

**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 (DRJ)
COMPANY,)	
)	
Debtor.)	
)	
Tax I.D. No. 82-4820211)	
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In re:)	Chapter 11
)	
WESTMORELAND COAL COMPANY,)	Case No. 18-35672 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 23-1128670)	
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In re:)	Chapter 11
)	
ABSALOKA COAL, LLC,)	Case No. 18-35673 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 26-2703770)	
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In re:)	Chapter 11
)	
BASIN RESOURCES, INC.,)	Case No. 18-35674 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 71-1959458)	
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In re:)	Chapter 11
)	
BUCKINGHAM COAL COMPANY, LLC,)	Case No. 18-35675 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 31-1425315)	
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In re:)	Chapter 11
)	
DAKOTA WESTMORELAND)	Case No. 18-35676 (DRJ)
CORPORATION,)	
)	
Debtor.)	
)	
Tax I.D. No. 84-1575177)	
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In re:)	Chapter 11
)	
HAYSTACK COAL COMPANY,)	Case No. 18-35679 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 27-1304565)	
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In re:)	Chapter 11
)	
SAN JUAN COAL COMPANY,)	Case No. 18-35684 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 94-2557286)	
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In re:)	Chapter 11
)	
SAN JUAN TRANSPORTATION)	Case No. 18-35683 (DRJ)
COMPANY,)	
)	
Debtor.)	
)	
Tax I.D. No. 94-2785883)	
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In re:)	Chapter 11
)	
TEXAS WESTMORELAND COAL)	Case No. 18-35685 (DRJ)
COMPANY,)	
)	
Debtor.)	
)	
Tax I.D. No. 81-0331383)	
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In re:)	Chapter 11
)	
WCC LAND HOLDING COMPANY, INC.,)	Case No. 18-35686 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 27-3965489)	
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In re:)	Chapter 11
)	
WEI-ROANOKE VALLEY, INC.,)	Case No. 18-35687 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 23-2544944)	
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In re:)	Chapter 11
)	
WESTMORELAND COAL COMPANY)	Case No. 18-35689 (DRJ)
ASSET CORP.,)	
)	
Debtor.)	
)	
Tax I.D. No. 82-4664691)	
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In re:)	Chapter 11
)	
WESTMORELAND COAL SALES)	Case No. 18-35690 (DRJ)
COMPANY, INC.,)	
)	
Debtor.)	
)	
Tax I.D. No. 23-1701997)	
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In re:)	Chapter 11
)	
WESTMORELAND ENERGY SERVICES)	Case No. 18-35691 (DRJ)
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 (DRJ)
INC.,)	
)	
Debtor.)	
)	
Tax I.D. No. 46-3426792)	
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In re:)	Chapter 11
)	
WESTMORELAND ENERGY, LLC,)	Case No. 18-35694 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 61-1409081)	
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In re:)	Chapter 11
)	
WESTMORELAND MINING LLC,)	Case No. 18-35697 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 84-1575176)	
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In re:)	Chapter 11
)	
WESTMORELAND NORTH CAROLINA)	Case No. 18-35698 (DRJ)
POWER, LLC,)	
)	
Debtor.)	
)	
Tax I.D. No. 20-5102494)	
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In re:)	Chapter 11
)	
WESTMORELAND PARTNERS,)	Case No. 18-35700 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 33-0487790)	
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In re:)	Chapter 11
)	
WESTMORELAND POWER, INC.,)	Case No. 18-35701 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 84-1579965)	
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In re:)	Chapter 11
)	
WESTMORELAND RESOURCES, INC.,)	Case No. 18-35704 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 81-0364990)	
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In re:)	Chapter 11
)	
WESTMORELAND SAN JUAN HOLDINGS, INC.,)	Case No. 18-35705 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 47-5409429)	
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In re:)	Chapter 11
)	
WESTMORELAND SAN JUAN, LLC,)	Case No. 18-35706 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 36-4827091)	
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In re:)	Chapter 11
WESTMORELAND SAVAGE CORPORATION,)	Case No. 18-35707 (DRJ)
Debtor.)	
Tax I.D. No. 84-1575204)	
In re:)	Chapter 11
WESTMORELAND-ROANOKE VALLEY, LP,)	Case No. 18-35708 (DRJ)
Debtor.)	
Tax I.D. No. 23-2609738)	
In re:)	Chapter 11
WRI PARTNERS, INC.,)	Case No. 18-35709 (DRJ)
Debtor.)	
Tax I.D. No. 26-2703697)	

**FINAL DECREE CLOSING
CERTAIN OF THE CHAPTER 11 CASES**

Upon the motion (the “Motion”) of Westmoreland Coal Company (“WLB”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “WLB Debtors”) for the entry of a final decree (this “Final Decree”) closing certain of the chapter 11 cases, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 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 WLB Debtors' estates, their creditors, and other parties in interest; and this Court having found that the WLB 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. The Motion is granted as set forth in this Final Decree.
2. The following Affiliate Cases are hereby closed, effective as of the Plan Effective Date; *provided* that this Court shall retain jurisdiction as provided in the Plan and the proposed Confirmation Order:

Debtor	Case No.
Absaloka Coal, LLC	18-35673
Basin Resources, Inc.	18-35674
Buckingham Coal Company, LLC	18-35675
Dakota Westmoreland Corporation	18-35676
Haystack Coal Company	18-35679
San Juan Coal Company	18-35684
San Juan Transportation Company	18-35683
Texas Westmoreland Coal Company	18-35685
WCC Land Holding Company, Inc.	18-35686
WEI-Roanoke Valley, Inc.	18-35687;
Western Energy Company	18-35688;
Westmoreland Coal Company Asset Corp.	18-35689;
Westmoreland Coal Sales Company, Inc.	18-35690;

Debtor	Case No.
Westmoreland Energy Services New York, Inc.	18-35691
Westmoreland Energy Services, Inc.	18-35693
Westmoreland Energy, LLC	18-35694
Westmoreland Mining LLC	18-35697
Westmoreland North Carolina Power LLC	18-35698
Westmoreland Partners	18-35700
Westmoreland Power, Inc.	18-35701
Westmoreland Resources Inc.	18-35704
Westmoreland San Juan Holdings, Inc.	18-35705
Westmoreland San Juan, LLC	18-35706
Westmoreland Savage Corporation	18-35707
Westmoreland Texas Jewett Coal Company	18-35671
Westmoreland-Roanoke Valley, LP	18-35708
WRI Partners, Inc.	18-35709

3. The Lead Case of Westmoreland Coal Company, Case No. 18-35672 shall remain open pending the entry of a final decree by this Court closing the Lead Case.

4. The Remaining Matters, whether or not they pertain to the Lead Case or Affiliate Cases, including any Claims Objections with respect to claims against the Affiliate Debtors, shall be filed, administered, and adjudicated in the Lead Case without the need to reopen the Affiliate Cases. Any failure of the the WLB Debtors, the Liquidating Trust, the Plan Administrator, the Purchaser, or any Entity authorized pursuant to the Plan, as applicable, to file an objection to any claim or interest in the Affiliate Cases on or prior to entry of this Final Decree shall not constitute allowance of the claim or interest and shall not result in such claim or interest being deemed Allowed (as defined in the Plan) against or in any WLB Debtor. Any objections to claims against or interests in the Affiliate Debtors may be filed, administered, and adjudicated in the Lead Case.

5. Entry of this Final Decree is without prejudice to (a) the rights of the WLB Debtors or any party in interest to seek to reopen any of these Affiliate Cases for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the rights of the WLB Debtors, the Liquidating Trust, the Plan Administrator, the Purchaser, or any Entity authorized pursuant to the Plan, as applicable, to dispute, in the Court or any applicable non-bankruptcy forum, any claims that were filed against the WLB Debtors in these chapter 11 cases as contemplated by the Plan and the proposed Confirmation Order. Notwithstanding anything to the contrary contained in the Plan, any failure of the WLB Debtors, the Liquidating Trust, the Plan Administrator, the Purchaser, or any Entity authorized pursuant to the Plan, as applicable, to file an objection to any claim in these chapter 11 cases shall not constitute allowance of the claim and shall not result in such claim being deemed Allowed (as defined in the Plan) against any WLB Debtor.

6. All further reporting concerning the administration of the assets and liabilities of the Affiliate Debtors shall occur only in the Lead Case. A docket entry shall be made in each of the Affiliate Cases substantially similar to the following:

An order has been entered in this case directing that all further reporting concerning the administration of the assets and liabilities in this case will occur only in the case of Westmoreland Coal Company, Case No. 18-35672. The docket in Case No. 18-35672 should be consulted for all matters affecting this case.

7. Quarterly disbursements for the Lead Debtor will be reported pending the entry of a final decree by this Court closing the Lead Case.

8. Notwithstanding anything to the contrary in this Final Decree, all of the terms and conditions of this Final Decree are subject to, and shall be immediately effective and enforceable upon, the occurrence of the Plan Effective Date, which shall be conclusively and finally

evidenced by the WLB Debtors' filing of a notice of the Plan Effective Date on the docket as set forth in the Plan.

9. The the WLB Debtors, the Liquidating Trust, the Plan Administrator, the Purchaser, or any Entity authorized pursuant to the Plan, and their respective agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

10. Notwithstanding the relief granted in this Final Decree and any actions taken pursuant to such relief, nothing in this Final Decree shall be deemed: (a) an admission as to the validity of any prepetition claim against a WLB Debtor entity; (b) a waiver of the right of the WLB Debtors, the Liquidating Trust, the Plan Administrator, the Purchaser, or any Entity authorized pursuant to the Plan, as applicable, 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 Decree 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 WLB Debtors' rights or the rights of any other Person under the Bankruptcy Code or any other applicable law; or (g) a concession by the WLB Debtors, the Liquidating Trust, the Plan Administrator, the Purchaser, or any Entity authorized pursuant to the Plan, as applicable, that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to the Motion are valid, and the WLB Debtors, the Liquidating Trust, the Plan Administrator, the Purchaser, or any Entity authorized pursuant to the Plan, as applicable, expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens.

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

Dated: _____, 2019
Houston, Texas

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE