

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

In re:	§	Chapter 11
WESTMORELAND COAL COMPANY, et al., ¹	§	Case No. 18-35672 (DRJ)
Debtors.	§	Jointly Administered
	§	[Related Dkt. No. __]

**ORDER GRANTING EMERGENCY MOTION OF THE MLP
LENDERS FOR ADEQUATE PROTECTION**

Upon the *Emergency Motion of the MLP Lenders for Adequate Protection* (the (“Motion”));² and the Court having reviewed the Motion; and the Court finding that: (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) notice of the Motion and the hearing thereon was sufficient under the circumstances; and (iv) the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.

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

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

2. Pursuant to sections 105(a), 361 and 363(e) of the Bankruptcy Code, the MLP Lenders are entitled to the following adequate protection on account of the sale of the Equipment Collateral:

a. WLB shall pay in cash to the MLP Lenders an amount equal to 50% of the value of the Equipment Collateral.

b. The MLP Agent (on behalf of and for the benefit of the MLP Secured Parties) are granted an adequate protection lien equal to 50% of the value of the Equipment Collateral against the assets of the MLP Debtors equal in priority to the Adequate Protections Lien granted to the MLP Agent (on behalf of and for the benefit of the MLP Secured Parties) under the MLP CCO.

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

4. The MLP Lenders are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

5. This Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: _____, 2019
Houston, Texas

THE HONORABLE DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE