

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

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

**AMENDED AGENDA FOR MATTERS SCHEDULED
FOR FEBRUARY 4, 2019, AT 9:00 A.M. (PREVAILING CENTRAL TIME),
BEFORE THE HONORABLE DAVID R. JONES AT THE UNITED STATES
BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS,
AT COURTROOM 400, 515 RUSK STREET, HOUSTON, TEXAS 77002**

The above-referenced debtors and debtors in possession (collectively, the “Debtors”) hereby file their amended agenda for matters set for hearing on February 4, 2019 at 9:00 a.m. (prevailing Central Time).

I. UPDATE REGARDING STATUS OF CHAPTER 11 CASES

II. IUOE MOTIONS

1. Emergency Motion of Westmoreland Coal Company and Certain Affiliates for Entry of an Order Approving Modifications to Collective Bargaining Agreement Between San Juan Coal Company and the International Union of Operating Engineers Local No. 953 (Surface) [Docket No. 1222].

Responses Received: None.

Related Documents: None.

Status: This matter is going forward.

2. Emergency Motion of Westmoreland Coal Company and Certain Affiliates for Entry of an Order Approving Modifications to Collective Bargaining Agreement Between San Juan

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.

Coal Company and the International Union of Operating Engineers Local No. 953 (Underground) [Docket No. 1223].

Responses Received: None.

Related Documents: None.

Status: This matter is going forward.

III. OXFORD MINING COMPANY AND BUCKINGHAM MINE SALE MOTION

3. Joint Expedited Motion of the WLB Debtors and the WMLP Debtors for Entry of an Order (I) Approving the Sale of (A) Substantially all of the Assets of Oxford Mining Company, LLC, and Certain of its Subsidiaries and (B) the Buckingham Mine, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (III) Granting Related Relief, Including Approval of the Related Sale Process [Docket No. 1116].

Responses Received:

- A. Komatsu Financial Limited Partnership's Objection to the Notice of (A) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases and (B) Cure Amounts [Docket No. 1227].
- B. Limited Objection of Hopedale Mining LLC to Joint Expedited Motion of the WLB Debtors and the WMLP Debtors for Entry of an Order (I) Approving the Sale of (A) Substantially All of the Assets of Oxford Mining Company, LLC, and Certain of Its Subsidiaries and (B) the Buckingham Mine, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (III) Granting Related Relief, Including Approval of the Related Sale Process [Docket No. 1237].
- C. Objection of Lexon Insurance Company, Sompo International Insurance and Bond Safeguard Insurance Company to the Joint Expedited Motion of the WLB Debtors and the WMLP Debtors for Entry of an Order (I) Approving the Sale of (A) Substantially All of the Assets of Oxford Mining Company, LLC, and Certain of Its Subsidiaries and (B) the Buckingham Mine, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (III) Granting Related Relief, Including Approval of the Related Sale Process [Docket No. 1241].
- D. Comment and Limited Objection of First Surety Corporation and Westchester Fire Insurance Company to Joint Motion of the WLB Debtors and the WMLP Debtors for Entry of an Order (I) Approving the Sale of (A) Substantially All of the Assets of Oxford Mining Company, LLC, and Certain of Its Subsidiaries and (B) the Buckingham Mine, (II) Authorizing the Assumption and Assignment of Executory

- Contracts and Unexpired Leases in Connection Therewith, and (III) Granting Related Relief, Including Approval of the Related Sale Process [Docket No. 1242].
- E. Limited Objection and Reservation of Rights of Ohio Machinery Co. and OMCO Leasing Corporation [Docket No. 1243].
- F. Objection of State of Ohio, Environmental Protection Agency and Department of Natural Resources, to Joint Motion of the WLB Debtors and the WMLP Debtors for Entry of an Order (I) Approving the Sale of (A) Substantially All of the Assets of Oxford Mining Company, LLC, and Certain of Its Subsidiaries and (B) the Buckingham Mine, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (II) Granting Related Relief, Including Approval of the Related Sale Process [Docket No. 1244].
- G. Joinder of Zurich American Insurance Company and Affiliates' in the Objections Filed by Lexon Insurance Company and First Surety Corporation/Westchester Fire Insurance Company to the Motion of the WLB Debtors and the WMLP Debtors to Sell the Buckingham Mine and Assets of Oxford Mining Company, LLC (Relates to Dkt Nos. 1116, 1241 and 1242) [Docket No. 1251].
- H. Notice of Successful Bidder in Connection with the Sale of the Buckingham Mine and the Oxford Assets [Docket No. 1252].

Related Documents:

- A. Declaration and Expert Report of Tyler Cowan in Support of the Joint Expedited Motion of the WLB Debtors and the WMLP Debtors for Entry of an Order (I) Approving the Sale of (A) Substantially all of the Assets of Oxford Mining Company, LLC, and Certain of its Subsidiaries and (B) the Buckingham Mine, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (III) Granting Related Relief, Including Approval of the Related Sale Process [Docket No. 1127].
- a. Supplemental Declaration and Expert Report of Tyler Cowan in Support of the Joint Expedited Motion of the WLB Debtors and the WMLP Debtors for Entry of an Order (I) Approving the Sale of (A) Substantially all of the Assets of Oxford Mining Company, LLC, and Certain of its Subsidiaries and (B) the Buckingham Mine, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (III) Granting Related Relief, Including Approval of the Related Sale Process [Docket No. 1254].
- B. Notice of Cancellation of Hearing Scheduled for January 28, 2019, at 1:00 P.M. (Prevailing Central Time) [Docket No. 1128].

- C. Declaration of Gerald A. Tywoniuk in Support of the Joint Expedited Motion of the WLB Debtors and the WMLP Debtors for Entry of (I) Approving the Sale of (A) Substantially all of the Assets of Oxford Mining Company, LLC, and Certain of its Subsidiaries and (B) the Buckingham Mine, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (III) Granting Related Relief, Including Approval of the Related Sale Process [Docket No. 1131].

Status: This matter is going forward.

IV. KEMMERER MINE BIDDING PROCEDURES MOTION

4. Expedited Motion of Westmoreland Resource Partners, LP and its Subsidiaries for Entry of (I) an Order (A) Establishing Bidding and Sale Procedures with Respect to the Sale of the Kemmerer Mine and Substantially all Assets Related Thereto, (B) Authorizing the Entry into a Stalking Horse Agreement and the Provision of Stalking Horse Protections, (C) Scheduling an Auction and Sale Hearing and Approving the Form and Manner of Notice Thereof and (D) Granting Related Relief; and (II) an Order Approving the Sale of Such Assets and Granting Related Relief [Docket No. 1101].

Responses Received:

- A. Limited Objection and Reservation of Rights of Zurich American Insurance Company and Affiliates to the Motion of Westmoreland Resource Partners, LP and its Direct and Indirect Subsidiaries for Entry of (I) an Order (A) Establishing Bidding and Sale Procedures with Respect to the Kemmerer Mine and Substantially all Assets Related Thereto (B) Authorizing the Entry into a Stalking Horse Agreement and the Provision of Stalking Horse Protections, (C) Scheduling an Auction and Sale Hearing and Approving the Form and Manner of Notice Thereof and (D) Granting Related Relief; and (II) an Order Approving the Sale of Such Assets and Granting Related Relief (Relates to Dkt No. 1101) [Docket No. 1246].
- B. Limited Objection of Rock Springs Royalty Company LLC to the Expedited Motion of Westmoreland Resources Partners, LP and its Subsidiaries for Entry of (I) an Order (a) Establishing Bidding Procedures with Respect to the Sale of the Kemmerer Mine and Substantially All Assets Related Thereto, (b) Authorizing the Entry into a Stalking Horse Agreement and the Provision of Stalking Horse Protections, (c) Scheduling an Auction and Sale Hearing and Approving the Form and Manner of Notice Thereof and (d) Granting Related Relief; and (II) an Order Approving the Sale of Such Assets and Granting Related Relief [Docket No. 1250].
- C. Objection and Reservation of Rights of the Official Committee of Unsecured Creditors to the Expedited Motion of Westmoreland Resource Partners, LP and Its Subsidiaries for Entry of (I) an Order (A) Establishing Bidding and Sale Procedures with Respect to the Sale of the Kemmerer Mine and Substantially all Assets Related Thereto, (B) Authorizing the

Entry into a Stalking Horse Agreement and the Provision of Stalking Horse Protections, (C) Scheduling an Auction and Sale Hearing and Approving the Form and Manner of Notice Thereof and (D) Granting Related Relief; and (II) an Order Approving the Sale of Such Assets and Granting Related Relief [Docket No. 1260].

Related Documents:

- A. Declaration and Expert Report of Tyler Cowan in Support of the Expedited Motion of Westmoreland Resource Partners, LP and its Subsidiaries for Entry of (I) an Order (A) Establishing Bidding and Sale Procedures with Respect to the Sale of the Kemmerer Mine and Substantially all Assets Related Thereto, (B) Authorizing the Entry into a Stalking Horse Agreement and the Provision of Stalking Horse Protections, (C) Scheduling an Auction and Sale Hearing and Approving the Form and Manner of Notice Thereof and (D) Granting Related Relief; and (II) an Order Approving the Sale of Such Assets and Granting Related Relief [Docket No. 1126].
- B. Declaration of Gerald A. Tywoniuk in Support of the Expedited Motion of Westmoreland Resource Partners, LP and its Subsidiaries for Entry of (I) an Order (A) Establishing Bidding and Sale Procedures with Respect to the Sale of the Kemmerer Mine and Substantially all Assets Related Thereto, (B) Authorizing the Entry into a Stalking Horse Agreement and the Provision of Stalking Horse Protections, (C) Scheduling an Auction and Sale Hearing and Approving the Form and Manner of Notice Thereof and (D) Granting Related Relief; and (II) an Order Approving the Sale of Such Assets and Granting Related Relief [Docket No. 1130].

Status: This matter is going forward.

V. MLP LENDERS' ADEQUATE PROTECTION MOTION

- 5. Emergency Motion of the MLP Lenders for Adequate Protection [Docket No. 1202].

Responses Received:

- A. Objection of the Official Committee of Unsecured Creditors to the Emergency Motion of the MLP Lenders for Adequate Protection [Docket No. 1261]
- B. WLB Debtors' Preliminary Objection to Emergency Motion of the MLP Lenders for Adequate Protection [Docket No. 1262].
- C. Preliminary Objection of the Westmoreland Secured Lenders to the Emergency Motion of MLP Lenders for Adequate Protection [Docket No. 1263].

Related Documents: None.

Status: This matter is going forward.

VI. WITNESS AND EXHIBIT LISTS

6. The WMLP Debtors' Witness and Exhibit List for the February 4, 2019 Hearing [Docket No. 1228]
7. Official Committee of Unsecured Creditors' Witness and Exhibit List [Docket No. 1229]
8. Bayou Coal Partners, LLC's and Sabine Pass Coal Group, LLC's Witness and Exhibit List for the February 4, 2019 Hearing [Docket No. 1230]
9. WLB Debtors' Witness and Exhibit List for February 4, 2019 Hearing [Docket No. 1231].
10. WLB Ad Hoc Group's Exhibit and Witness List [Docket No. 1232].
11. MLP Lenders' Witness and Exhibit List for February 4, 2019 Hearing [Docket No. 1233].
12. The WMLP Debtors' Amended Witness and Exhibit List for the February 4, 2019 Hearing [Docket No. 1259].
13. WLB Debtors' Amended Witness and Exhibit List for February 4, 2019 Hearing [Docket No. 1264].

VII. ADJOURNED MATTER

14. 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 [Docket No. 1091].

Responses Received:

- A. United Mineworkers of America's Objection to Debtors' Motion Pursuant to 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 [Docket No. 1207].
- B. Coal Act Funds' Objection to 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 [Docket No. 1213].

- C. Response of the Coal Act Retirees' Committee to 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, and 2) Establishing Response Deadline [Docket No. 1236].

Related Documents:

- A. Order (1) Setting A Hearing on 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, and (2) Establishing Response Deadline [Docket No. 1109].
- B. Declaration of Stephen Douglas Williams in Support of 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 [Docket No. 1173].
- C. Notice of Reset of Hearing on Debtors' Motion Pursuant to Sections 1113/1114 [Docket No. 1226].

Status: This matter is adjourned to begin February 13, 2019 at 1:00 p.m. (prevailing Central Time), and will continue (to the extent necessary) on February 14, 2019 at 3:00 p.m (prevailing Central Time), and February 15, 2019 at 1:00 p.m. (prevailing Central Time).

[Remainder of page intentionally left blank]

Houston, Texas
February 3, 2019

/s/ Patricia B. Tomasco

Patricia B. Tomasco (Bar No. 01797600)
Matthew D. Cavanaugh (Bar No. 24062656)
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

*Conflicts Counsel to the WLB Debtors and Local
Counsel to the Debtors and Debtors in Possession*

James H.M. Sprayregen, P.C.
Michael B. Slade (Bar No. 24013521)
Gregory F. Pesce (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
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. (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: edward.sassower@kirkland.com
stephen.hessler@kirkland.com

-and-

Anna G. Rotman, P.C. (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

Counsel to the Debtors and Debtors in Possession

Certificate of Service

I certify that on February 3, 2019, 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