

Exhibit 1

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

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

**[PROPOSED] ORDER AUTHORIZING (BUT NOT DIRECTING),
THE DEBTORS TO (A) REJECT CERTAIN COLLECTIVE
BARGAINING AGREEMENTS, (B) IMPLEMENT THE DEBTORS’
PROPOSAL, AND (C) MODIFY CERTAIN RETIREE BENEFITS**

Upon the *Debtors’ Motion Pursuant to 11 U.S.C. § 105, 1113 and 1114 for an Order Authorizing (But Not Directing) the Debtors to (A) Reject Certain Collective Bargaining Agreements; (B) Implement the Debtors’ Proposal; and (C) Modify Certain Retiree Benefits* (the “Motion”)¹; and the Court having jurisdiction to consider this Motion and the relief requested therein in accordance with 28 U.S.C. § 1334; and upon consideration of the Motion; and this being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the circumstances; and a hearing (the “Hearing”) having been held to consider the relief requested in the Motion and upon the record of the Hearing; and the Court further finding that:

- A. the Debtors made the Proposal requesting modifications of the Kemmerer CBA and the Beulah CBA, along with termination of the Retiree Benefits (including all of the Debtors’ obligations with respect to Coal Act);

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

- B. the Proposal was based on the most complete and reliable information available at the time;
- C. the Proposal provides for modifications of the Kemmerer CBA, the Beulah CBA the Debtors' obligations to make payments on account of Retiree Benefits and the freezing of the Debtors' defined benefit pension plans, all of which is necessary to permit the reorganization of the Debtors;
- D. the Proposal assures that all creditors, the Debtors and all parties affected are treated fairly and equitably;
- E. the Debtors provided relevant information as was necessary to evaluate the Proposal;
- F. the Debtors have conferred in good faith with respect to the Proposal;
- G. the Proposal has been rejected without good cause; and
- H. the balance of the equities favors rejection of the Kemmerer CBA and the Beulah CBA and termination of the Debtors' obligations to make payments on account of Retiree Benefits; and

the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest, and that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn with prejudice or overruled on the merits; and after due deliberation and sufficient cause appearing, therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is granted.
2. The Debtors are authorized, but not directed, to reject the Kemmerer CBA. Upon the Debtors' filing of a notice with this Court indicating that the Kemmerer CBA has been rejected, such Kemmerer CBA shall be deemed immediately rejected as of the date of such notice without any further action by or order of the Court.
3. The Debtors are authorized, but not directed, to reject the Beulah CBA. Upon the Debtors' filing of a notice with this Court indicating that the Beulah CBA has been rejected, such

Beulah CBA shall be deemed immediately rejected as of the date of such notice without any further action by or order of the Court.

4. Pursuant to section 1114(g) of the Bankruptcy Code, the Debtors are authorized, but not directed, to modify or terminate the Retiree Benefits (as described in the Motion), including by: (a) ceasing contributions to the group health and welfare and/or benefit plans described in the Motion, including individual employer plans pursuant to which the Debtors provide medical benefits to retirees of the Debtors, or any of their predecessors, current or prior affiliates, or controlled group companies, pursuant to the provisions of the Coal Act; (b) discontinuing remitting contributions or payments to the UMWA 1992 Benefit Plan; (c) discontinuing remitting contributions or payments to the UMWA Combined Benefit Fund and any other contributions or payments made by the Debtors pursuant to the Coal Act regardless of whether a claim under the Coal Act has arisen prior to the date hereof; and (e) modifying or terminating any other Retiree Benefits (as described in the Motion).

5. The terms of the Proposal are approved in their entirety. Upon rejection of the Kemmerer CBA or the Beulah CBA, the Debtors are authorized, but not directed, to take all actions necessary to implement the Proposal attached to the Motion as Exhibit 2 (or any portion thereof).

6. Upon rejection or termination of the Kemmerer CBA, the Debtors shall have no obligations with respect to, and shall not be held responsible for, any payments or obligations arising under or related to: (a) terms or conditions of the Kemmerer CBA (except, if so elected by the Debtors, the terms and conditions of the Kemmerer CBA as modified by the Proposal); (b) the Coal Act; and (c) paying for or administering benefits to the Debtors' retirees, their spouses and dependents related to the Kemmerer mine, regardless of which agreement or document contains such obligations.

7. Upon rejection or termination of the Beulah CBA, the Debtors shall have no obligations with respect to, and shall not be held responsible for, any payments or obligations arising under or related to: (a) terms or conditions of the Beulah CBA (except, if so elected by the Debtors, the terms and conditions of the Kemmerer CBA as modified by the Proposal); (b) the Coal Act; and (c) paying for or administering benefits to the Debtors' retirees, their spouses and dependents related to the Beulah mine, regardless of which agreement or document contains such obligations

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

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

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

Dated: _____, 2019
Houston, Texas

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE