

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

In re:

Westmoreland Coal Company, *et al.*,<sup>1</sup>  
Debtors.

Chapter 11

Case No. 18-35672 (DRJ)

(Jointly Administered)

Westmoreland Mining Holdings LLC,  
Westmoreland Mining LLC, Westmoreland  
Canada Holdings Inc., Prairie Mines & Royalty  
ULC, Westmoreland Risk Management, Inc.,  
Westmoreland San Juan Mining LLC,  
Westmoreland Absaloka Mining LLC,  
Westmoreland Rosebud Mining LLC,  
Westmoreland Haystack Mining LLC,  
Westmoreland Beulah Mining LLC,  
Westmoreland Savage Mining LLC, and  
Westmoreland Jewett Mining LLC,

Plaintiffs,

v.

Western Coal Acquisition Partners, LLC,  
Merida Natural Resources, LLC, Westmoreland  
Resource Partners, LP, Westmoreland Kemmerer,  
LLC, and Westmoreland Kemmerer Fee Coal  
Holdings, LLC,

Defendants.

Adversary No. 19-\_\_\_\_\_

**TEMPORARY RESTRAINING ORDER**

(Relates to Docket No. \_\_)

<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.

CAME ON for consideration, the Application for Temporary Restraining Order filed by plaintiffs (collectively, the “WLB Purchaser”). After considering the pleadings, affidavit, and the evidence and arguments presented by the parties at a hearing held on March 25, 2019, the Court finds the following:

1. This temporary restraining order is issued with notice to the adverse parties.
2. The WLB Purchaser will be irreparably harmed if the temporary restraining order is not issued.
3. The WLB Purchaser has demonstrated a likelihood of success on the merits.
4. No prejudice will be suffered by the defendants and the public interest is served.

**ACCORDINGLY, IT IS HEREBY:**

**ORDERED** that defendants Westmoreland Resource Partners, LP, Westmoreland Kemmerer, LLC, and Westmoreland Kemmerer Fee Coal Holdings, LLC (collectively, “WMLP”), and defendants Western Coal Acquisition Partners, LLC and Merida Natural Resources, LLC (collectively, “Merida”), are hereby restrained from consummating the sale of the Kemmerer mine from WMLP to Merida until WMLP and Merida satisfy all closing conditions under the *Form of Asset Purchase Agreement among Westmoreland Resource Partners, LP, Westmoreland Kemmerer, LLC, Westmoreland Kemmerer Fee Coal Holdings, LLC, Western Coal Acquisition Partners, LLC and Merida Natural Resources, LLC* [Docket No. 1401] whose waiver would materially and adversely affect the WLB Purchaser, including all surety, bonding, and permit requirements. The WLB Purchaser retains the right to consent to a waiver or modification of those requirements, such consent not to be unreasonably withheld.

**ORDERED** that this temporary restraining order will expire on \_\_\_\_\_, 2019 at \_\_\_\_\_.m. (Houston time).

**ORDERED** that a hearing on whether a preliminary injunction should be issued will be conducted at \_\_\_\_ .m. (Houston time) on \_\_\_\_\_, 2019 before this Court.

**ORDERED** that, pursuant to Federal Bankruptcy Rule 7065(c), no bond is required.

Dated \_\_\_\_\_, 2019 at \_\_\_\_ .m  
Houston, Texas

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THE HONORABLE DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE