

**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 (DRJ)
	§	
Debtors.	§	(Jointly Administered)
	§	

---

**NOTICE OF JACKSON WALKER L.L.P.’S FIRST MONTHLY  
FEE STATEMENT FOR THE PERIOD OCTOBER 9, 2018,  
THROUGH NOVEMBER 30, 2018**

**This notice implements the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered on November 14, 2018 [ECF No. 495]. Each party receiving notice of the monthly fee statement will have until 4:00 p.m. (Prevailing Central Time), 21 days after service of the monthly fee statement to object to the requested fees and expenses. Upon the expiration of such 21-day period, the Debtors are authorized and directed to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.**

Jackson Walker L.L.P. (“JW”) submits, pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “Fee Procedures Order”) entered on November 14, 2018 [ECF No. 495], for payment of interim compensation for services rendered and reimbursement of expenses incurred during the period commencing October 9, 2018, through November 30, 2018 (the “First Monthly Fee Statement”).

---

<sup>1</sup> 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](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.

JW seeks payment of interim compensation in the total amount of \$121,677.20 (80% of the fees for services rendered), plus \$68,468.53 (100% of the interim expenses incurred). Summaries of the fees and expenses are attached hereto as Exhibits A, B, and C.

Pursuant to the Fee Procedures Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall, within 21 days of service of the First Monthly Fee Statement, serve via email, to the following Application Recipients (as defined in the Fee Procedure Order), a written notice setting forth the precise nature of the objection and the amount at issue:

- A. the Debtors, Westmoreland Coal Company, 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112, Attn: Jennifer Grafton ([jgrifton@westmoreland.com](mailto:jgrifton@westmoreland.com));
- B. counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Gregory F. Pesce ([gregory.pesce@kirkland.com](mailto:gregory.pesce@kirkland.com)) and Timothy R. Bow ([timothy.bow@kirkland.com](mailto:timothy.bow@kirkland.com));
- C. co-counsel for the Debtors, Jackson Walker L.L.P., 1401 McKinney Street, Suite 1900, Houston, Texas 77010, Attn: Patricia B. Tomasco ([ptomasco@jw.com](mailto:ptomasco@jw.com)), Matthew D. Cavanaugh ([mcavanaugh@jw.com](mailto:mcavanaugh@jw.com)), and Jennifer F. Wertz ([jwertz@jw.com](mailto:jwertz@jw.com));
- D. counsel to the ad hoc group of secured creditors of Westmoreland Coal Company, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Thomas Moers Mayer ([tmayer@kramerlevin.com](mailto:tmayer@kramerlevin.com)) and Stephen Zide ([szide@kramerlevin.com](mailto:szide@kramerlevin.com));
- E. counsel to the ad hoc group of secured creditors of Westmoreland Resource Partners, LP, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn: David M. Hillman ([david.hillman@srz.com](mailto:david.hillman@srz.com)) and Kristine G. Manoukian ([kristine.manoukian@srz.com](mailto:kristine.manoukian@srz.com));
- F. counsel to the Conflicts Committee of the Board of Directors for Westmoreland Resource Partners GP, LLC, and conflicts counsel for the WMLP Debtors, Jones Day, 77 W. Wacker Drive, Chicago, Illinois 60601, Attn: Timothy Hoffmann ([thoffmann@jonesday.com](mailto:thoffmann@jonesday.com)), Jones Day, 901 Lakeside Avenue, Cleveland, OH 44114, Attn: Heather Lennox ([hlennox@jonesday.com](mailto:hlennox@jonesday.com));

- G. Office of the United States Trustee, 515 Rusk Street, Houston, Texas 77002 ([hector.duran.jr.@usdoj.gov](mailto:hector.duran.jr.@usdoj.gov); [stephen.statham@usdoj.gov](mailto:stephen.statham@usdoj.gov)); and
- H. counsel to the Official Committee of Unsecured Creditors, Cole Schotz P.C., 301 Commerce Street, Suite 1700, Fort Worth, Texas 76102, Michael D. Warner ([mwarner@coleschotz.com](mailto:mwarner@coleschotz.com)) and Benjamin L Wallen ([bwallen@coleschotz.com](mailto:bwallen@coleschotz.com)).

If an objection is timely served pursuant to the Fee Procedures Order, the Debtors shall be authorized and directed to pay JW an amount equal to 80% of the fees and 100% of the expenses that are not subject to an objection. Any objection must set forth the precise nature of the objection and the amount at issue; it shall not be sufficient to simply object to all fees and expenses.

Respectfully submitted this 30th day of January, 2019.

JACKSON WALKER L.L.P.

By: Patricia B. Tomasco  
Patricia B. Tomasco  
Texas Bar No. 01797600  
Matthew D. Cavanaugh  
Texas Bar No. 24062656  
1401 McKinney, Suite 1900  
Houston, Texas 77010  
Telephone: 713-752-4200  
Facsimile: 713-752-4221  
Email: [ptomasco@jw.com](mailto:ptomasco@jw.com)  
[mcavanaugh@jw.com](mailto:mcavanaugh@jw.com)

Co-Counsel to the Debtors and Conflicts  
Counsel to the WLB Debtors



**Remit by mail to:**

P. O. Box 130989  
Dallas, Tx 75313-0989

**Remit by wire or ACH to:**

Bank of America, N.A. Acct # 0180472852  
Wire Routing # 026009593  
ACH Routing # 111000025  
Int'l use only: Swift Code: BOFAUS3N

**Federal Tax ID: 75-0764921**

**Payment due upon receipt. Please include Invoice No. with remittance.**

Ref No.: 133040-00004-PBT2  
(512)236-2093/sbedinghaus@jw.com

Page 3

Invoice No: 0  
Invoice Date: 01/30/19

Westmoreland Coal Company  
Attention: Jennifer S. Grafton  
9540 S. Maroon Circle, Suite 300  
Englewood, CO 80112

**Re: Restructuring**

**FOR LEGAL SERVICES RENDERED** and expenses incurred in connection with the above-referenced matter for the period ending December 31, 2018:

**INVOICE SUMMARY**

Total Fees	\$152,096.50
Total Expenses	68,468.53
<b>Total Due This Invoice:</b>	<b>\$220,565.03</b>

**TIME DETAIL:**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<b><u>Case Administration:</u></b>				
10/09/18	P. Tomasco	3.9	3,510.00	Review and coordinate filing of various first day motions (1.1); coordinate exhibits and pleading books for Jackson Walker and Kirkland & Ellis (.9); prepare for and attend first day hearings and review and update the chart of proposed orders matched to first day pleadings (1.9).
10/09/18	M. Cavanaugh	2.1	1,417.50	Attend first day hearings.
10/09/18	M. Cavanaugh	4.5	3,037.50	Prepare for and participate in conferences with Kirkland & Ellis and advisor teams regarding first day hearings strategy and presentation.
10/09/18	E. Freeman	3.2	2,288.00	Work on first day pleadings (2.5); modify first day orders (3); coordinate case filing with Chambers' personnel (.4).
10/09/18	K. Peguero	2.3	1,115.50	Review and file first day pleadings.
10/09/18	K. Peguero	2.1	1,018.50	Attend first day hearings.
10/09/18	V. Anaya	1.5	630.00	Prepare for first day hearings and review incoming requests as needed.
10/09/18	J. Wertz	1.3	734.50	Review of all first day-motions prior to filing same.
10/09/18	J. Wertz	5.2	2,938.00	Review of revised proposed orders prior to filing same (1.3); correspond with Kirkland team with respect to final DIP credit agreement (.4); review proposed first day affidavit prior to filing same (.3); coordinate creation of flash drive with Word versions of order for Judge Jones (.3) review service affidavits from DRC and suggest need for additional information for both (.5); review updated DRC retention order and redline of same prior to filing same (.3); telephonic attendance at first day hearing (2.1).
10/09/18	J. Wertz	0.2	113.00	Correspond with M. Cavanaugh concerning wages and cash management orders.
10/09/18	B. Howell	7.0	2,065.00	Prepare for first day hearing (2.9) and attend same (3.0); finalize Declaration for Electronic Filing of Bankruptcy Petition and Master Mailing List (.9); deliver Declarations signed by Michael G. Hutchinson to the Clerk's office (.2)
10/09/18	K. Gradney	1.2	222.00	Review first day pleadings for local rule compliance and prepare for filing same.
10/09/18	K. Gradney	0.3	55.50	Review and prepare pro hac vice motions for Kirkland team.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/09/18	K. Gradney	1.2	222.00	Prepare orders granting several first day pleadings to upload to Court's email address.
10/09/18	K. Gradney	0.2	37.00	Prepare chart reflecting revised orders that were uploaded to docket sheet to send to Chambers.
10/09/18	K. Gradney	2.1	388.50	Telephonically attend first day hearings and upload several revised orders during same.
10/09/18	K. Gradney	0.4	74.00	Revise chart of orders granting several first day motions for Chambers.
10/10/18	P. Tomasco	0.8	720.00	Coordinate issues between Court personnel and claims agent.
10/10/18	P. Tomasco	0.7	630.00	Create chart of direction for inquiries of various types (.6); coordinate response to surety inquiry (.1).
10/10/18	M. Cavanaugh	2.5	1,687.50	Follow up with lead counsel regarding entry of several proposed orders.
10/10/18	M. Cavanaugh	4.0	2,700.00	Review WCC chapter 11 case materials regarding upcoming priority items (1.5); prepare for and participate in telephone conference with Kirkland & Ellis team regarding chapter 11 planning (1.5); telephone conference with Kirkland & Ellis team regarding the coordination of the meeting agenda (1.0).
10/10/18	E. Freeman	3.0	2,145.00	Work on orders to be submitted to the Court (2.7); conference with Donlin Recano (.3).
10/10/18	B. Howell	0.5	147.50	Complete Transcript Order Form for hearing held on October 9th (.2) and file same (.3).
10/10/18	B. Howell	0.4	118.00	Finalize (.1) and file the proposed 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 (.3).
10/10/18	B. Howell	4.7	1,386.50	Review all pleadings, proposed orders, and executed orders filed to date in the bankruptcy case.
10/11/18	M. Cavanaugh	4.1	2,767.50	Review WCC chapter 11 case materials regarding upcoming priority items (1.5); prepare for and participate in telephone conference with Kirkland & Ellis team regarding chapter 11 planning (1.6); telephone conference with Kirkland & Ellis team regarding the appointment of a creditors' committee (1.0)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/11/18	E. Freeman	2.9	2,073.50	Work on the service issues (1.2); conference with the Court regarding scheduling (.3); finalize and forward orders to the Court (1.4).
10/12/18	P. Tomasco	0.4	360.00	Update T. Bow on status of utilities order after research.
10/12/18	P. Tomasco	0.3	270.00	Advise claims agent on service protocols for first day motions.
10/12/18	P. Tomasco	0.3	270.00	Respond to the United States Trustee's request for first day presentation.
10/15/18	M. Cavanaugh	3.5	2,362.50	Review and analyze WCC chapter 11 case and deal materials (1.5); telephone conference with Alvarez & Marsal and Kirkland & Ellis regarding planning steps (1.0); prepare for and participate in telephone conference with Kirkland & Ellis regarding next steps (1.0).
10/15/18	E. Freeman	4.6	3,289.00	Conference call regarding scheduling issues (.4); work on scheduling (.8); conference call with the United States Trustee (.4); work on United States Trustee issue (1.7); work on the utility order (.2); work on noticing and logistics (1.1).
10/15/18	B. Howell	1.4	413.00	Review ECF docket entry stating that a creditor matrix has not been filed (.1) and telephone call with the Clerk's office to discuss same (.3); upload top 50 creditors to the Matrix (1.).
10/15/18	B. Howell	0.8	236.00	Review utility order and complex chapter 11 order and calendar deadlines listed (.4); numerous emails with Nora Morales (Donlin Recano) regarding service (.4).
10/16/18	M. Cavanaugh	4.6	3,105.00	Attend portion of telephone conference with Kirkland & Ellis team regarding case status (.3); draft chapter 11 timeline and correspond with Kirkland & Ellis team regarding same (2.5); review and analyze recent docket entries (.5); prepare for and attend telephone conference with the United States Trustee's office and advisor teams regarding the Initial Debtor Interview and monthly operating report waivers (1.3).
10/16/18	E. Freeman	2.2	1,573.00	Conference regarding the objection and witness list deadlines (.3); conference regarding ordinary course issues (.3); work on committee issues (.9); work on scheduling (.7).
10/16/18	J. Wertz	0.2	113.00	Correspond with B. Howell concerning filing of master service list.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/16/18	B. Howell	0.2	59.00	Review emails from P. Tomasco and S. Hagreen (Westmoreland Coal) (.1) and draft a response to Mr. Hagreen (.1).
10/16/18	B. Howell	0.8	236.00	Finalize the Master Service List for filing (.3) and file same (.3); email communications with Calvin Dickson (Donlin Recano) regarding the Master Service List (.2).
10/16/18	B. Howell	0.6	177.00	Finalize and file two Affidavits of Service received from Donlin Recano & Company.
10/17/18	M. Cavanaugh	1.3	877.50	Correspond with the Alvarez & Marsal team regarding the Initial Debtor Report (.4); correspond with Kirkland & Ellis teams regarding the Initial Debtor Interview and the monthly operating report (.4); prepare for and attend conference with Kirkland & Ellis team regarding due diligence issues (.5).
10/17/18	E. Freeman	1.5	1,072.50	Conference regarding committee issues (.4); conferences regarding scheduling and second day relief issues (1.1).
10/17/18	V. Anaya	0.1	42.00	Call with Montana State Fund regarding payment of dividends.
10/18/18	E. Freeman	0.8	572.00	Work on scheduling (.4); review orders and work on open issues (.4).
10/18/18	V. Anaya	0.1	42.00	Email to G. Pesce regarding Montana State Fund.
10/18/18	J. Wertz	0.3	169.50	Correspond with DRC concerning timing of commencing service on filings.
10/18/18	B. Howell	0.8	236.00	Finalize and file the Declarations for Electronic Filing of Bankruptcy Petition and Master Mailing List for each of the Debtor affiliates that filed a voluntary petition executed by Samuel Hagreen.
10/19/18	E. Freeman	0.6	429.00	Work on scheduling and orders.
10/21/18	E. Freeman	0.2	143.00	Finalize and file the affidavit of service (.1); conference regarding investment banker issues (.1)
10/22/18	M. Cavanaugh	1.4	945.00	Prepare for and participate in telephone conference with Alvarez & Marsal team regarding case status and next steps (1.1); correspond with Kirkland & Ellis team regarding same (.3).
10/22/18	E. Freeman	3.4	2,431.00	Work on second day orders (2.3); exchange correspondence with the United States Trustee (.3); conferences regarding open issues (.8).
10/22/18	J. Wertz	1.5	847.50	Review and provide comments on the bar date motion, proposed order, and proposed publication notice.



<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/23/18	P. Tomasco	1.1	990.00	Work with Donlin Recano to conform to local practices with login and weekly service affidavits.
10/23/18	M. Cavanaugh	2.2	1,485.00	Prepare for and attend Initial Debtor Interview and Conference with United States Trustee and Company advisor teams.
10/23/18	E. Freeman	1.8	1,287.00	Confer regarding objections and strategy (1.2); correspond regarding the emergency motion (.2); work on scheduling (.4).
10/23/18	J. Wertz	0.1	56.50	Correspond with S. Kim concerning affidavits of service for filing.
10/23/18	B. Howell	0.3	88.50	Review the motions filed and the orders entered on October 23rd.
10/23/18	B. Howell	0.3	88.50	File the Master Service List as of October 23, 2018.
10/25/18	P. Tomasco	1.5	1,350.00	Work with United States Trustee and Donlin regarding lack of follow up to send notice of commencement to allow time for 341 meeting (.4); work with T. Bow regarding final form (.6); revise notice of commencement and coordinate service with Donlin Recano (.5).
10/25/18	P. Tomasco	0.2	180.00	Respond to inquiry regarding scope of service of notice of commencement.
10/25/18	P. Tomasco	0.4	360.00	Direct notice of solicitation motions and related logistics.
10/25/18	E. Freeman	2.6	1,859.00	Review the motion to appoint a committee (.4); confer regarding status (.3); meet with Hector Duran and Steve Statham regarding pending issues (.3); schedule and notice the 341 meeting (.8); review objections to first day pleadings (.8).
10/25/18	B. Howell	0.4	118.00	Review the Motions Pro Hac Vice filed by the counsel for the Official Committee of Unsecured Creditors.
10/25/18	B. Howell	0.6	177.00	Prepare the Notice of 341 Meeting (.5) and forward to the Claims Agent for service (.1).
10/25/18	B. Howell	0.5	147.50	Review the motions for admission pro hac vice and the orders entered granting admission pro hac vice.
10/25/18	B. Howell	1.5	442.50	Assist with and file the emergency motion for entry of an order setting bar dates for filing proofs of claim (1.3); forward to the Donlin Recano for service (.2).
10/26/18	B. Howell	0.6	177.00	Email exchange with J. Foster (Kirkland & Ellis) regarding the hearing scheduled for October 30th and status of same (.3); email exchange with Calvin Dickson (Donlin Recano) regarding affidavits of service (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/26/18	B. Howell	0.7	206.50	Finalize (.3) and file the Notice of Rescheduled Second Day Hearing (.3); forward to Donlin Recano for service (.1).
10/29/18	M. Cavanaugh	2.1	1,417.50	Correspond with Kirkland & Ellis regarding post-filing workstream organization and next steps (.9); review reporting obligations summary (.8); correspond with Jackson Walker team regarding same (.4).
10/29/18	B. Howell	0.3	88.50	File the Affidavits of Service for the 341 Notice of Chapter 11 Bankruptcy Case.
10/29/18	B. Howell	0.4	118.00	Review the orders granting motions pro hac vice for numerous parties.
10/30/18	E. Freeman	0.9	643.50	Conferences with Kirkland & Ellis and the Court regarding scheduling issues (.6); review and comment on the notice regarding second day hearings (.3).
10/31/18	B. Howell	0.3	88.50	File the Master Service List.
10/31/18	B. Howell	0.8	236.00	Review and revise the Notice of Rescheduled Second Day Hearing, adding additional information to the Notice (.4) and file same (.3); forward a copy of the Notice to Donlin Recano for service (.1).
11/01/18	E. Freeman	1.7	1,215.50	Work on scheduling issues (.8); conference regarding protective orders (.2); conference regarding coal act issues and scheduling (.7).
11/05/18	E. Freeman	1.1	786.50	Conference regarding case process (.4); conference call with the United States Trustee (.3); conference with Hector Duran (.1); review Committee correspondence (.3).
11/07/18	J. Wertz	0.1	56.50	Correspond with T. Bow concerning timing of filing schedules and statements of financial affairs.
11/08/18	P. Tomasco	1.7	1,530.00	Review, revise and comment on 12(c) motion.
11/08/18	P. Tomasco	0.4	360.00	Review and comment on need for meet and confer on 12 (c) motion and responses to retiree motion.
11/08/18	P. Tomasco	0.2	180.00	Review and revise draft stipulation extending answer deadline.
11/08/18	P. Tomasco	0.7	630.00	Coordinate with K. Gradney and B. Howell regarding filing of statements and schedules and completion of e-decs according to ECF administrative rules.
11/08/18	E. Freeman	1.0	715.00	Review and comment on the draft motion to dismiss.
11/08/18	V. Anaya	0.3	126.00	Call with IRS regarding EIN information for WEI Roanake Valley Inc. (0.2); email to T. Bow regarding same (0.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
11/08/18	B. Howell	0.3	88.50	File the Master Service List in Westmoreland Coal.
11/08/18	B. Howell	0.5	147.50	Email exchanges with J. Foster and N. Davanipour (both Kirkland & Ellis) regarding the filing of the statements and schedules.
11/08/18	B. Howell	0.9	265.50	Communication with P. Tomasco regarding the e-Declaration that should be filed after filing the statements and schedules (.2) and draft the e-Declaration to only include statements and schedules and not voluntary petitions (.7).
11/08/18	B. Howell	1.9	560.50	File Schedules for each of the 37 Debtors in the Westmoreland Coal bankruptcy case.
11/09/18	P. Tomasco	1.2	1,080.00	Review and comment on need for proposed order for motion to dismiss per local rules (.6); coordinate preparation of proposed order (.2) and review and revise same (.4).
11/09/18	B. Howell	1.1	324.50	Review all of the statements and schedules that were filed on November 8th.
11/09/18	B. Howell	0.7	206.50	Research information regarding the mailing of the 341 meeting in Westmoreland Coal (.4); file the Notice pursuant to the instructions from the U.S. Trustee (.3).
11/09/18	B. Howell	0.7	206.50	Begin to draft individual Declarations for e-filings corresponding with the statements and schedules of each Debtor.
11/09/18	B. Howell	0.2	59.00	Review email from Donlan Recano regarding the statement of financial affairs filed on November 8th (.1); discussion with K. Gradney regarding same (.1).
11/11/18	P. Tomasco	1.2	1,080.00	Review and edit order granting motion for judgment on the pleadings (1.) and forward with email to C. Koenig (.2).
11/11/18	P. Tomasco	0.8	720.00	Review and revise motion and order to conform to shortened style and other revisions.
11/12/18	P. Tomasco	1.3	1,170.00	Review and coordinate filing of 4 pleadings in funds adversary proceeding (.9) and follow up with C. Koenig regarding missing proposed orders (.4).
11/12/18	P. Tomasco	0.9	810.00	Coordinate dial in for the 341 meeting of creditors per request from C. Lopez and coordinate information requests from H. Duran with team.
11/12/18	P. Tomasco	0.4	360.00	Coordinate socializing proposed orders with H. Duran.
11/12/18	E. Freeman	1.5	1,072.50	Work on second day orders (1.2); conferences with Tim Bow (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
11/12/18	E. Freeman	1.2	858.00	Finalize and file the motions related to the retiree issues (.4); review and coordinate the revised proposed orders (.8).
11/13/18	P. Tomasco	0.4	360.00	Process creditor address and notice inquiries.
11/13/18	P. Tomasco	0.5	450.00	Work on Westmoreland exhibit list and exhibit exchange to insure compliance with local rules for hearing on November 15th.
11/13/18	P. Tomasco	0.6	540.00	Respond to G. Pesce email regarding local practices on exhibits and witness list rule.6 enforcement.
11/13/18	E. Freeman	0.8	572.00	Coordinate filing of the witness list (.2); conference with G. Pesce regarding exhibit lists and process (.3); coordinate delivery of the schedules and SOFA to the United States Trustee (.3).
11/13/18	E. Freeman	0.6	429.00	Finalize and file orders.
11/13/18	B. Howell	6.2	1,829.00	Finalize (.2) and file the Witness and Exhibit List for the November 15th hearing (.3); pull all exhibits listed on the Exhibit List (except for exhibits 5 and 6) (.5); review the docket for all objections or responses filed to the motions set for hearing and pull email addresses for those who filed objections/responses in order to send a set of exhibits (.7); draft 2 emails forwarding exhibits 1 - 4 and 5 - 6 to all parties who filed objections/responses (.4); begin to prepare pleading notebooks (4.1).
11/13/18	B. Howell	2.9	855.50	Begin to prepare notebooks requested by the U.S. Trustee for the 341 Meeting of Creditors.
11/14/18	P. Tomasco	0.5	450.00	Conference with Adam Rosen regarding union position (.3) and email to M. Slade regarding discussion (.2).
11/14/18	P. Tomasco	0.9	810.00	Coordinate with Kirkland & Ellis regarding missing proposed orders and getting Word version orders to Chambers and coordinate completion of exhibit books and lists for second day hearing.
11/14/18	P. Tomasco	1.4	1,260.00	Prepare for and participate telephonically at second day hearings and 341 meeting.
11/14/18	M. Cavanaugh	4.0	2,700.00	Review Westmoreland chapter 11 case materials regarding upcoming priority items (1.5); prepare for and participate in telephone conference with Kirkland & Ellis team regarding chapter 11 planning (1.5); telephone conference with Kirkland & Ellis team regarding coordination of the meeting agenda (1.0).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
11/14/18	E. Freeman	3.2	2,288.00	Work on bar date issues (.8); conference with G. Pesce (.3); review order setting November 15 hearing (.1); coordinate logistics for hearing (.5); work on final orders (.5); review response to motion for scheduling order (.6); conference with the United States Trustee (.4).
11/14/18	B. Howell	2.6	767.00	Email communications with T. Bow and R. Besaw (both at Kirkland & Ellis) regarding burning "Word" versions of the orders to a flash drive for the November 15th hearing (.4); review orders entered on motions and applications set for hearing on the 15th and remove from flash drive (.3); prepare Exhibit Books for the November 15th hearing (.6); finish preparing Pleading Notebook for the November 15th hearing (1.3).
11/14/18	B. Howell	1.6	472.00	Finish preparation of Notebooks to be sent to H. Duran at the Office of the United States Trustee (1.2) and arrange for delivery of same (.3); forward copies of the proposed orders filed on November 13th to Mr. Duran (.1).
11/14/18	B. Howell	0.7	206.50	File the following proposed orders: Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business (.3); Order Setting Bar Dates for Filing Proofs of Claim (.2); and Final Order Authorizing the MLP Debtors to Use Cash Collateral (.2).
11/14/18	B. Howell	1.5	442.50	Finish preparing for the November 15th hearing, including working with R. Besaw (Kirkland & Ellis) to burn a flash drive of all proposed orders and exhibits.
11/15/18	M. Cavanaugh	6.3	4,252.50	Prepare for (2.1) and attend second day hearings for Westmoreland Coal Company (2.8); prepare for and attend 341 Meeting of Creditors (1.4).
11/15/18	E. Freeman	N/C	0.00	Review order from the Court (.1); conference regarding status (.2); coordinate filing of protective order (.2); observe hearing (1); conference regarding retiree issues (.2).
11/15/18	B. Howell	3.5	1,032.50	Handle final preparations for the 8:30 a.m. hearing (.8) and attend hearing to assist attorneys (2.7).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
11/15/18	B. Howell	0.8	236.00	Finalize (.2) and file the proposed Order Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment; Establishing Amended Schedules Bar Date and Rejection Damages Bar Date; Approving the Form of and Manner for Filing Proofs of Claim; and Approving Notice of Bar Dates and the proposed Order Directing Appointment of Committee of Retired Employees Pursuant to 11 U.S.C. Section 1114 (.5); forward both proposed Orders to V. Portillo (Judge Jones's courtroom deputy) (.1).
11/16/18	P. Tomasco	0.9	810.00	Review discovery pleadings filed by the Committee and comment on local practices with G. Pesce.
11/16/18	P. Tomasco	0.5	450.00	Review and investigate request from Bill Bradley's estate as to origin of connection to Debtors.
11/19/18	E. Freeman	0.4	286.00	Exchange messages with Hector Duran regarding retiree Committee (.2); conference with G. Pesce regarding the Committee (.2).
11/20/18	M. Cavanaugh	3.3	2,227.50	Attend portion of telephone conference with Kirkland & Ellis team regarding case status (.3); draft chapter 11 timeline and correspond with Kirkland & Ellis team regarding same (2.5); review and analyze recent docket entries (.5)
11/20/18	E. Freeman	0.5	357.50	Conference call with the United States Trustee (.3); conference with G Pesce regarding coal act matters (.2).
11/21/18	P. Tomasco	0.2	180.00	Respond to various creditor inquiries.
11/26/18	M. Cavanaugh	1.4	945.00	Prepare for and participate in telephone conference with Kirkland & Ellis team regarding case status and next steps (1.1); correspond with Kirkland & Ellis team regarding same (.3).
11/26/18	E. Freeman	0.9	643.50	Conferences with G. Pesce regarding January dates, pending matters and the KERP motion (.9).
11/26/18	K. Peguero	0.2	97.00	Review and oversee filing of pro hac vice motion.
11/26/18	B. Howell	0.4	118.00	File the Motion for Admission Pro Hac Vice on behalf of Gregory Ossi (.3); and forward a file-stamped copy to Anthony Abate (Kirkland & Ellis) (.1).
11/27/18	M. Cavanaugh	1.7	1,147.50	Correspond with Kirkland & Ellis team regarding case status summary (.4); telephone conference with Kirkland & Ellis team regarding work in process and next steps (.7); correspond with Kirkland & Ellis team regarding same (.3); telephone conferences regarding staffing coordination (.3).
11/27/18	B. Howell	0.6	177.00	Review the Letters filed by numerous retirees.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
11/28/18	B. Howell	0.9	265.50	Research to verify the November 29th Westmoreland Coal hearing is going forward and what will be heard (.4); prepare Pleading Notebook (.5).
11/28/18	B. Howell	0.6	177.00	Review orders entered by the Court on November 28th.
11/29/18	M. Cavanaugh	2.5	1,687.50	Prepare for (1.3) and attend contested oral argument on Debtor's Motion to Dismiss Coal Act Adversary under FRCP 12C (1.2).
11/29/18	J. Wertz	0.2	113.00	Review stipulation with United States Trustee concerning objection deadline prior to filing same for conformity with local procedures.
11/30/18	B. Howell	0.5	147.50	Complete Transcript Order Form for adversary hearing held on November 29, 2018 (.2) and file same (.3).
11/30/18	B. Howell	0.6	177.00	File the October Monthly Operating Report (.3) and the Periodic Report of Debtor Pursuant to Bankruptcy Rule 2015.3 (.2); return file-stamped copies to Kirkland & Ellis (.1).
Total Case Administration		191.1	\$ 110,685.00	

**Asset Disposition:**

10/18/18	J. Wertz	2.4	1,356.00	Review and provide comments on the draft bidding procedures motion and proposed order.
11/02/18	E. Freeman	0.8	572.00	Conference with Greg Pesce (.1); work on scheduling (.3); review the bid procedures motion (.4).
11/13/18	P. Tomasco	1.1	990.00	Review and coordinate filing of revised sale procedures order and omnibus reply and direct method and scope of service of same.
11/14/18	P. Tomasco	0.5	450.00	Review documents and reply to C. Lopez regarding inquiry on terms of stalking horse bid.
Total Asset Disposition		4.8	\$ 3,368.00	

**Relief from Stay/Adequate Protection Proceedings:**

11/14/18	J. Rose	0.5	397.50	Analysis of New Mexico litigation issue and applicability of automatic stay.
11/14/18	J. Rose	0.5	397.50	Continue to analyze New Mexico litigation issue and applicability of automatic stay.
11/30/18	P. Tomasco	0.2	180.00	Telephone conference with T. Bow regarding removal of Santa Fe first amendment litigation.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
11/30/18	B. Howell	0.4	118.00	Review cases filed in Federal District Court in New Mexico to verify whether a Notice of Removal was filed by the Public Service Company of New Mexico (.3); forward the Notice of Removal to P. Tomasco (.1).
Total Relief from Stay/Adequate Protection Proceedings		1.6	\$ 1,093.00	
<b><u>Fee/Employment Applications:</u></b>				
10/11/18	P. Tomasco	1.7	1,530.00	Coordinate retention pleading drafts and review status of exhibits to declaration.
10/11/18	B. Howell	1.2	354.00	Review Declaration of Jeffrey S. Stein to obtain background information (.3) and begin to draft the Application to Retain Jackson Walker L.L.P. (.9).
10/12/18	B. Howell	2.9	855.50	Continue to draft Jackson Walker's retention pleadings.
10/15/18	B. Howell	1.1	324.50	Finalize the draft of the Declaration of Patricia B. Tomasco, the Application to Retain Jackson Walker, and the proposed Order.
10/15/18	K. Gradney	1.1	203.50	Prepare Schedules 1 and 2 for Tomasco Declaration in support of application to employ Jackson Walker.
10/18/18	J. Wertz	0.6	339.00	Review and suggest revisions to the application to retain Centerview, the proposed order, and the declaration in support thereof prior to filing same (.4) and coordinate service of same by DRC (.2).
10/18/18	J. Wertz	0.4	226.00	Review and provide comments on the draft application to employ Alvarez & Marsal prior to filing same.
10/19/18	B. Howell	0.2	59.00	Review the retention applications filed on October 18th and calendar hearing dates (.2).
10/22/18	P. Tomasco	0.4	360.00	Review and comment on G. Pesce's inquiry regarding Ordinary Course Professional procedures.
10/22/18	K. Peguero	0.6	291.00	Review and comment on the Interim Compensation Motion and the Ordinary Course Professional Motion (.4) and finalize same for filing (.2).
10/22/18	B. Howell	0.5	147.50	Finalize (.1) and file the Retention to Retain Kirkland & Ellis (.3); forward a copy to the Claims Agent for service (.1).



<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
10/23/18	B. Howell	0.4	118.00	Review the Motion for Entry of an Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business and the Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (.3) and calendar hearing date on both Motions (.1).
10/24/18	P. Tomasco	1.1	990.00	Continue working on exhibits to the declaration for Jackson Walker's retention pleadings.
10/24/18	P. Tomasco	3.7	3,330.00	Continue working on the exhibits to the declaration.
10/27/18	J. Wertz	0.5	282.50	Review and suggest revisions to the draft Ernst & Young retention application prior to filing same (.3); correspond with DRC concerning service of same on date of filing (.2).
10/30/18	P. Tomasco	1.4	1,260.00	Review additional bank information to determine roles of banks listed on conflicts list (.7); continue to update exhibits to declaration with information (.4).
10/31/18	P. Tomasco	1.7	1,530.00	Continue work on exhibits to declaration.
11/02/18	P. Tomasco	0.9	810.00	Continue review and editing of retention application and related exhibits.
11/05/18	P. Tomasco	3.7	3,330.00	Draft language to perform some conflict counsel role in WCC regarding conflicts committee of board of directors (.9); emails with G. Pesce and S. Hessler regarding same (.5); finalize preparation of assembled retention application (1.1); emails with J. Grafton regarding signing retention app and declaration regarding same (.3); finalize retention application (.9).
11/05/18	K. Gradney	1.7	314.50	Revise Schedules 1 and 2 in support of Tomasco Declaration in support of application to retain Jackson Walker.
11/06/18	P. Tomasco	0.2	180.00	Forward final retention application to G. Pesce and K. Manoukian for review by lenders.
11/06/18	K. Gradney	0.3	55.50	Revise declaration of Jennifer S Grafton in support of application to employ Jackson Walker to incorporate comments from P. Tomasco.
11/08/18	P. Tomasco	0.5	450.00	Email to lenders' counsel regarding need to file retention application (.3); finalize same for filing (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
11/08/18	B. Howell	1.0	295.00	Finalize the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Venable LLP (.1) and file same (.3); forward to Donlin Recano for service (.1); finalize the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of McKinsey Recovery & Transformation Services U.S., LLC (.1) and file same (.3); forward a file-stamped copy to Donlin Recano for service (.1).
11/21/18	P. Tomasco	0.2	180.00	Review and respond to L. Kweskin comments to Jackson Walker retention order.
11/26/18	P. Tomasco	0.4	360.00	Review and coordinate filing of McKinsey retention application.
11/29/18	P. Tomasco	0.3	270.00	Respond to West Virginia ordinary course professional's inquiry regarding list of interested parties.
11/29/18	E. Freeman	2.2	1,573.00	Correspond regarding retention issues (.8); conferences with the Court regarding hearings and orders (.3); conferences regarding retention orders to vacate (.4); conferences regarding retention objection (.7).
11/30/18	P. Tomasco	0.4	360.00	Review and analyze court order on Mar-Bow's objection to McKenzie's retention application.
11/30/18	E. Freeman	2.1	1,501.50	Conference regarding issues related to retention (.4); review order from the court regarding the McKinsey retention application (.2); conference with the United States Trustee (.2); review the Mar-Bow objection (1.3).
Total Fee/Employment Applications		33.4	\$ 21,880.00	
<b><u>Assumption/Rejection of Leases and Contracts:</u></b>				
11/08/18	P. Tomasco	0.4	360.00	Telephone conference with J. Melko regarding Genesis Alkali contract (.3); email to T. Bow regarding same (.1).
Total Assumption/Rejection of Leases and Contracts		0.4	\$ 360.00	
<b><u>Employee Benefits/Pensions:</u></b>				
11/27/18	E. Freeman	1.5	1,072.50	Conference with G. Pesce (.3); update the United States Trustee on upcoming issues (.2); review the KERP motion (.3); review the Coal Act response in opposition (.7).
Total Employee Benefits/Pensions		1.5	\$ 1,072.50	

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<b><u>Financing/Cash Collections:</u></b>				
10/09/18	K. Gradney	0.2	37.00	Prepare for filing final DIP Order to upload to the Court.
11/14/18	B. Howell	0.3	88.50	File the Proposed Final Order (I) Authorizing Westmoreland Coal Company and Certain of its Affiliates to Obtain Postpetition Secured Financing, (II) Granting Liens and Providing Superpriority Administrative Expense Claims, (III) Authorizing the Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, and (VI) Granting Related Relief (.3).
Total Financing/Cash Collections		0.5	\$ 125.50	
<b><u>Claims Administration and Objections:</u></b>				
10/23/18	E. Freeman	0.8	572.00	Review the UMWA complaint (.8).
11/06/18	E. Freeman	2.9	2,073.50	Conference with Greg Pesce and Rebekah Sills regarding witness and exhibit issues (.4); review objections to the bar date motions (.9); work on proof of claim filing issues (1.6).
11/07/18	E. Freeman	2.7	1,930.50	Work on electronic proof of claim issues (1.2); review and comment on the draft scheduling motion (1.2); conference regarding scheduling and strategy (.3).
11/11/18	E. Freeman	0.8	572.00	Review the draft answer and comment.
11/29/18	P. Tomasco	0.8	720.00	Emails with G. Pesce regarding potential claims buying issues in case and underlying research regarding same.
Total Claims Administration and Objections		8.0	\$ 5,868.00	
<b><u>Plan and Disclosure Statement (including Business Plan):</u></b>				
10/19/18	M. Cavanaugh	3.2	2,160.00	Review and analyze issues regarding the disclosure statement exhibits (2.8); correspond with Kirkland & Ellis team regarding same (.4).
10/25/18	B. Howell	3.5	1,032.50	Assist attorneys with the preparation of the Plan and Disclosure Statement (3.1) and file same (.4).
10/26/18	E. Freeman	2.6	1,859.00	Review the Plan and Disclosure Statement (2.6).
10/29/18	E. Freeman	0.6	429.00	Conferences with the Court and counsel regarding confirmation scheduling (.6).
11/02/18	J. Wertz	0.6	339.00	Review Disclosure Statement motion prior to filing same for compliance with local rules (.4) and correspond with C. Koenig with respect to necessary revision to negative notice block (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
11/05/18	P. Tomasco	1.7	1,530.00	Emails with C. Koenig regarding need to separately provide notice to matrix of deadline to object to Disclosure Statement and hearing on Disclosure Statement (.7); review and edit notice (.7); forward notice of Disclosure Statement to Donlin Recano for noticing (.3).
11/05/18	B. Howell	1.0	295.00	Draft a Notice of Hearing of the adequacy of the Disclosure Statement (.6) and file same (.3); forward to Claims Agent for filing (.1).
Total Plan and Disclosure Statement (including Business Plan)		13.2	\$ 7,644.50	

Total Fees \$152,096.50

Expenses:

Color Imaging Expense	48.45
Copying Expense	2,254.40
Delivery Fees	23.97
Parking Expense	24.00
Research Services	99.60
Teleconferencing Expenses	8.16
VENDOR: Patty Tomasco INVOICE#: ER290737 DATE: 10/4/2018	8.00
Miscellaneous Expense - WiFi charge	
Filing Fee -VENDOR: Kristhy M. Peguero INVOICE#: ER290575 DATE: 10/9/2018	10,302.00
Filing Fee - Filing fee for 6 petitions.	
Filing Fee -VENDOR: Vienna F. Anaya INVOICE#: ER290561 DATE: 10/9/2018	10,302.00
Filing Fee - Reimbursement for filing 6 bankruptcy petitions	

Filing Fee -VENDOR: Elizabeth C. Freeman INVOICE#: ER290555 DATE: 10/9/2018 10,302.00

Filing Fee - Filing fee for 6 new petitions

Filing Fee -VENDOR: Matthew D. Cavanaugh INVOICE#: ER290576 DATE: 10/9/2018 20,604.00

Filing Fee - Filing fee for 12 petitions filed today.

Outside Copying Expense - VENDOR: Assist Legal Technologies; INVOICE#: 10396; DATE: 10/9/2018 - job#: ALT05775 657.42

Outside Copying Expense - VENDOR: Assist Legal Technologies; INVOICE#: 10397; DATE: 10/9/2018 - Job#: ALT05775A 442.18

Filing Fee -VENDOR: Patty Tomasco INVOICE#: ER289663 DATE: 10/9/2018 3,434.00

Filing Fee - filing fees

Filing Fee -VENDOR: Patty Tomasco INVOICE#: ER290763 DATE: 10/9/2018 8,585.00

Filing Fee - filing fees

Transcripts -VENDOR: Judicial Transcribers of Texas, Inc.; INVOICE#: 59351; DATE: 10/12/2018 - WESTMORELAND COAL COMPANY TRANSCRIPT HEARING 605.00

Transcripts -VENDOR: Judicial Transcribers of Texas, Inc.; INVOICE#: 59552; DATE: 11/16/2018 - Westmoreland Coal Company/Hearing Transcript Case 18-35672-H2-11 768.35

Total Expenses

68,468.53

**TOTAL DUE THIS INVOICE:**

**\$220,565.03**

**EXHIBIT B**  
**FIRST MONTHLY FEE STATEMENT**  
**OCTOBER 9, 2018, THROUGH NOVEMBER 30, 2018**  
**EXPENSES BY TYPE**

EXPENSE	AMOUNT
Color Imaging Expense	\$48.45
Copying Expense	\$2,254.40
Delivery Fees	\$23.97
Parking Expense	\$24.00
Research Services	\$99.60
Teleconferencing Expenses	\$8.16
WiFi Charge	\$8.00
Filing Fees (6 Voluntary Petitions)	\$10,302.00
Filing Fees (6 Voluntary Petitions)	\$10,302.00
Filing Fees (6 Voluntary Petitions)	\$10,302.00
Filing Fees (12 Voluntary Petitions)	\$20,604.00
Filing Fees (2 Voluntary Petitions)	\$3,434.00
Filing Fees (5 Voluntary Petitions)	\$8,585.00
Outside Copy Expense	\$657.42
Outside Copy Expense	\$442.18
Hearing Transcript	\$605.00
Hearing Transcript	\$768.35
Total	\$68,468.53

**EXHIBIT C**  
**FIRST MONTHLY FEE STATEMENT**  
**OCTOBER 9, 2018, THROUGH NOVEMBER 30, 2018**  
**FEES BY CATEGORY**

DESCRIPTION	FEES	EXPENSES
General		\$68,468.53
Case Administration	\$110,685.00	
Asset Disposition	\$3,368.00	
Fee/Employment Applications	\$21,880.00	
Assumption/Rejection of Leases and Contracts	\$360.00	
Financing/Cash Collateral	\$125.50	
Claims Administration and Objections	\$5,868.00	
Plan and Disclosure Statement	\$7,644.50	
Employee Benefits/Pensions	\$1,072.50	
Relief from Stay/Adequate Protection	\$1,093.00	
Totals	\$152,096.50	
20% Fee Holdback	\$30,419.30	
80% of Fees	\$121,677.20	
Expenses	\$68,468.53	
Requested Amount	\$190,145.73	