

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

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In re:	)	Chapter 11
	)	
WESTMORELAND TEXAS JEWETT COAL	)	Case No. 18-35671 (___)
COMPANY,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 82-4820211	)	
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In re:	)	Chapter 11
	)	
WESTMORELAND COAL COMPANY,	)	Case No. 18-35672 (___)
	)	
Debtor.	)	
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Tax I.D. No. 23-1128670	)	
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In re:	)	Chapter 11
	)	
ABSALOKA COAL, LLC,	)	Case No. 18-35673 (___)
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Debtor.	)	
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Tax I.D. No. 26-2703770	)	
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In re:	)	Chapter 11
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BASIN RESOURCES, INC.,	)	Case No. 18-35674 (___)
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Debtor.	)	
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Tax I.D. No. 71-1959458	)	
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In re:	)	Chapter 11
	)	
BUCKINGHAM COAL COMPANY, LLC,	)	Case No. 18-35675 (___)
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Debtor.	)	
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Tax I.D. No. 31-1425315	)	
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In re:	)	Chapter 11
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DAKOTA WESTMORELAND	)	Case No. 18-35676 (___)
CORPORATION,	)	
	)	
Debtor.	)	
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<u>Tax I.D. No. 84-1575177</u>	)	
	)	
In re:	)	Chapter 11
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DARON COAL COMPANY, LLC,	)	Case No. 18-35677 (___)
	)	
Debtor.	)	
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<u>Tax I.D. No. 34-1437835</u>	)	
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In re:	)	Chapter 11
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HARRISON RESOURCES, LLC,	)	Case No. 18-35678 (___)
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Debtor.	)	
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<u>Tax I.D. No. 57-1234445</u>	)	
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In re:	)	Chapter 11
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HAYSTACK COAL COMPANY,	)	Case No. 18-35679 (___)
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Debtor.	)	
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<u>Tax I.D. No. 27-1304565</u>	)	
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In re:	)	Chapter 11
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OXFORD CONESVILLE, LLC,	)	Case No. 18-35680 (___)
	)	
Debtor.	)	
	)	
<u>Tax I.D. No. 46-2137171</u>	)	

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In re:	)	Chapter 11
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OXFORD MINING COMPANY -	)	Case No. 18-35681 (___)
KENTUCKY, LLC,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 27-0990926	)	
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In re:	)	Chapter 11
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OXFORD MINING COMPANY, LLC,	)	Case No. 18-35682 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 31-1136257	)	
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In re:	)	Chapter 11
	)	
SAN JUAN COAL COMPANY,	)	Case No. 18-35684 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 94-2557286	)	
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In re:	)	Chapter 11
	)	
SAN JUAN TRANSPORTATION	)	Case No. 18-35683 (___)
COMPANY,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 94-2785883	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
TEXAS WESTMORELAND COAL	)	Case No. 18-35685 (___)
COMPANY,	)	
	)	
Debtor.	)	
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Tax I.D. No. 81-0331383	)	
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In re:	)	Chapter 11
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WCC LAND HOLDING COMPANY, INC.,	)	Case No. 18-35686 (___)
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Debtor.	)	
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Tax I.D. No. 27-3965489	)	
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In re:	)	Chapter 11
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WEI-ROANOKE VALLEY, INC.,	)	Case No. 18-35687 (___)
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Debtor.	)	
	)	
Tax I.D. No. 23-2544944	)	
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In re:	)	Chapter 11
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WESTERN ENERGY COMPANY,	)	Case No. 18-35688 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 81-0299780	)	
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In re:	)	Chapter 11
	)	
WESTMORELAND COAL COMPANY	)	Case No. 18-35689 (___)
ASSET CORP.,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 82-4664691	)	
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In re:	)	Chapter 11
	)	
WESTMORELAND COAL SALES	)	Case No. 18-35690 (___)
COMPANY, INC.,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 23-1701997	)	
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In re:	)	Chapter 11
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WESTMORELAND ENERGY SERVICES	)	Case No. 18-35691 (___)
NEW YORK, INC.,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 61-1871207	)	
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In re:	)	Chapter 11
	)	
WESTMORELAND ENERGY SERVICES,	)	Case No. 18-35693 (___)
INC.,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 46-3426792	)	
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In re:	)	Chapter 11
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WESTMORELAND ENERGY, LLC,	)	Case No. 18-35694 (___)
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Debtor.	)	
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Tax I.D. No. 61-1409081	)	
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In re:	)	Chapter 11
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WESTMORELAND KEMMERER FEE	)	Case No. 18-35695 (___)
COAL HOLDINGS, LLC,	)	
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Debtor.	)	
	)	
Tax I.D. No. 47-2887746	)	
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In re:	)	Chapter 11
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WESTMORELAND KEMMERER, LLC,	)	Case No. 18-35696 (___)
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Debtor.	)	
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Tax I.D. No. 27-2103673	)	
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In re:	)	Chapter 11
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WESTMORELAND MINING LLC,	)	Case No. 18-35697 (___)
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Debtor.	)	
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Tax I.D. No. 84-1575176	)	
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In re:	)	Chapter 11
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WESTMORELAND NORTH CAROLINA	)	Case No. 18-35698 (___)
POWER, LLC,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 20-5102494	)	
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In re:	)	Chapter 11
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WESTMORELAND PARTNERS,	)	Case No. 18-35700 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 33-0487790	)	
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In re:	)	Chapter 11
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WESTMORELAND POWER, INC.,	)	Case No. 18-35701 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 84-1579965	)	
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In re:	)	Chapter 11
	)	
WESTMORELAND RESOURCE	)	Case No. 18-35702 (___)
PARTNERS, LP,	)	
	)	
Debtor.	)	
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Tax I.D. No. 77-0695453	)	
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In re:	)	Chapter 11
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WESTMORELAND RESOURCES GP, LLC,	)	Case No. 18-35703 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 77-069545	)	
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In re:	)	Chapter 11
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WESTMORELAND RESOURCES, INC.,	)	Case No. 18-35704 (___)
	)	
Debtor.	)	
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Tax I.D. No. 81-0364990	)	
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In re:	)	Chapter 11
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WESTMORELAND SAN JUAN	)	Case No. 18-35705 (___)
HOLDINGS, INC.,	)	
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Debtor.	)	
	)	
Tax I.D. No. 47-5409429	)	
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In re:	)	Chapter 11
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WESTMORELAND SAN JUAN, LLC,	)	Case No. 18-35706 (___)
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Debtor.	)	
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Tax I.D. No. 36-4827091	)	
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In re:	)	Chapter 11
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WESTMORELAND SAVAGE	)	Case No. 18-35707 (___)
CORPORATION,	)	
	)	
Debtor.	)	
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Tax I.D. No. 84-1575204	)	
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In re:	)	Chapter 11
	)	
WESTMORELAND-ROANOKE VALLEY,	)	Case No. 18-35708 (___)
LP,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 23-2609738	)	
In re:	)	Chapter 11
	)	
WRI PARTNERS, INC.,	)	Case No. 18-35709 (___)
	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 26-2703697	)	

**DEBTORS' EMERGENCY MOTION  
FOR ENTRY OF AN ORDER DIRECTING  
JOINT ADMINISTRATION OF CHAPTER 11 CASES**

**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.**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”)<sup>1</sup> respectfully state the following in support of this motion (this “Motion”).

<sup>1</sup> 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”).



**Relief Requested**

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), directing procedural consolidation and joint administration of these chapter 11 cases. The Debtors request that one file and one docket be maintained for all of the jointly-administered cases under the case of Westmoreland Coal Company and that the cases be administered under a consolidated caption, as follows:

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

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

<sup>1</sup> 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](http://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. The Debtors further request that this Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors, other than Westmoreland Coal Company, to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing

The terms “WLB Debtors” and “WMLP Debtors” shall have the meanings ascribed to them in the First Day Declaration.

joint administration for procedural purposes only of the chapter 11 cases of: Westmoreland Texas Jewett Coal Company, Case No. 18-35671; Westmoreland Coal Company, Case No. 18-35672; Absaloka Coal, LLC, Case No. 18-35673; Basin Resources, Inc., Case No. 18-35674; Buckingham Coal Company, LLC, Case No. 18-35675; Dakota Westmoreland Corp., Case No. 18-35676; Daron Coal Company, LLC, Case No. 18-35677; Harrison Resources, LLC, Case No. 18-35678; Haystack Coal Company, Case No. 18-35679; Oxford Conesville, LLC, Case No. 18-35680; Oxford Mining Company - Kentucky, LLC, Case No. 18-35681; Oxford Mining Company, LLC, Case No. 18-35682; San Juan Coal Company, Case No. 18-35684; San Juan Transportation Company, Case No. 18-35683; Texas Westmoreland Coal Company, Case No. 18-35685; WCC Land Holding Company, Inc., Case No. 18-35686; WEI-Roanoke Valley, Inc., Case No. 18-35687; Western Energy Company, Case No. 18-35688; Westmoreland Coal Company Asset Corp., Case No. 18-35689; Westmoreland Coal Sales Company, Inc., Case No. 18-35690; Westmoreland Energy Services New York, Inc., Case No. 18-35691; Westmoreland Energy Services, Inc., Case No. 18-35963; Westmoreland Energy, LLC, Case No. 18-35694; Westmoreland Kemmerer Fee Coal Holdings, LLC, Case No. 18-35695; Westmoreland Kemmerer, LLC, Case No. 18-35696; Westmoreland Mining LLC, Case No. 18-35697; Westmoreland North Carolina Power, LLC, Case No. 18-35698; Westmoreland Partners, Case No. 18-35700; Westmoreland Power, Inc., Case No. 18-35701; Westmoreland Resource Partners, LP, Case No. 18-35702; Westmoreland Resources GP, LLC, Case No. 18-35703; Westmoreland Resources, Inc., Case No. 18-35704; Westmoreland San Juan Holdings, Inc., Case No. 18-35705; Westmoreland San Juan, LLC, Case No. 18-35706; Westmoreland Savage Corporation, Case No. 18-35707; Westmoreland-Roanoke Valley, LP, Case No. 18-35708; and WRI Partners, Inc., Case No. 18-35709. The docket in Case No. 18-35672 ( ) should be consulted for all matters affecting this case. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 18-35672 ( ).**

#### **Jurisdiction and Venue**

4. 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.

5. The bases for the relief requested herein are sections 105(a) and 342(c) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Bankruptcy Rule 1015(b), and rule 1015-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

### **Background**

6. 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.

7. 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.

**Basis for Relief**

8. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . (2) a partnership and one or more of its general partners, or (3) two or more general partners, or (4) a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The Debtor entities that commenced chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein. Bankruptcy Local Rule 1015-1 further provides for the joint administration of related chapter 11 cases.

9. Joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the Office of the United States Trustee for the Southern District of Texas and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

10. Moreover, joint administration will not adversely affect the Debtors’ respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors’ estates. Parties in interest will not be harmed by the relief requested, but instead will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

**Emergency Consideration**

11. 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.

**Notice**

12. 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; and (r) 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**

13. 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 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*

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Patricia B. Tomasco (Bar No. 01797600)  
Matthew D. Cavanaugh (Bar No. 24062656)  
Jennifer F. Wertz (Bar No. 24072822)  
**JACKSON WALKER L.L.P.**  
1401 McKinney Street, Suite 1900  
Houston, Texas 77010  
Telephone: (713) 752-4200  
Facsimile: (713) 752-4221  
Email: ptomasco@jw.com  
mcavanaugh@jw.com  
jwertz@jw.com

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

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Michael B. Slade (Bar No. 24013521)  
Gregory F. Pesce (*pro hac vice* admission pending)  
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**KIRKLAND & ELLIS INTERNATIONAL LLP**  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: james.sprayregen@kirkland.com  
michael.slade@kirkland.com  
gregory.pesce@kirkland.com

-and-

Edward O. Sassower, P.C.  
Stephen E. Hessler, P.C. (*pro hac vice* admission pending)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
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New York, New York 10022  
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-and-

Anna G. Rotman, P.C. (TX Bar No. 24046761)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
609 Main Street  
Houston, Texas 77002  
Telephone: (713) 836-3600  
Email: anna.rotman@kirkland.com

*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 Order**

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

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In re:	)	Chapter 11
	)	
WESTMORELAND TEXAS JEWETT COAL	)	Case No. 18-35671 (___)
COMPANY,	)	
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Debtor.	)	
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Tax I.D. No. 82-4820211	)	
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In re:	)	Chapter 11
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WESTMORELAND COAL COMPANY,	)	Case No. 18-35672 (___)
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Tax I.D. No. 23-1128670	)	
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In re:	)	Chapter 11
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ABSALOKA COAL, LLC,	)	Case No. 18-35673 (___)
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Debtor.	)	
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Debtor.	)	
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In re:	)	Chapter 11
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BUCKINGHAM COAL COMPANY, LLC,	)	Case No. 18-35675 (___)
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Debtor.	)	
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Tax I.D. No. 31-1425315	)	
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In re:	)	Chapter 11
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DAKOTA WESTMORELAND	)	Case No. 18-35676 (___)
CORPORATION,	)	
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Debtor.	)	
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<u>Tax I.D. No. 84-1575177</u>	)	
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In re:	)	Chapter 11
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HARRISON RESOURCES, LLC,	)	Case No. 18-35678 (___)
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In re:	)	Chapter 11
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HAYSTACK COAL COMPANY,	)	Case No. 18-35679 (___)
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In re:	)	Chapter 11
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OXFORD CONESVILLE, LLC,	)	Case No. 18-35680 (___)
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Debtor.	)	
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<u>Tax I.D. No. 46-2137171</u>	)	

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In re:	)	Chapter 11
	)	
OXFORD MINING COMPANY -	)	Case No. 18-35681 (___)
KENTUCKY, LLC,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 27-0990926	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
OXFORD MINING COMPANY, LLC,	)	Case No. 18-35682 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 31-1136257	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
SAN JUAN COAL COMPANY,	)	Case No. 18-35684 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 94-2557286	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
SAN JUAN TRANSPORTATION	)	Case No. 18-35683 (___)
COMPANY,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 94-2785883	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
TEXAS WESTMORELAND COAL	)	Case No. 18-35685 (___)
COMPANY,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 81-0331383	)	
<hr/>	)	

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In re:	)	Chapter 11
	)	
WCC LAND HOLDING COMPANY, INC.,	)	Case No. 18-35686 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 27-3965489	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WEI-ROANOKE VALLEY, INC.,	)	Case No. 18-35687 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 23-2544944	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTERN ENERGY COMPANY,	)	Case No. 18-35688 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 81-0299780	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND COAL COMPANY	)	Case No. 18-35689 (___)
ASSET CORP.,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 82-4664691	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND COAL SALES	)	Case No. 18-35690 (___)
COMPANY, INC.,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 23-1701997	)	
<hr/>	)	

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In re:	)	Chapter 11
	)	
WESTMORELAND ENERGY SERVICES	)	Case No. 18-35691 (___)
NEW YORK, INC.,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 61-1871207	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND ENERGY SERVICES,	)	Case No. 18-35693 (___)
INC.,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 46-3426792	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND ENERGY, LLC,	)	Case No. 18-35694 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 61-1409081	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND KEMMERER FEE	)	Case No. 18-35695 (___)
COAL HOLDINGS, LLC,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 47-2887746	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND KEMMERER, LLC,	)	Case No. 18-35696 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 27-2103673	)	
<hr/>	)	

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In re:	)	Chapter 11
	)	
WESTMORELAND MINING LLC,	)	Case No. 18-35697 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 84-1575176	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND NORTH CAROLINA	)	Case No. 18-35698 (___)
POWER, LLC,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 20-5102494	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND PARTNERS,	)	Case No. 18-35700 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 33-0487790	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND POWER, INC.,	)	Case No. 18-35701 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 84-1579965	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND RESOURCE	)	Case No. 18-35702 (___)
PARTNERS, LP,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 77-0695453	)	
<hr/>	)	

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In re:	)	Chapter 11
	)	
WESTMORELAND RESOURCES GP, LLC,	)	Case No. 18-35703 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 77-069545	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND RESOURCES, INC.,	)	Case No. 18-35704 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 81-0364990	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND SAN JUAN	)	Case No. 18-35705 (___)
HOLDINGS, INC.,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 47-5409429	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND SAN JUAN, LLC,	)	Case No. 18-35706 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 36-4827091	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
WESTMORELAND SAVAGE	)	Case No. 18-35707 (___)
CORPORATION,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 84-1575204	)	
<hr/>	)	



In re:	)	Chapter 11
	)	
WESTMORELAND-ROANOKE VALLEY,	)	Case No. 18-35708 (___)
LP,	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 23-2609738	)	
	)	
In re:	)	Chapter 11
	)	
WRI PARTNERS, INC.,	)	Case No. 18-35709 (___)
	)	
Debtor.	)	
	)	
Tax I.D. No. 26-2703697	)	

**ORDER DIRECTING JOINT  
ADMINISTRATION OF CHAPTER 11 CASES**

Upon the motion (the “Motion”)<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, 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; 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

<sup>1</sup> 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.

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. The Motion is granted as set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 18-35672 (\_\_\_). Additionally, the following checked items are ordered:

- a.  One disclosure statement and plan of reorganization may be filed for all cases by any plan proponent.
  - b.  Parties may request joint hearings on matters pending in any of the jointly administered cases.
  - c.  Other: See below.
3. The caption of the jointly administered cases should read as follows:

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

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

<sup>1</sup> 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](http://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.

5. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

6. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors, other than Westmoreland Coal Company, to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration for procedural purposes only of the chapter 11 cases of: Westmoreland Texas Jewett Coal Company, Case No. 18-35671; Westmoreland Coal Company, Case No. 18-35672; Absaloka Coal, LLC, Case No. 18-35673; Basin Resources, Inc., Case No. 18-35674; Buckingham Coal Company, LLC, Case No. 18-35675; Dakota Westmoreland Corp., Case No. 18-35676; Daron Coal Company, LLC, Case No. 18-35677; Harrison Resources, LLC, Case No. 18-35678; Haystack Coal Company, Case No. 18-35679; Oxford Conesville, LLC, Case No. 18-35680; Oxford Mining Company - Kentucky, LLC, Case No. 18-35681; Oxford Mining Company, LLC, Case No. 18-35682; San Juan Coal Company, Case No. 18-35684; San Juan Transportation Company, Case No. 18-35683; Texas Westmoreland Coal Company, Case No. 18-35685; WCC Land Holding Company, Inc., Case No. 18-35686; WEI-Roanoke Valley, Inc., Case No. 18-35687;

Western Energy Company, Case No. 18-35688; Westmoreland Coal Company Asset Corp., Case No. 18-35689; Westmoreland Coal Sales Company, Inc., Case No. 18-35690; Westmoreland Energy Services New York, Inc., Case No. 18-35691; Westmoreland Energy Services, Inc., Case No. 18-35963; Westmoreland Energy, LLC, Case No. 18-35694; Westmoreland Kemmerer Fee Coal Holdings, LLC, Case No. 18-35695; Westmoreland Kemmerer, LLC, Case No. 18-35696; Westmoreland Mining LLC, Case No. 18-35697; Westmoreland North Carolina Power, LLC, Case No. 18-35698; Westmoreland Partners, Case No. 18-35700; Westmoreland Power, Inc., Case No. 18-35701; Westmoreland Resource Partners, LP, Case No. 18-35702; Westmoreland Resources GP, LLC, Case No. 18-35703; Westmoreland Resources, Inc., Case No. 18-35704; Westmoreland San Juan Holdings, Inc., Case No. 18-35705; Westmoreland San Juan, LLC, Case No. 18-35706; Westmoreland Savage Corporation, Case No. 18-35707; Westmoreland-Roanoke Valley, LP, Case No. 18-35708; and WRI Partners, Inc., Case No. 18-35709. The docket in Case No. 18-35672 ( ) should be consulted for all matters affecting this case. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 18-35672 ( ).**

7. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Southern District of Texas shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

8. The Debtors are authorized to file monthly operating reports on a consolidated basis, but shall track and break out income and disbursements on a debtor-by-debtor basis.

9. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an Order substantively consolidating their respective cases.

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

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

Dated: \_\_\_\_\_, 2018  
Houston, Texas

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE