such agreement to counsel to the Required Consenting Stakeholders (as defined in the Restructuring Support Agreement, attached to the First Day Declaration), counsel to the DIP Lenders (as defined in the DIP Order), and the counsel to the lenders under the WMLP Debtors’ term loan facility.
- j. If the Debtors determine, in their sole discretion, that the Additional Assurance Request is not reasonable and are not able to reach an alternative resolution with the Utility Company during the Resolution Period, the Debtors, during or immediately after the Resolution Period, may request a hearing (a “Determination Hearing”) before the Court to determine the adequacy of assurances of payment with respect to a particular Utility Company pursuant to section 366(c)(3) of the Bankruptcy Code.
- k. Pending resolution of any such Determination Hearing, the relevant Utility Company filing such Additional Assurance Request shall be prohibited from altering, refusing, or discontinuing Utility Services to the Debtors on account of: (i) unpaid charges for prepetition services; (ii) a pending Adequate Assurance Request; or (iii) any objections filed in response to the Proposed Adequate Assurance.

1. Every four weeks, the WLB Debtors will provide the advisors to the Required Consenting Stakeholders (as defined in the Restructuring Support Agreement, attached to the First Day Declaration), the advisors to the lenders for the WLB Debtors' proposed postpetition secured debtor-in-possession financing (the "DIP Financing"), counsel to the administrative agent for the WLB Debtors' DIP Financing, counsel to the ad hoc committee of certain lenders under the WMLP Debtors' prepetition term loan facility due 2018 (only to the extent that the relief herein affects the WMLP Debtors), and counsel to any statutory committee appointed in these chapter 11 cases, with a schedule of payments related to the Utility Services.
3. The Adequate Assurance Deposit shall be deemed adequate assurance of payment for any Utility Company that fails to make an Additional Assurance Procedures.
4. All Utility Companies who do not file an objection or serve an Adequate Assurance Request shall be: (a) deemed to have received adequate assurance of payment "satisfactory" to such Utility Company in compliance with section 366 of the Bankruptcy Code; and (b) forbidden to discontinue, alter, or refuse services to, or discriminate against, the Debtors on account of any unpaid prepetition charges, or require additional assurance of payment other than the Proposed Adequate Assurance.
5. The Debtors are authorized, in their sole discretion, to add or remove any Utility Company from the Utility Services List, and the Debtors shall add to or subtract from the Adequate Assurance Deposit an amount equal to one half of the Debtors' average monthly cost of utility service for each subsequently added or removed Utility Company as soon as practicable. For Utility Companies that are added to the Utility Services List, the Debtors will cause a copy of this Final Order, including the Adequate Assurance Procedures, to be served on any subsequently identified Utility Company and any such Utility Company shall be bound by the Adequate Assurance Procedures.
6. The Debtors' service of the Motion upon the Utility Services List shall not constitute an admission or concession that each such entity is a "utility" within the meaning of

section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

7. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Final Order or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to the Motion are valid, and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens.

8. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized, but not directed, to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

9. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Utility Services.

10. Solely with respect to the WMLP Debtors, notwithstanding anything to the contrary set forth herein: (a) any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed under any orders authorizing the WMLP Debtors' use of cash collateral (in each case, the "Cash Collateral Order"), including any budget in connection therewith (the "WMLP Budget"); and (b) to the extent there is any inconsistency between the Cash Collateral Order and any action taken or proposed to be taken hereunder, the terms of the Cash Collateral Order and the WMLP Budget shall control.

11. Solely with respect to the WLB Debtors, notwithstanding anything to the contrary set forth herein: (a) any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the WLB Debtors under the WLB Debtors' postpetition financing agreement (including with respect to any budgets governing or relating therewith, the "DIP Documents") and any orders (in each case, the "DIP Order") approving the DIP Documents and governing the WLB Debtors' use of cash collateral; and (b) to the extent there is any inconsistency between the DIP Order and any action taken or proposed to be taken hereunder, the terms of the DIP Order and DIP Documents shall control.

12. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

13. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

15. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Dated: _____, 2018
Houston, Texas

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Utility Services List

Utility Services List

Utility Company	Debtor	Address	Account Number(s) (if known)	Service(s)	Average Monthly Spend	Proposed Adequate Assurance	Deposit Amount
ADVANCED COMMUNICATIONS TECHNOLOGY	WESTERN ENERGY COMPANY	290 N BROOKS STREET SHERIDAN, WY 82801	406-154-0025	Internet	\$30	\$15	
AMERICAN ELECTRIC POWER	BUCKINGHAM COAL COMPANY	1 RIVERSIDE PLAZA COLUMBUS, OH 43215	079-005-951-0-4	Electric	\$154,461	\$77,231	
			071-158-900-0-1	Electric			
			074-745-663-0-6	Electric			
			105-223-882-6-2	Electric			
			107-018-216-1-2	Electric			
			108-390-399-1-3	Electric			
AMERICAN ELECTRIC POWER	OXFORD MINING COMPANY, LLC	1 RIVERSIDE PLAZA COLUMBUS, OH 43215	109-180-295-0-4	Electric	\$38,897	\$1,449	\$18,000
			072-650-636-0-7	Electric			
			071-216-500-1-9	Electric			
			076-682-407-0-3	Electric			
			077-701-215-4-4	Electric			
			072-021-123-0-1	Electric			
			072-054-300-1-5	Electric			
			074-777-000-1-2	Electric			
			075-183-420-1-4	Electric			
			076-409-155-1-3	Electric			
			076-870-045-0-2	Electric			
			078-283-420-1-9	Electric			
			077-744-612-0-1	Electric			
			071-794-545-0-4	Electric			
073-712-538-0-3	Electric						
AT&T	TEXAS WESTMORELAND	208 SOUTH AKARD STREET DALLAS, TX 75202	903 626-5485 518 3	Cell Services, Internet Provider	\$5,529	\$2,765	
			903 626-6300 518 4	Cell Services, Internet Provider			
AT&T	BUCKINGHAM COAL COMPANY; WESTMORELAND COAL COMPANY	208 SOUTH AKARD STREET DALLAS, TX 75202	831-000-6851 304	Phone Service	\$2,470	\$1,235	
			831-000-6637 524	Phone Service			
			831-000-5821 034	Phone Service			
			740-347-4653 727 6	Phone Service			
AT&T	OXFORD MINING COMPANY, LLC	208 SOUTH AKARD STREET DALLAS, TX 75202	831-000-6272 061	Cell Services, Internet Provider	\$3,370	\$1,685	
			740 254-9140 745 6	Cell Services, Internet Provider			
			740 588-1884 181 2	Cell Services, Internet Provider			
			740 492-0018 035 6	Cell Services, Internet Provider			
			740 697-0180 973 4	Cell Services, Internet Provider			
			740 829-2214 028 2	Cell Services, Internet Provider			
			815263855	Cell Services, Internet Provider			
			860987473	Cell Services, Internet Provider			
			815264210	Cell Services, Internet Provider			
			815264185	Cell Services, Internet Provider			
			815264094	Cell Services, Internet Provider			
			815264016	Cell Services, Internet Provider			
			815264265	Cell Services, Internet Provider			
			841613138	Cell Services, Internet Provider			
			841411087	Cell Services, Internet Provider			
			841411043	Cell Services, Internet Provider			
			841410122	Cell Services, Internet Provider			
841409890	Cell Services, Internet Provider						
AT&T	TEXAS WESTMORELAND	208 SOUTH AKARD STREET DALLAS, TX 75202	831-000-5015 749	Internet	\$1,642	\$821	
AT&T	BUCKINGHAM COAL COMPANY	208 SOUTH AKARD STREET DALLAS, TX 75202	740 347-4653 727 6	Cell Services, Internet Provider	\$969	\$485	
			740 347-4147 120 8	Cell Services, Internet Provider			
			740 347-4230 629 6	Cell Services, Internet Provider			
			740 347-4424 878 5	Cell Services, Internet Provider			
AT&T LONG DISTANCE	OXFORD MINING COMPANY, LLC	208 SOUTH AKARD STREET DALLAS, TX 75202	91883328-00001	Long Distance Provider	\$2,037	\$1,019	
AT&T MOBILITY	SAN JUAN COAL COMPANY; TEXAS WESTMORELAND	GLENRIDGE HIGHLANDS TWO 5565 GLENRIDGE CONNECTOR ATLANTA, GA 30342	265016708337	Phone Service	\$471	\$235	
			287269810208	Phone Service			
			28725990321	Phone Service			
BELLAIRE WATER DEPT.	OXFORD MINING COMPANY, LLC	3197 BELMONT STREET BELLAIRE, OH 43906	00740510	Water, Sewage, Garbage	\$170	\$85	
BURR OAK REGIONAL WATER DIST.	BUCKINGHAM COAL COMPANY	23554 JENKINS DAM ROAD GLOUSTER, OH 45732	Meter #7A - ST RT 13 Trimble Twp	Water	\$2,602	\$1,301	
			Meter #7 - ST RT 13 Trimble Twp	Water			
			ST RT 13 Monroe Twp Big Meter	Water			
			ST RT 13 Monroe Twp Little Meter	Water			

Utility Services List

Utility Company	Debtor	Address	Account Number(s) (if known)	Service(s)	Average Monthly Spend	Proposed Adequate Assurance	Deposit Amount
CENTURYLINK	BUCKINGHAM COAL COMPANY; WESTMORELAND COAL COMPANY; WESTMORELAND PARTNERS; WESTMORELAND RESOURCES, INC.	100 CENTURYTEL DRIVE MONROE, LA 71203	302119543	Internet, Phone Service	\$2,110	\$1,055	
			83942074	Internet, Phone Service			
CENTURYLINK	WESTMORELAND KEMMERER, LLC	100 CENTURYTEL DRIVE MONROE, LA 71203	86510897	Internet, Phone Service	\$4,470	\$2,235	
			307-877-5651 822B	Internet, Phone Service			
			307-877-9089 547B	Internet, Phone Service			
			307-877-9431 337B	Internet, Phone Service			
			307-877-3144 295B	Internet, Phone Service			
			307-877-3717 501B	Internet, Phone Service			
			307-877-2278 008B	Internet, Phone Service			
			307-828-2200 836B	Internet, Phone Service			
			307-877-3574 446R	Internet, Phone Service			
			P-307-877-0087 150M	Internet, Phone Service			
CENTURYLINK BUSINESS SERVICES	WESTERN ENERGY COMPANY; WESTMORELAND COAL COMPANY	100 CENTURYTEL DRIVE MONROE, LA 71203	87500512	Internet, Phone Service	\$15,459	\$7,729	
			81321802	Internet, Phone Service			
			83942074	Internet, Phone Service			
			86510899	Internet, Phone Service			
CITY OF BEULAH	DAKOTA WESTMORELAND	120 CENTRAL AVENUE NORTH BEULAH, ND 58523	1180-00	Utilities	\$533	\$267	
CITY OF COLSTRIP	WESTERN ENERGY COMPANY	12 CHERRY STREET COLSTRIP, MT 59323	0543-00	Utilities	\$3,269	\$1,634	
			1063-00	Utilities			
			1010-00	Utilities			
			1064-00	Utilities			
			1221-00	Utilities			
CITY OF FARMINGTON	SAN JUAN COAL COMPANY	101 N BROWNING PARKWAY FARMINGTON, NM 87401	202761-120512	Utilities	\$7	\$4	
CITY OF HAZEN	DAKOTA WESTMORELAND	146 MAIN STREET EAST HAZEN, ND 58545	1038-00	Utilities	\$41	\$21	
CITY OF KEMMERER	WESTMORELAND KEMMERER, LLC	220 WYOMING HIGHWAY 233 KEMMERER, WY 83101	72.2190.1	Water	\$1,533	\$766	
			90.0293.1	Water			
			90.0288.2	Water			
			90.0292.2	Water			
			90.0294.1	Water			
			90.0295.1	Water			
CLEARFLY COMMUNICATIONS	WESTMORELAND COAL COMPANY	450 TOWNSEND ST FLOOR 1M RM 100 SAN FRANCISCO, CA 94107-1510	SBN102485	Internet, Phone Service	\$213	\$107	
COLUMBIA GAS	OXFORD MINING COMPANY, LLC	C/O CSC-LAWYERS INCORPORATING SERVICE 50 WEST BROAD STREET SUITE 1800 COLUMBUS, OH 43215	14786917 001 000 8	Natural Gas	\$416	\$208	
COLUMBIA GAS OF OHIO	BUCKINGHAM COAL COMPANY	C/O CSC-LAWYERS INCORPORATING SERVICE 50 WEST BROAD STREET SUITE 1800 COLUMBUS, OH 43215	14334259 001 000 0	Natural Gas	\$93	\$47	
COMCAST CABLE	WESTMORELAND COAL COMPANY	ONE COMCAST CENTER PHILADELPHIA, PA 19103-2838	939010493	TV	\$1,322	\$661	
COSHOCTON WATER DEPT.	OXFORD MINING COMPANY, LLC	760 CHESTNUT ST COSHOCTON, OH 43812-1280	F28-28030-01	Sewer, Water	\$47	\$24	
DIRECTV	BUCKINGHAM COAL COMPANY; WESTMORELAND COAL COMPANY	2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245	064868784	TV	\$468	\$234	
			032313572	TV			
			046848518	TV			
DISH NETWORK	TEXAS WESTMORELAND	9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112	8255 7070 8275 4586	TV	\$29	\$15	
DOMINION EAST OF OHIO	OXFORD MINING COMPANY, LLC	120 TREGAR STREET RICHMOND, VA 23219	1 5000 1413 4523	Natural Gas	\$98	\$49	
EASTERN OHIO REGION WASTEWATER	OXFORD MINING COMPANY, LLC	6000 GUERNSEY ST. BELLAIRE, OH 43906	100-04270-00	Sewer	\$29	\$14	
FASTTRACK COMMUNICATIONS	SAN JUAN COAL COMPANY	779 TECH CENTER DR. STE. 200 DURANGO, CO 81301	00000-10362	Internet	\$3,718	\$1,859	
FORAKER GAS COMPANY, INC	OXFORD MINING COMPANY, LLC	420 S STATE ST NEW LEXINGTON, OH 43764	1122 160	Gas	\$8	\$4	
FRONTIER COMMUNICATIONS	OXFORD MINING COMPANY, LLC	3 HIGH RIDGE PARK STAMFORD, CT 06905-1390	330-878-5120-040503-5	Phone Service	\$2,388	\$1,194	
			330-339-4546-040503-5	Phone Service			
			740-942-8287-092711-5	Phone Service			
			740-942-4393-100705-5	Phone Service			
			740-942-4272-122409-5	Phone Service			
FRONTIER POWER CO.	OXFORD MINING COMPANY, LLC	770 S.2ND. ST. COSHOCTON, OH 43812	484401	Electric	\$5,549	\$2,774	
			672701	Electric			
			673601	Electric			
			673801	Electric			
			673901	Electric			
GRANITE TELECOMMUNICATIONS LLC	WESTMORELAND KEMMERER, LLC	100 NEWPORT AVENUE EXTENSION QUINCY, MA 02171	02971623	Phone Service	\$53	\$27	
GUERNSEY MUSKINGUM ELECTRIC CO	OXFORD MINING COMPANY, LLC	17 S. LIBERTY ST NEW CONCORD, OH 43762	5502962000	Electric	\$234	\$117	
			6006614200	Electric			
KIMBLE RECYCLING & DISPOSAL	OXFORD MINING COMPANY, LLC	3596 STATE ROUTE 39 NW DOVER, OH 44622	PIT #505205	Recycling	\$2,088	\$1,044	
			PIT #505204	Recycling			

Utility Services List

Utility Company	Debtor	Address	Account Number(s) (if known)	Service(s)	Average Monthly Spend	Proposed Adequate Assurance	Deposit Amount
KIMBLE RECYCLING & DISPOSAL (CONT.)			PIT #505226	Recycling			
			PIT #505210	Recycling			
			PIT #505298	Recycling			
			PIT #505200	Recycling			
			PIT #505212	Recycling			
			PIT #505218	Recycling			
			PIT #505209	Recycling			
			PIT #505297	Recycling			
			PIT #505296	Recycling			
			PIT #505217	Recycling			
			PIT #505215	Recycling			
			PIT #505220	Recycling			
KY UTILITIES CO ATTN REMITTANCE	OXFORD MINING - KENTUCKY, LLC; OXFORD MINING COMPANY, LLC	827 HAUSMAN ROAD ALLENTOWN, PA 18104-9392	3000-1437-2357	Utilities	\$1,345	\$672	
			3000-1435-9123	Utilities			
			3000-1438-5441	Utilities			
			3000-1437-5657	Utilities			
			3000-1438-0426	Utilities			
			3000-1437-5715	Utilities			
			3000-1437-5681	Utilities			
LEVEL 3 COMMUNICATIONS	WESTMORELAND COAL COMPANY	1025 ELDORADO BLVD BROOMFIELD, CO 80021	336661 8	Phone Service	\$4,637	\$2,318	
MADISON ENERGY COOPERATIVE	OXFORD MINING COMPANY, LLC	4100 HOLIDAY ST NW SUITE 201 CANTON OHIO 44718	0904-00689-001	Natural Gas	\$14	\$7	
MCI	WESTMORELAND SAVAGE	90 MERRICK AVENUE EAST MEADVOY, NY 11554	8691744946	Phone Service	\$60	\$30	
MID-RIVERS COMMUNICATIONS	WESTMORELAND SAVAGE	904 C AVENUE CIRCLE MT 59215-0280	4751600	Internet, Phone Service	\$937	\$468	
			5691700	Internet, Phone Service			
MID-YELLOWSTONE ELECTRIC CO-OP	WESTERN ENERGY COMPANY	203 ELLIOTT AVENUE HYSHAM, MT 59038	93210	Electric	\$73	\$36	
MID-YELLOWSTONE ELECTRIC COOPE	WESTMORELAND RESOURCES, INC.	203 ELLIOTT AVENUE HYSHAM, MT 59038	93220	Electric	\$1,914	\$957	
MILES CITY SANITATION	WESTERN ENERGY COMPANY	371 INTERSTATE 94 BUSINESS LOOP MILES CITY , MT 59301	3000043	Trash Services	\$5,711	\$2,856	
			2006708	Trash Services			
MILLER'S GARBAGE SERVICE INC.	WESTMORELAND SAVAGE	10606 COUNTY ROAD 342 SAVAGE, MT 59262		Waste Services	\$83	\$41	
MONTANA DAKOTA UTILITIES	DAKOTA WESTMORELAND	A DIVISION OF MDU RESOURCES GROUP, INC. 1200 WEST CENTURY AVENUE BISMARCK, NORTH DAKOTA 58506-5650	BIS6550511349	Electric	\$81	\$41	
			BIS MDUG-20170106-00558	Electric			
			BIS 655051101	Electric			
			BIS MDUG-20161227-01337	Electric			
MONTANA DAKOTA UTILITIES CO.	WESTMORELAND SAVAGE	A DIVISION OF MDU RESOURCES GROUP, INC. 1200 WEST CENTURY AVENUE BISMARCK, NORTH DAKOTA 58506-5650	431 803 10005	Electric	\$14,587	\$7,293	
MONTANA-DAKOTA UTILITIES CO.	DAKOTA WESTMORELAND	A DIVISION OF MDU RESOURCES GROUP, INC. 1200 WEST CENTURY AVENUE BISMARCK, NORTH DAKOTA 58506-5650	855 051 10008	Electric	\$95,424	\$47,712	
			065 051 10004	Electric			
			655 051 10000	Electric			
			955 051 10007	Electric			
			755 051 10009	Electric			
MUHLENBERG CO WATER DISTRICT	OXFORD MINING - KENTUCKY, LLC; OXFORD MINING COMPANY, LLC	301 DEAN ROAD GREENVILLE, KY 42345	0001-02260-001	Water Services	\$68	\$34	
			0011-00050-002	Water Services			
MUSKINGUM COUNTY UTILITIES	OXFORD MINING COMPANY, LLC	375 RICHARDS RD ZEMESVILLE, OH 43701-6605	201-01390-01	Sewer, Water	\$235	\$117	
NAVASOTA VALLEY ELECTRIC-ELEC.	TEXAS WESTMORELAND	2281 E. US HWY FRANKLIN, TX 77856	5973-001	Electric	\$67,107	\$33,553	
NORTHWESTERN ENERGY	WESTERN ENERGY COMPANY; WESTMORELAND RESOURCES, INC.	40 E. BROADWAY ST. BUTTE, MT 59707-0001	0100592-5	Electric	\$603,566	\$301,783	
			0298159-5	Electric			
			1637552-9	Electric			
			1676782-4	Electric			
			1839347-0	Electric			
			0634559-9	Electric			
			0642650-6	Electric			
			0642651-4	Electric			
			1366343-0	Electric			
			0298164-5	Electric			
			0604143-8	Electric			
			0619356-9	Electric			
			0298134-8	Electric			
			0298135-5	Electric			

Utility Services List

Utility Company	Debtor	Address	Account Number(s) (if known)	Service(s)	Average Monthly Spend	Proposed Adequate Assurance	Deposit Amount
NORTHWESTERN ENERGY (CONT.)			1852648-3	Electric			
			2139191-7	Electric			
			0100726-9	Electric			
PUBLIC SERVICE COMPANY OF NEW MEXICO	SAN JUAN COAL COMPANY	414 SILVER AVE. SW ALBUQUERQUE, NM 87102	032334001-0382209-9	Electric	\$329,345	\$164,672	
			032333900-0382208-4	Electric			
			032336000-0382224-0	Electric			
			032334001-1272577-5	Electric			
			115845312-1335251-9	Electric			
QUESTAR GAS	WESTMORELAND KEMMERER, LLC	925 WHITE OAKS BLVD BRIDGEPORT, WV 26330	2297860000	Natural Gas	\$10,446	\$5,223	
			8141120192	Natural Gas			
QWEST	WESTERN ENERGY COMPANY	100 CENTURYTEL DRIVE MONROE, LA 71203	406-728-2026 802B	Phone Service	\$258	\$129	
			406-748-3567 265B	Phone Service			
			406-748-3566 259B	Phone Service			
			406-748-5363 253B	Phone Service			
RANGE TELEPHONE COOPERATIVE	WESTERN ENERGY COMPANY; WESTMORELAND RESOURCES, INC.	100 THROCKMORTON STREET SUITE 1200 FORT WORTH, TX 76102	8789	Phone Service	\$4,840	\$2,420	
			95030	Phone Service			
			7789	Phone Service			
REPUBLIC SERVICES	WESTMORELAND RESOURCES, INC.	ATTN: REPUBLIC SERVICES TRANSCENTRA-LOUISVILLE 6716 GRADE LN. BLDG., SUITE 910 LOUISVILLE, KY 40213	3-0892-3560190	Trash and Waste Removal	\$2,079	\$1,040	
REPUBLIC SERVICES #7	OXFORD MINING - KENTUCKY, LLC; OXFORD MINING COMPANY, LLC	ATTN: REPUBLIC SERVICES TRANSCENTRA-LOUISVILLE 6716 GRADE LN. BLDG., SUITE 910 LOUISVILLE, KY 40213	3-0757-1012581	Trash and Waste Removal	\$43	\$22	
RESERVATION TELEPHONE COOPERATIVE	DAKOTA WESTMORELAND	24 MAIN ST. N. PARSHALL, ND 58770	1873000	Long Distance Provider	\$147	\$73	
ROCKY MOUNTAIN POWER	HAYSTACK COAL COMPANY; WESTMORELAND COAL COMPANY	825 N.E. MULTNOMAH STREET PORTLAND, OR 97232	16164384-001 0	Electric	\$5,596	\$2,798	
ROCKY MOUNTAIN POWER	WESTMORELAND KEMMERER, LLC	825 N.E. MULTNOMAH STREET PORTLAND, OR 97232	69498633-001 7	Electric	\$108,946	\$0	\$189,153
ROUGH RIDER ELECTRIC COOP INC	DAKOTA WESTMORELAND	800 HIGHWAY DR HAZEN, ND 58545-4701	3805001	Electric	\$289	\$145	
			3805002	Electric			
			3805004	Electric			
			3805005	Electric			
			3805006	Electric			
			3805007	Electric			
SAFETY KLEEN CORP.	OXFORD MINING COMPANY, LLC	2600 NORTH CENTRAL EXPRESSWAY STE 400 RICHARDSON, TX 75080	OX06694	Waste Disposal	\$161	\$80	
SAFETY KLEEN CORPORATION	WESTMORELAND KEMMERER, LLC	2600 NORTH CENTRAL EXPRESSWAY STE 400 RICHARDSON, TX 75080	WE29759	Waste Disposal	\$1,401	\$701	
SAFETY KLEEN SYSTEMS, INC.	SAN JUAN COAL COMPANY	2600 NORTH CENTRAL EXPRESSWAY STE 400 RICHARDSON, TX 75080	SA35455	Waste Disposal	\$2,153	\$1,076	
			BH04652	Waste Disposal			
			656319	Waste Disposal			
SAFETY-KLEEN SYSTEMS, INC.	WESTERN ENERGY COMPANY; WESTMORELAND RESOURCES, INC.; WESTMORELAND SAVAGE	2600 NORTH CENTRAL EXPRESSWAY STE 400 RICHARDSON, TX 75080	WE23779	Waste Disposal	\$3,336	\$1,668	
			WE22905	Waste Disposal			
			WE20318	Waste Disposal			
SAFETY-KLEEN SYSTEMS, INC.	DAKOTA WESTMORELAND	2600 NORTH CENTRAL EXPRESSWAY STE 400 RICHARDSON, TX 75080	DA20719	Waste Disposal	\$244.01	\$122	
SAFETY-KLEEN SYSTEMS, INC.	Texas Westmoreland Coal Company	2600 NORTH CENTRAL EXPRESSWAY STE 400 RICHARDSON, TX 75080	TE23236	Waste Disposal	\$2,564	\$1,282	
			TE23398	Waste Disposal			
SO PERRY COUNTY WATER DISTRICT	BUCKINGHAM COAL COMPANY	115 SCHOOL AVE CORNING, OH 43730	1012380000	Water	\$35	\$17	
SOUTH CENTRAL POWER CO.	OXFORD MINING COMPANY, LLC	2780 COONPATH RD. NE LANCASTER, OH 43130-9343	09-815-103-001-000-1	Electric	\$15,722	\$7,861	
			09-814-143-001-000-5	Electric			
			09-811-332-003-002-3	Electric			
			09-823-404-002-000-8	Electric			
			000787597-26767-3	Electric			
SPECTRUM BUSINESS	WESTMORELAND COAL COMPANY	ONE BAYPORT WAY SUITE 300 NEWPORT NEWS, VA 23606	8313 20 001 1891224	Internet, Phone Service	\$586	\$293	
			8313 20 001 1287662	Internet, Phone Service			
SUBURBAN PROPANE	SAN JUAN COAL COMPANY	240 ROUTE 10 WEST P.O. BOX 206 WHIPPANY, NJ 07981-0206	7882-004292	Propane	\$19,502	\$9,751	
			7882-004309	Propane			
			7882-004317	Propane			
			7882-004416	Propane			
TCT	WESTERN ENERGY COMPANY	405 S. 4TH ST BASIN, WY 82410-0310	00034440-3	Internet	\$50	\$25	
THE ENERGY COOPERATIVE	OXFORD MINING COMPANY, LLC	1500 GRANVILLE RD. NEWARK, OH 43058-4970	9914862800	Natural Gas	\$952	\$476	
TIME WARNER CABLE	OXFORD MINING COMPANY, LLC	60 COLUMBUS CIRCLE NEW YORK, NY 10023	10202-718007501-8001	Internet	\$3,668	\$1,834	
			10202-730756301-1001	Internet			

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Utility Company	Debtor	Address	Account Number(s) (if known)	Service(s)	Average Monthly Spend	Proposed Adequate Assurance	Deposit Amount
TIME WARNER CABLE-NORTHEAST	OXFORD MINING COMPANY, LLC	60 COLUMBUS CIRCLE NEW YORK, NY 10023	01026-321937801-4001	Internet	\$2,625	\$1,313	
TONGUE RIVER ELECTRIC COOP	WESTERN ENERGY COMPANY	2435 US-212 ASHLAND, MT 59003	8333500	Electric	\$664	\$332	
TOUCHTONE COMMUNICATIONS	TEXAS WESTMORELAND	16 S JEFFERSON RD WHIPPANY, NJ 07981	9036265485	Phone Service	\$462	\$231	
UNION TELEPHONE COMPANY	WESTMORELAND KEMMERER, LLC	850 WY-414 FORT BRIDGER, WY 82933	70067217	Wireless Service	\$473	\$237	
VERIZON WIRELESS	WESTERN ENERGY COMPANY	140 WEST STREET NEW YORK, NY 10007	470218376-00001	Wireless Phones	\$1,074	\$537	
VERIZON WIRELESS	OXFORD MINING COMPANY, LLC	140 WEST STREET NEW YORK, NY 10007	881042948-00001	Cell Services	\$1,348	\$674	
			881042948-00003	Cell Services			
VERIZON WIRELESS	WESTMORELAND COAL COMPANY	140 WEST STREET NEW YORK, NY 10007	870735607-00001	Cell Services	\$8,946	\$4,473	
			542169364-00001	Cell Services			
VERIZON WIRELESS	BUCKINGHAM COAL COMPANY; WESTERN ENERGY COMPANY; WESTMORELAND COAL COMPANY; WESTMORELAND PARTNERS	140 WEST STREET NEW YORK, NY 10007	542169364-00001	Internet	\$1,120	\$560	
WASTE MANAGEMENT OF NEW MEXICO	SAN JUAN COAL COMPANY	1001 FANNIN ST. SUITE 4000 HOUSTON, TX 77002	17-99367-03003; 18-09674-13006; 19-53450-83007; 19-53458-43008; 19-53466-43008; 19-53467-93006; 19-53476-73009; 19-53477-23009; 19-53483-23001; 19-53484-03004; 19-53491-63002; 19-53673-13003; 16-46638-83002;	Waste Disposal	\$6,119	\$3,059	
			16-46275-33001; 16-46562-93000; 17-38485-13006; 18-33854-23006;	Waste Disposal			
			17-28117-23001	Waste Disposal			
WASTE MANAGEMENT OF OHIO, INC.	OXFORD MINING COMPANY, LLC	1635 RIVER VALLEY CIRCLE LANCASTER, OH 43130-1465	19-19642-53003	Waste Management	\$10,353	\$5,177	
WEST RIVER TELECOMMUNICATIONS	DAKOTA WESTMORELAND	101 MAIN ST. W HAZEN, ND 58545	1336600	Phone Service	\$977	\$489	
			1442500	Phone Service			
WINDSTREAM COMMUNICATIONS	OXFORD MINING COMPANY, LLC	4001 RODNEY PARHAM ROAD LITTLE ROCK, AR, 72212-2442	740-782-1189	Phone Service	\$97	\$49	
WYOMING WASTE SYSTEMS	WESTMORELAND KEMMERER, LLC	730 S BROADWAY RIVERTON, WY 82501	3023-1057045	Trash Services	\$2,844	\$1,422	
WYOMING WATER DEVELOPMENT COMM	WESTMORELAND KEMMERER, LLC	6920 YELLOWTAIL RD. CHEYENNE, WY 82002	7228666	Water	\$776	\$388	