

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

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

**COVER SHEET FOR FIRST AND FINAL FEE APPLICATION (WLB DEBTORS)
OF DRINKER BIDDLE & REATH LLP AS SPECIAL LABOR AND EMPLOYEE
BENEFITS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD OF JANUARY 7, 2019 THROUGH MARCH 2, 2019**

Final Fee Application	
Name of Applicant:	DRINKER BIDDLE & REATH LLP
Applicant's professional role in case:	Special Labor and Employee Benefits Counsel to the Debtors and Debtors in Possession
Period for which compensation and reimbursement is sought:	January 7, 2019 through March 2, 2019
Time periods covered by any prior applications:	N/A
Total compensation sought this period:	\$151,745.70
Total expenses sought this period:	\$6,362.46

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.

Total professional fees requested in this application:	\$144,954.30
Total actual professional hours covered by this application:	202.50
Average hourly rate for professionals:	\$715.82
Total paraprofessional fees requested in this application:	\$6,791.40
Total actual paraprofessional hours covered by this application:	17.70
Average hourly rate for paraprofessionals:	\$383.69
Petition Date:	October 9, 2018 [Docket No. 1]
Retention Date:	January 7, 2019
Date of order approving employment:	February 20, 2019 [Docket No. 1421]
Total compensation approved by interim order to date:	N/A
Amount of retainer received in case:	\$0
Total expenses approved by interim order to date:	N/A
Total allowed compensation paid to date:	\$0
Total allowed expenses paid to date:	\$0
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	N/A
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	N/A

Number of professionals and paraprofessionals included in this application:	6
Number of professionals and paraprofessionals billing fewer than 15 hours to the case during this period:	3
Are any rates higher than those approved or disclosed at retention?	No
If a plan has been proposed, total to be paid to unsecured creditors under the plan:	Unknown at this time
If a plan has been proposed, percentage dividend to unsecured creditors under the plan:	Unknown at this time
If a plan has been proposed, total to be paid to all pre-petition creditors under the plan:	Unknown at this time
Date of confirmation hearing:	February 28, 2019
Indicate whether plan has been confirmed:	Yes for WLB Debtors [Docket No. 1561]

<i>Question</i>	<i>Answer</i>
<i>Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.</i>	The hourly rates for this engagement are consistent with the rates that Drinker Biddle charges other comparable chapter 11 clients, and the rate structure provided by Drinker Biddle is appropriate and is not significantly different ² from (i) the rates that Drinker Biddle charges in other non-bankruptcy representations or (ii) the rates of other comparably skilled professionals for similar engagements.
<i>If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?</i>	Not applicable.
<i>Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?</i>	No.
<i>Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.</i>	No.
<i>Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.</i>	No.

² Gregory J. Ossi became a partner of Drinker Biddle on or about January 7, 2019. Prior to his employment at Drinker Biddle, Mr. Ossi represented the Debtors as their special labor and employee benefit counsel in his former role as partner of the law firm Venable LLP (“Venable”). Mr. Ossi withdrew from the partnership at Venable on or about January 4, 2019. In an effort to ensure that its retention would not result in additional costs to the Debtors’ estates beyond what the Debtors would have incurred had Mr. Ossi not left his previous employment, Drinker Biddle agreed to discount Mr. Ossi’s standard hourly rate from \$725 per hour to \$720 per hour in connection with these chapter 11 cases.

<p><i>If the fee application includes any rate increases since retention:</i></p> <p><i>i. Did your client review and approve those rate increases in advance?</i></p> <p><i>ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458.</i></p>	<p>Not applicable.</p>
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**THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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

**FIRST AND FINAL FEE APPLICATION (WLB DEBTORS)
OF DRINKER BIDDLE & REATH LLP
AS SPECIAL LABOR AND EMPLOYEE BENEFITS COUNSEL TO
THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD OF
JANUARY 7, 2019 THROUGH MARCH 2, 2019**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEYS.

Drinker Biddle & Reath LLP (“DBR”), special labor and employee benefits counsel to the above-captioned debtors and debtors in possession (the “Debtors”), files this First and Final

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Fee Application with respect to fees and expenses allocable to the WLB Debtors² for the period from January 7, 2019 through March 2, 2019 (the “Application”) and states the following in support thereof:

JURISDICTION AND BACKGROUND

1. This Court has jurisdiction over this matter under 28 U.S.C. § 1334. This is a core proceeding under 28 U.S.C. § 157(b) and venue is proper in this Court under 28 U.S.C. §§ 1408 and 1409.

2. On October 9, 2018 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. During the course of these jointly-administered cases, the WLB Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made.

3. On October 18, 2018, the United States Trustee for Region 7, including the Southern District of Texas (the “US Trustee”), appointed a committee of unsecured creditors (the “Committee”) in these chapter 11 cases [Docket No. 206].

4. On March 2, 2019 (the “Confirmation Date”), the Court entered its *Order Confirming the Amended Joint Chapter 11 Plan of Debtor Westmoreland Coal Company and Certain of Its Debtor Affiliates* (the “WLB Debtors Plan”) [Docket No. 1561].

5. The effective date of the WLB Debtors Plan occurred on March 15, 2019. *See Notice of (I) Entry of Order Confirming the Amended Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates and (II) Occurrence of the Plan Effective Date* [Docket No. 1608].

² The term “WLB Debtors” means all Debtors except for Westmoreland Resource Partners, LP (“WMLP”) and WMLP’s subsidiaries (collectively with WMLP, the “WMLP Debtors”).

RETENTION OF DRINKER BIDDLE & REATH LLP

6. On February 20, 2019, the Court entered an *Order Authorizing Retention and Employment of Drinker Biddle & Reath LLP as Special Labor and Employee Benefits Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to January 7, 2019* [Docket No. 1421]. The Court previously entered an *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Procedures Order”) [Docket No. 495], which: (i) authorizes professionals, including DBR, to submit monthly fee statements to certain notice parties identified therein, (ii) authorizes the Debtors to pay eighty percent (80%) of the fees and one hundred percent (100%) of the monthly expenses requested after a twenty-one (21) day objection period in accordance with the Interim Procedures Order, and (iii) directs the Debtors to pay all unpaid requested fees, including the twenty percent (20%) holdback, after notice and a hearing (if necessary) for an interim or final fee application.

RELIEF REQUESTED

7. By this Application, DBR seeks entry of an order, in the form attached hereto as Exhibit A, pursuant to section 330 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2016, authorizing final allowance of \$151,745.70 in total fees for services rendered and \$6,362.46 in total actual and necessary expenses incurred in connection with DBR’s representation of the WLB Debtors as special labor and employee benefits counsel from January 7, 2019 through and including March 2, 2019 (the “Application Period”).

PRIOR INTERIM REQUESTS AND AWARDS

8. No previous request for interim allowance of compensation for professional services rendered or expenses incurred has been made by DBR to the Court.

MONTHLY FEE STATEMENTS

9. The Interim Procedures Order provides, among other things, that case professionals may serve monthly statements of services rendered and expenses incurred (“Monthly Fee Statements”) on the Debtors, counsel for the Debtors, counsel for the Committee, the U.S. Trustee, counsel for the ad hoc group of secured creditors of Westmoreland Coal Company, counsel for the ad hoc group of secured creditors of Westmoreland Resource Partners, LP and counsel for the Conflicts Committee of the Board of Directors for Westmoreland Resource Partners GP, LLC and conflicts counsel for the WMLP Debtors. Upon passage of the objection period, if no objections were received, the Debtors are authorized to pay such case professionals 80% of the fees and 100% of the expenses requested.

10. In compliance with the Interim Procedures Order, DBR submitted one (1) Monthly Fee Statement relating to the Application Period. Payment on account of this Monthly Fee Statement was requested as follows:

- a. Pursuant to the Monthly Fee Statement for the period January 7, 2019 through January 31, 2019 (the “January Fee Statement”), DBR requested \$58,230.80, which is 80% of the fees requested for services rendered (i.e., \$72,788.50) incurred during the period with no expenses incurred during the period.

11. After having filed the January Fee Statement, but prior to filing this Application, DBR discovered that it inadvertently had charged Mr. Ossi’s standard hourly rate of \$725 per hour in the January Fee Statement. The fees requested in this Application reflect the discounted rate of \$720 per hour. As of the filing of this Application, the objection period for the January Fee Statement has not yet run (the “Fee Statement Objection Deadline”). DBR intends to file a corrected January Fee Statement prior to the Fee Statement Objection Deadline.

12. In both the January Fee Statement and this Application, DBR allocated shared fees and expenses between the WLB Debtors and the WMLP Debtors as required by the Interim

Procedures Order and the *Order Authorizing and Approving Intercompany Settlement Term Sheet* [ECF No. 1548] (the “Intercompany Settlement Order”). Seven Thousand Three Hundred Forty-one Dollars and thirty cents (\$7,341.30)³ in shared fees during the Application Period are allocable to the WMLP Debtors, and those fees are not the subject of this Application and DBR does not request final allowance of those fees pursuant to this Application. There are no shared expenses allocable to the WMLP Debtors for the Application Period.

FINAL FEE APPLICATION

13. Throughout these cases, the Debtors and their professionals, including DBR, worked tirelessly to preserve and maximize the value of the Debtors’ estates for the benefit of all stakeholders. The WLB Debtors’ successful prosecution of their motion seeking authority to reject certain collective bargaining agreements (“CBAs”) (including the CBA with the UMWA for the Debtors’ Kemmerer mine) and to modify the Debtors’ retiree benefits obligations with respect to certain retired employees at the Kemmerer and other mines owned by the WLB Debtors (and their spouses and dependents) is attributable in no small part to the significant expertise and experience that DBR and its partner Gregory J. Ossi provided to the Debtors. Accordingly, DBR respectfully submits that the compensation and expense reimbursement sought herein for the necessary and beneficial services DBR provided to the Debtors during the Application Period is reasonable and appropriate under the facts and circumstances of these cases and should be allowed on a final basis.

14. DBR is a full-service law firm, which maintains offices for the practice of law at 1717 Main Street, Suite 5400, Dallas, Texas, and in twelve other offices in the U.S. and the U.K.

³ The \$7,341.30 total consists of: \$6,394.05 in shared fees allocable to the WMLP Debtors for the period January 7, 2019 – January 31, 2019; \$817.65 in shared fees allocable to the WMLP Debtors for the period February 1, 2019 – February 28, 2019; and \$129.60 in shared fees allocable to the WMLP Debtors for the period March 1, 2019 – March 2, 2019. Each of these sums likewise reflects Mr. Ossi’s reduced rate of \$720 per hour.

DBR possesses extensive expertise and knowledge in chapter 11 restructuring, as well as bankruptcy litigation, commercial transactions, banking, real estate, intellectual property and other complementary areas of law. DBR's extensive experience in labor and employee benefits matters allowed it to advise the Debtors so as to most effectively achieve the modification of retiree benefits obligations and the reduction of the Debtors' legacy labor liabilities, which have been crucial for the WLB Debtors' successful emergence from chapter 11.

15. DBR maintains detailed daily time records in the ordinary course of its business. These time records are prepared contemporaneously with the rendition of services to the client. These time records describe the person performing the services, the date the person performs the services, a detailed description of the services and the length of time the person spent delivering the services. These time records are kept in increments of tenths of an hour. The names, positions, and hourly rates of each professional and paraprofessional who billed the time in connection with DBR's engagement by the Debtors is attached hereto as Exhibit B.

16. During the Application Period, DBR expended an aggregate total of 220.20 hours for professional and paraprofessional services rendered on behalf of the Debtors. DBR's services during the Application Period have been actual, reasonable, and necessary. Reasonable compensation for its services based on the time, nature, extent, and value of services amounts to fees of \$151,745.70. A summary of the total fees organized by project category is attached hereto as Exhibit C. Detailed time records for the Application Period are attached hereto as Exhibit D.

17. DBR has incurred expenses in the total amount of \$6,362.46 during the Application Period, which now it seeks approval for reimbursement. A summary of the expenses is attached hereto as Exhibit E and further detailed in Exhibit F.

18. As noted above, DBR has submitted one monthly fee statement for the fees and expenses incurred in the month of January 2019, in accordance with the Interim Procedures Order. As further noted, (i) the January Fee Statement incorrectly reflects Mr. Ossi's standard hourly rate of \$725 per hour, and not the discounted rate of \$720 per hour that DBR agreed to charge the Debtors for Mr. Ossi's time in connection with these cases, and (ii) DBR intends to file a revised January Fee Statement reflecting the correct discounted hourly rate. A summary of the January Fee Statement reflecting the correct discounted hourly rate, plus invoices for fees and expenses from February 1, 2019 through the Confirmation Date, is set forth in Exhibit G.

19. DBR's standard rates are consistent with fees charged by DBR's peers in similar cases. Further, all professional services for which an allowance is requested were reasonable and necessary for services rendered on behalf of the Debtors in these cases. The rates charged by DBR for services rendered by its attorneys are the same as the rates charged on similar matters, without considering the size and degree of responsibility, difficulty, complexity, and results achieved.

SUMMARY OF SERVICES

20. During the Application Period, DBR performed work primarily in 2 different areas: employment/fee applications and labor and employee benefits matters. The professional hours and rates per task for those categories in the application period are summarized below:

B160 – Fee/Employment Applications. This category includes all matters relating to the retention of DBR as special labor and employee benefits counsel for the Debtors and the preparation and submission of DBR's monthly and final fee applications. DBR billed 32.70 hours to this task code for a total amount billed of \$17,129.70.

B736 – Employee Benefits/Pension. This project category includes time spent by DBR attorneys advising and assisting the Debtors in connection with various issues relating to employee benefit- and pension-related matters. Among other things, DBR reviewed and analyzed employee benefit issues in connection with the sale of the Debtors’ mining assets and contingency planning for a potential mine workers’ strike. DBR advised the Debtors with respect to and assisted in the negotiation of the rejection of collective bargaining agreements. DBR’s Mr. Ossi also provided testimony at the trial on the Debtors’ 1113/1114 motion to reject certain collective bargaining agreements and modify retiree benefits. DBR also advised the Debtors with respect to their obligations under the Coal Industry Retiree Health Benefit Act of 1992. DBR advised and assisted the Debtors in connection with preparing certain required reports and disclosures and in communicating with third parties regarding employee benefit and pension-related matters. DBR attorneys also prepared materials for discovery production, prepared necessary papers and other filings, assisted in drafting new labor agreements, and communicated and negotiated with various non-debtor third parties in connection with various employee benefit- and pension-related matters. DBR billed 187.50 hours to this task code for a total amount billed of \$134,616.00.

BASIS FOR RELIEF

21. Section 330 of the Bankruptcy Code provides that the Court may award a professional employed under section 327 “reasonable compensation for actual, necessary services” and “reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 also outlines specific criteria that the Court shall consider in determining the amount of reasonable compensation, including:

- (A) the time spent on such services;
- (B) the rates charged for such services;

- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, or a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

22. Bankruptcy courts have relied upon various factors to consider in awarding compensation in a bankruptcy case. *See, e.g., Johnson v. Georgia Highway Express, Inc.*, 874 F.2d 714 (5th Cir. 1974) (the “Johnson Factors”). DBR’s fees and expenses, as requested in this Application, are reasonable and satisfy the Johnson Factors, as set forth below:

- (A) Time and Labor Required. The time spent in assisting, representing and advising the Debtors with respect to labor and employee benefits matters in these chapter 11 cases covering the Application Period totals 187.50 hours. The number of hours spent in these cases was reasonable given the size and complexity of these cases, including the complexity of the labor and employee benefits-related issues. The detail of the specific time entries described in Exhibit D reflects the reasonableness of the compensation requested, as all of the services identified were necessary to an adequate and effective representation of the Debtors with respect to labor and employee benefits matters in these cases.
- (B) Novelty and Difficulty of Questions Presented by the Case. DBR devoted a substantial amount of time and resources to representing the Debtors in complex labor and employee benefits restructuring transactions, which presented difficult and challenging legal issues in the bankruptcy and non-bankruptcy context. More detailed descriptions of the labor and employee benefits restructuring issues presented by these chapter 11 cases are provided in the specific time entries attached as Exhibit D hereto.
- (C) Skill Requisite to Perform the Legal Services Properly. DBR’s attorneys possess the knowledge and skills necessary to efficiently and effectively provide legal services relating to labor and employee benefits to the Debtors, which require considerable knowledge of both bankruptcy and labor/employee benefits law. DBR attorney Gregory J. Ossi also had extensive experience as counsel for the

Debtors on labor and employee benefits matters prior to the filing of these Bankruptcy Cases.

- (D) Preclusion of Other Employment. Because of the time commitment involved in these cases and deadlines imposed on DBR, DBR's ability to take on certain other engagements was limited to some degree.
- (E) Customary Fees for Similar Work in the Community. DBR's fees for services rendered by lawyers, paralegals and other professionals are customary and usual in the legal community in which DBR practices. The hourly rates set forth in Exhibit B are those customarily charged by DBR for similar legal services.
- (F) Contingent Nature of Fees. DBR charges an hourly billing rate for its attorneys and paraprofessionals.
- (G) Amount Involved and Results Obtained. DBR achieved valuable results for the Debtors during these chapter 11 cases. DBR assisted the Debtors' efforts in achieving significant reductions in the Debtors' legacy labor liabilities. The fees requested by DBR are reasonable given the size and complexity of these chapter 11 cases and the results obtained. The dates that DBR performed these services for the Debtors during these chapter 11 cases, the individuals performing such services, a description of the services and the time expended are all detailed in the invoices attached as Exhibit D hereto. DBR believes that such information, as well as the narrative provided herein with regard to each category of service, establishes that its requested compensation is reasonable.
- (H) Time Limitations Imposed by the Circumstances. Throughout these chapter 11 cases, DBR has assisted the Debtors in achieving their goal of an expeditious emergence from chapter 11 while maximizing recoveries to all holders of allowed claims and distributing all property of the WLB Debtors' estates that becomes available for distribution after a successful sale transaction for the WLB Debtors' assets. Significantly, DBR has helped the Debtors to meet their chapter 11 goals by working to modify the Debtors' legacy labor liabilities. The WLB Debtors emerged from bankruptcy protection a little more than five (5) months after filing these cases. During that time, DBR assisted the Debtors in successfully seeking court authorization to reject certain CBAs at mines owned by the WLB Debtors and to modify retiree benefits for certain retirees at mines owned by the WLB Debtors.
- (I) Experience, Reputation, and Ability of Attorneys and Legal Assistants. DBR is reputable, possesses ability adequate to perform the tasks outlined in this Application, has worked on numerous bankruptcies similar in size to this case. The attorneys who provided the bulk of the services in these cases during the Application Period reflected herein possess specialized skills in bankruptcy, labor and employee benefits, as well as particularly the intersection of those two areas of law, to merit the award of the requested fees. Moreover, Mr. Ossi's considerable knowledge of and experience with the Debtors' labor and employee

benefits legal issues prepetition allowed the Debtors' labor and employee benefits restructuring efforts to proceed expeditiously and without undue delay during the Application Period.

(J) Undesirability of the Case. DBR does not consider these chapter 11 cases to be an undesirable representation.

(K) Nature and Length of the Professional Relationship with the Client. At various times since 2007, DBR's Mr. Ossi has represented the Debtors on a variety of labor and employee benefits and legislative matters. Mr. Ossi's lengthy history as counsel to the Debtors prepetition meant that DBR was in a position to respond quickly and with crucial knowledge and insight to the Debtors' labor and employee benefits issues in these Bankruptcy Cases.

(L) Awards in Similar Cases. The compensation requested by DBR is commensurate with fees requested and awarded by this Court and other bankruptcy courts in similar bankruptcy cases.

23. The services provided by DBR for which compensation is sought in this Application were necessary for, beneficial to, and in the best interests of the Debtors. The services rendered by DBR were performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved.

24. There is no agreement as to the sharing of any compensation to be paid to DBR other than sharing among the partners of DBR. Compensation previously paid to DBR, if any, has not been shared with any person, other than the partners of DBR.

25. The fees and expenses requested in this Application are in substantial compliance with the requirements of the applicable local rules, the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, the Bankruptcy Code, and the Federal Rules of Bankruptcy Procedure.

[Remainder of page intentionally left blank.]

CONCLUSION

WHEREFORE, DBR respectfully requests that the Court (i) allow to DBR the sum of \$151,745.70 as compensation for necessary professional services rendered and the sum of \$6,362.46 as reimbursement of actual and necessary costs and expenses, for a total of \$158,108.16, during the Application Period, (ii) authorize and direct the Debtors to pay DBR all unpaid amounts for the Application Period; and (iii) grant such other and further relief as it may deem just and proper.

Dated: April 15, 2019
Dallas, Texas

DRINKER BIDDLE & REATH LLP

By: /s/ Vincent P. Slusher
Vincent P. Slusher (State Bar No. 24069344)
Drinker Biddle & Reath LLP
1717 Main Street, Suite 5400
Dallas, Texas 75201-4629
Telephone: (469) 357-2500
Facsimile: (972) 813-6246
vince.slusher@dbr.com

*Special Labor and Employee Benefits
Counsel for the Debtors and Debtors in
Possession*

Exhibit A

(Proposed Order)

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

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

**ORDER GRANTING FIRST AND FINAL FEE APPLICATION (WLB DEBTORS) OF
DRINKER BIDDLE & REATH LLP AS SPECIAL LABOR AND EMPLOYEE
BENEFITS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR
THE PERIOD OF JANUARY 7, 2019 THROUGH MARCH 2, 2019**

Upon the application (the “Application”)² of Drinker Biddle & Reath LLP (“DBR”), special labor and employee benefits counsel to the above-captioned debtors and debtors in possession (the “Debtors”), seeking approval of the first and final application for compensation and reimbursement of expenses allocable to the WLB Debtors for the period January 7, 2019 through and including March 2, 2019, pursuant to the terms set forth in the Application, the Interim Procedures Order, and the WLB Debtors Plan; and the Court being satisfied, based on the representations made in the Application, that DBR should be awarded the amounts set forth in the Application; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. §157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been served; and it appearing that no other or further notice need be

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 meanings ascribed to them in the Application.

provided; and the Court having reviewed the Application and determined that the information set forth in the Application establishes just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT

1. DBR is awarded fees and expenses for the period of January 7, 2019 through and including March 2, 2019 as follows:

Fees: \$151,745.70

Expenses: \$6,362.46

Total: \$158,108.16

2. The Debtors are authorized and directed to promptly render payment to DBR for all unpaid amounts incurred during the Application Period.

3. All of DBR's fees and expenses allowed herein are hereby approved on a final basis pursuant to 11 U.S.C. § 330(a).

4. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2019

THE HONORABLE DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit B**COMPENSATION BY PROFESSIONALS AND PARAPROFESSIONALS
January 7, 2019 – March 2, 2019**

The Drinker Biddle & Reath LLP professionals who rendered professional services in these cases during the Application Period are:

Name of Professional	Position, State of Admission to Practice, Year Licensed	Hourly Billing Rate	Total Hours Billed¹	Total Compensation
Slusher, Vincent P.	Partner; Restructuring; Member of the Louisiana Bar since 1985; Member of the Texas Bar since 1992; Joined the Firm in 2017	\$920.00	4.10	\$3,799.60
Ossi, Gregory J.	Partner; Employee Benefits; Member of the Virginia Bar since 1997; Member of the Maryland Bar since 1998; Member of the District of Columbia Bar since 1998; Joined the Firm in 2019	\$720.00	184.20	\$132,638.40
Obsitnik, Cristin M.	Partner; Employee Benefits; Member of the Illinois Bar since 1997; Member of the California Bar since 2004; Joined the Firm in 2008	\$655.00	3.00	\$1,965.00
Lutkus, Stacy A.	Counsel; Restructuring;	\$590.00	10.50	\$6,236.30

¹ Only Hours Billed and Total Compensation allocable to the WLB Debtors during the Application Period are reflected in this chart. For the sake of simplicity, the number of hours allocable to the WLB Debtors during the Application Period have been rounded to the nearest tenth of an hour.

	Member of the Pennsylvania Bar since 2003; Member of the New York Bar since 2008; Joined the Firm in 2016.			
Williams, Christopher R.	Associate; Employee Benefits; Member of the Virginia Bar since 2016; Member of the District of Columbia Bar since 2017; Joined the Firm in 2019	\$450.00	0.70	\$315.00
Total:			202.50	\$144,954.30

The paraprofessionals of Drinker Biddle & Reath LLP who rendered professional services in these cases during the Application Period are:

Paraprofessional Person	Position with the Applicant, Department, Number of Years with Drinker Biddle & Reath LLP	Hourly Billing Rate	Total Billed Hours	Total Compensation
Daniel Northrop	Paralegal; Restructuring; Joined the Firm in 1999.	\$385.00	17.70	\$6,791.40
Total:			17.70	\$6,791.40

Exhibit C

**COMPENSATION BY PROJECT CATEGORY
January 7, 2019 – March 2, 2019**

Fee Summary		
Project Category	Hours Billed	Fees Sought
Fee/Employment Applications (B160)	32.70	\$17,129.70
Employee Benefits/Pensions (B736)	187.50	\$134,616.00
Total:	220.20	\$151,745.70

Exhibit D

**ITEMIZED TIME RECORDS OF PROFESSIONALS AND PARAPROFESSIONALS
January 7, 2019 – March 2, 2019**



1500 K Street, N.W.
 Washington, DC 20005-1209
 (202) 842-8800 *office*
 (202) 842-8465 *fax*
 TAX I.D. #23-1423089

Jennifer Grafton
 Westmoreland Coal Company
 9540 S. Maroon Circle, Suite 200
 Englewood, CO 80112

Invoice Number: 15231920
 Invoice Date: 02/22/2019
 Client Number: 220209
 Matter Number: 585686

Re: Special Labor and Benefits Counsel

For professional services rendered through January 31, 2019

Fees

01/07/19	Prepare for and conduct negotiations with UMWA.	GJ Ossi	2.90	2,088.00
01/07/19	Strategy and multiple correspondence with K&E regarding UMWA benefits and bargaining issues.	GJ Ossi	0.70	504.00
01/08/19	Multiple conferences regarding UMWA bargaining and information request (.8); draft transmittal email to UMWA (.4); bargaining strategy (.7); prepare for and attend conference call with lenders and counsel regarding bargaining issues (.8).	GJ Ossi	2.70	1,944.00
01/09/19	Attend conference call regarding labor and bankruptcy issues (.9); review of information request materials (.6).	GJ Ossi	1.60	1,152.00
01/09/19	Prepare for meeting with Coal Act Committee by reviewing applicable case law and Coal Act Funds filings.	GJ Ossi	4.80	3,456.00
01/10/19	Attend to matters related to DBR substitution for Venable.	VP Slusher	1.00	920.00
01/10/19	Strategy conference and additional preparations for meeting with Coal Act Committee (4.1); meet with Coal Act committee and follow-up (2.9); call with IUOE regarding open issues (1.0); review and revise company declarations (1.2).	GJ Ossi	8.00	5,760.00
01/10/19	Research docket in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas to obtain debtors' application to retain and employ Venable LLP as special labor and employee benefits counsel and orders entered in the case relating to said application, per the request of V. Slusher.	D Northrop	0.30	115.50
01/11/19	Attend to matters related to DBR substitution for Venable.	VP Slusher	1.50	1,380.00
01/11/19	Review and revise 1113/1114 motion.	GJ Ossi	4.40	3,168.00
01/11/19	Research to obtain sample applications to retain and employ and/or substitute special counsel for the debtors in chapter 11 cases in the Southern District of Texas.	D Northrop	0.20	77.00
01/14/19	Multiple conferences (.9) and review and revise 1113/1114 motions (2.9).	GJ Ossi	3.80	2,736.00

220209 Westmoreland Coal Company		Invoice No. 15231920		
585686 Special Labor and Benefits Counsel		Page 2		
February 22, 2019				
01/14/19	Conference with company consultants regarding amount and issuers of Coal Act Bonds (.3); review and analysis of Coal Act bonds language and application (.6)	GJ Ossi	0.90	648.00
01/14/19	Strategy and conferences regarding IUOE agreements (.8); review and revise motion regarding IUOE agreement (.6).	GJ Ossi	1.40	1,008.00
01/14/19	Research and gather information requested by the Coal Act Committee regarding Westmoreland medical benefit plans, tax returns, information returns and summary plan descriptions.	GJ Ossi	2.40	1,728.00
01/14/19	Draft, review and revise my declaration regarding the negotiations with the Coal Act Committee.	GJ Ossi	1.10	792.00
01/15/19	Participated in conference call to discuss the 1113/1114 meeting the UMWA.	GJ Ossi	1.00	720.00
01/15/19	Continued work on 1113/1114 brief and accompanying exhibits.	GJ Ossi	4.20	3,024.00
01/15/19	Prepare for and meet with the UMWA regarding 1113/1114 bargaining.	GJ Ossi	1.80	1,296.00
01/16/19	Prepare for and meeting with the Coal Act Committee (1.1); research case law and Coal Act white paper and transmit same to Committee (2.4).	GJ Ossi	3.50	2,520.00
01/16/19	Continued work on 1113/1114 brief and accompanying exhibits.	GJ Ossi	2.40	1,728.00
01/16/19	Review employee letter with threatening actions and strategize response with company officials.	GJ Ossi	0.40	288.00
01/17/19	Attend to matters related to conflicts check for retention application (.8); review rough drafts of retention (.7); draft, and review correspondence(.5).	VP Slusher	2.00	1,840.00
01/17/19	Draft/prepare application of debtors to retain and employ Drinker Biddle & Reath LLP as special labor and employee benefits counsel, including Slusher and Grafton declarations in support thereof, in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas.	D Northrop	3.30	1,270.50
01/18/19	Review, strategy and call regarding San Juan surface agreement and negotiations.	GJ Ossi	1.30	936.00
01/18/19	Draft/prepare application of debtors to retain and employ Drinker Biddle & Reath LLP as special labor and employee benefits counsel, including Slusher and Grafton declarations in support thereof, in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas.	D Northrop	4.10	1,578.50
01/19/19	Research required client information and draft three separate 204(h) notices to be sent to the appropriate beneficiaries of the Kemmerer pension, Beulah pension and San Juan underground portion for Westmoreland pension.	GJ Ossi	1.80	1,296.00
01/19/19	Draft/prepare application of debtors to retain and employ Drinker Biddle & Reath LLP as special labor and employee	D Northrop	0.90	346.50

220209 Westmoreland Coal Company
 585686 Special Labor and Benefits Counsel
 February 22, 2019

Invoice No. 15231920
 Page 3

	benefits counsel, including Slusher and Grafton declarations in support thereof, in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas.			
01/21/19	Prepare for and strategy conference with Kirkland & Ellis attorneys regarding 1113/1114 trial.	GJ Ossi	0.60	432.00
01/21/19	Draft/prepare application of debtors to retain and employ Drinker Biddle & Reath LLP as special labor and employee benefits counsel, including Slusher and Grafton declarations in support thereof, in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas.	D Northrop	0.50	192.50
01/22/19	Prepare for and conference with Alvarez and Marsal regarding Coal Act Committee questions and review of claims.	GJ Ossi	0.80	576.00
01/22/19	Review and revise D. Williams' affidavit.	GJ Ossi	0.40	288.00
01/22/19	Draft/prepare application of debtors to retain and employ Drinker Biddle & Reath LLP as special labor and employee benefits counsel, including Slusher and Grafton declarations in support thereof, in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas, and email correspondence with V. Slusher regarding same.	D Northrop	0.50	192.50
01/23/19	Review draft of substitution and retention motions.	VP Slusher	0.60	552.00
01/23/19	Review and revise UMWA 30(b)(6) motion (.8); strategy regarding Coal Act funds opposition to motion to expedite (.4).	GJ Ossi	1.20	864.00
01/23/19	Email correspondence regarding Coal Act funds and participation in previous bankruptcies.	GJ Ossi	0.40	288.00
01/23/19	Review and revise draft retention application (2.7); email messages to/from G. Ossi regarding hourly rate, motion for leave to substitute counsel (.2); prepare draft motion to substitute counsel and withdraw appearance (2.5); review Venable retention papers in connection with dame (.8).	SA Lutkus	6.20	3,658.00
01/23/19	Review revisions to application of debtors to retain and employ Drinker Biddle & Reath LLP as special labor and employee benefits counsel, including Slusher and Grafton declarations in support thereof, in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas (.1), review Drinker Biddle & Reath engagement letter with Westmoreland Coal Company (to be filed with the retention application) (.1), review draft motion for leave to substitute counsel and withdraw appearance (.1)and teleconference with S. Lutkus regarding same (.1).	D Northrop	0.40	154.00
01/24/19	Correspondence to Debtor's counsel regarding substitution (.4); correspondence to Venable (.4).	VP Slusher	0.80	736.00
01/24/19	Review and respond to inquiry from counsel for first lien creditor group (.4); review of Kemmerer shutdown case (.3).	GJ Ossi	0.70	504.00

220209	Westmoreland Coal Company	Invoice No. 15231920		
585686	Special Labor and Benefits Counsel	Page 4		
February 22, 2019				
01/25/19	Draft 204(h) notice for San Juan surface mine pension freeze.	GJ Ossi	0.30	216.00
01/25/19	Strategy and research regarding Coal Act proposal and calculation of premiums.	GJ Ossi	0.70	504.00
01/25/19	Initial review of conflicts report related to retention as special labor and employee benefit counsel (.2); telephone conference with D. Northrop regarding same (.1).	SA Lutkus	0.30	177.00
01/25/19	Prepare Schedule 2 to Slusher declaration in support of application of debtors to retain and employ Drinker Biddle & Reath LLP as special labor and employee benefits counsel in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas (1.9), and teleconference and email correspondence with S. Lutkus regarding same (.3).	D Northrop	2.20	847.00
01/26/19	Prepare Schedule 2 to Slusher declaration in support of application of debtors to retain and employ Drinker Biddle & Reath LLP as special labor and employee benefits counsel, disclosing relationships with parties in interest, in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas.	D Northrop	1.30	500.50
01/27/19	Strategy and analysis of Coal Act stipulation (.5) review and revise Coal Act stipulation (.6); analysis and email regarding estimate of Coal Act premiums (.2).	GJ Ossi	1.30	936.00
01/28/19	Follow up with client intake in connection with receipt of conflicts report.	SA Lutkus	0.30	177.00
01/28/19	Prepare Schedule 2 to Slusher declaration in support of application of debtors to retain and employ Drinker Biddle & Reath LLP as special labor and employee benefits counsel, disclosing relationships with parties in interest, in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas.	D Northrop	2.50	962.50
01/29/19	Review deposition outlines and prepare for depositions .	GJ Ossi	1.70	1,224.00
01/29/19	Prepare Schedule 2 to Slusher declaration in support of application of debtors to retain and employ Drinker Biddle & Reath LLP as special labor and employee benefits counsel, disclosing relationships with parties in interest, in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas.	D Northrop	3.20	1,232.00
01/30/19	Meetings and prepare Joe M., Elizabeth M. and Doug G. for deposition and witness testimony.	GJ Ossi	6.30	4,536.00
01/30/19	Final review of/revisions to retention application (including changes resulting from incorporation of conflicts report) (6.9); email messages to S. Golden (Kirkland & Ellis) and V. Slusher regarding same (.2).	SA Lutkus	7.10	4,189.00
01/30/19	Teleconference with S. Lutkus regarding revisions to application of debtors to retain and employ Drinker Biddle	D Northrop	0.10	38.50

220209 Westmoreland Coal Company
 585686 Special Labor and Benefits Counsel
 February 22, 2019

Invoice No. 15231920
 Page 5

& Reath LLP as special labor and employee benefits counsel in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas.

01/31/19	Attend depositions of Joe M., Elizabeth M. and Doug G.	GJ Ossi	5.00	3,600.00
01/31/19	Final witness preparation for depositions.	GJ Ossi	0.50	360.00
01/31/19	Revise retention application per S. Golden (Kirkland & Ellis) comments (.2); email message to V. Slusher regarding Venable comments to motion to substitute counsel (.1).	SA Lutkus	0.30	177.00
	Current Hours / Fees		110.60	\$72,433.50

Time and Fee Summary

Timekeeper	Title	Rate	Hours	Fees
VP Slusher	Partner	\$920.00	5.90	\$5,428.00
GJ Ossi	Partner	\$720.00	71.00	\$51,120.00
SA Lutkus	Counsel	\$590.00	14.20	\$8,378.00
D Northrop	Paralegal	\$385.00	19.50	\$7,507.50
Totals			110.60	\$72,433.50

Total this Invoice

\$72,433.50

Payment for legal services is due within 30 days of invoice date.



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 TAX I.D. #23-1423089

Jennifer Grafton
 Westmoreland Coal Company
 9540 S. Maroon Circle, Suite 200
 Englewood, CO 80112

Invoice Number: 15244695
 Invoice Date: 04/12/2019
 Client Number: 220209
 Matter Number: 585686

Re: Special Labor and Benefits Counsel

For professional services rendered through February 28, 2019

Fees

02/01/19	Review and analysis of Coal Act Fund and Coal Act committee opposition motions (1.6); conference with M. Slade regarding same (1.0).	GJ Ossi	2.60	1,872.00
02/03/19	Review in business cases under Coal Act and strategy regarding application to wind down of debtors.	GJ Ossi	2.80	2,016.00
02/03/19	Revise proposed Retention Order per United States Trustee comments (.2); email messages from/to S. Golden (Kirkland & Ellis), and to V. Slusher regarding same (.1).	SA Lutkus	0.30	177.00
02/04/19	Review Coal Act production (2.3) and strategy call with Kirkland & Ellis (1.1).	GJ Ossi	3.40	2,448.00
02/04/19	Review and revise San Juan Agreement to eliminate retiree medical.	GJ Ossi	0.40	288.00
02/04/19	Review email correspondence regarding revisions requested by the Office of the U.S. Trustee to the proposed Order authorizing Debtors' retention and employment of Drinker Biddle & Reath LLP as special labor and employee benefits counsel in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas .	D Northrop	0.10	38.50
02/05/19	Conference with Company officials regarding timing of benefit termination and enrollment issues.	GJ Ossi	0.30	216.00
02/05/19	Review and strategy regarding Sanson deposition (1.3); strategy call with Kirkland & Ellis (.7); review Coal Act Committee revised proposal; (.9) call with Coal Act Funds counsel (.6).	GJ Ossi	3.50	2,520.00
02/06/19	Multiple conferences with Kirkland & Ellis regarding new stalking horse bidder for Kemmerer (.9); strategy regarding 1113 filing (.6); conference with UMWA official regarding Kemmerer bidder (.4); call regarding Coal Act bonds (.6); group call regarding stalking horse bid (.5).	GJ Ossi	3.00	2,160.00
02/06/19	Revise proposed Retention Order in accordance with comments received from counsel to ad hoc group of creditors to MLP debtors (.5); email messages from/to S. Golden (K&E) in connection with same (.1).	SA Lutkus	0.60	354.00

220209
585686
April 12, 2019

Westmoreland Coal Company
Special Labor and Benefits Counsel

Invoice No. 15244695
Page 2

02/06/19	Research to obtain order granting complex chapter 11 bankruptcy case treatment entered October 15, 2018 in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas (.2); review same (.2); telephone call with Judge Jones's case manager to obtain a hearing date for application of debtors to retain and employ Drinker Biddle & Reath LLP as special labor and employee benefits counsel (.1); follow-up email correspondence with S. Lutkus regarding same (.2); attention to revising/assembling components of application of debtors to retain and employ Drinker Biddle as special labor and employee benefits counsel (.8); and review as-filed copies of Drinker Biddle retention application and motion of debtors to substitute special labor and employee benefits counsel (.2).	D Northrop	1.70	654.50
02/07/19	Review of Coal Act beneficiary information from Ameriben (.4); discussions with counsel for Coal Act Funds regarding total beneficiaries (.4); review and revise Coal Act Funds stipulations (.3); strategy regarding union issues with Company official (.3); prepare for and attend deposition of B. Sanson (3.4)	GJ Ossi	4.80	3,456.00
02/08/19	Strategy and review of UMWA emergency motion (.8); multiple correspondence regarding 1113 issues (1.7); strategy and conference regarding Coal Act issues (.7).	GJ Ossi	3.20	2,304.00
02/08/19	Emails with G. Ossi regarding transaction structure and subsequent employment of union employees by buyer.	CM Obsitnik	0.20	131.00
02/08/19	Research to obtain and review order establishing procedures for interim compensation and reimbursement of expenses of professionals in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas (.4); research to obtain sample monthly fee statements filed by professionals in the Westmoreland Coal Company case (.3) and research to obtain sample interim and final fee applications by special labor and employee benefits counsel (.5).	D Northrop	1.20	462.00
02/09/19	Review and correspondence regarding Coal Act Funds issues.	GJ Ossi	0.20	144.00
02/10/19	Review 204(h) issue as impacts union pensions (.3); review and revise Coal Act stipulations (1.1); review and strategy regarding union threat of strike at US and Canadian mines (.8).	GJ Ossi	2.20	1,584.00
02/11/19	Review and revise Declarations and Reply Brief (2.8); review and revise opposition to UMWA Emergency motion (1.4); review depositions in preparation for review of 1113/1114 brief and trial (4.2).	GJ Ossi	8.40	6,048.00
02/12/19	Prepare for 1113/1114 trial.	GJ Ossi	10.30	7,416.00
02/13/19	Prepare for 1113/1114 hearing.	GJ Ossi	3.80	2,736.00
02/13/19	Attend 1113/1114 hearing.	GJ Ossi	4.20	3,024.00
02/13/19	Prepare for Thursday's 1113/1114 hearing.	GJ Ossi	2.70	1,944.00

220209
585686
April 12, 2019

Westmoreland Coal Company
Special Labor and Benefits Counsel

Invoice No. 15244695
Page 3

02/14/19	Continue preparation for 1113/1114 hearing.	GJ Ossi	3.60	2,592.00
02/14/19	Attend and testify at 1113/1114 hearing.	GJ Ossi	4.40	3,168.00
02/14/19	Review plan documents (.7); email exchanges with G. Ossi regarding same (.3); research on eligibility for distribution in asset sale when third party buyers assumes plan or transferred assets (.5).	CM Obsitnik	1.50	982.50
02/15/19	Attend hearing via telephone.	GJ Ossi	3.70	2,664.00
02/15/19	Email exchanges with G. Ossi on treatment of pension plans after sale of assets.	CM Obsitnik	0.20	131.00
02/16/19	Review and answer questions on right to strike.	GJ Ossi	0.30	216.00
02/17/19	Conference regarding CBA strategy (.4); strategy and correspondence regarding pension issues and work at UMWA mines(.9).	GJ Ossi	1.30	936.00
02/18/19	Prepare for and conference regarding stop loss and medical benefit issues (.8); conference with lender groups regarding retiree medical issues (.8); review and strategy regarding proposed 1113/1114 order (.6); strategy regarding potential UMWA strike (.9).	GJ Ossi	3.10	2,232.00
02/19/19	Prepare and finalize strike preparation materials (2.7); correspondence and calls with lender groups regarding strike risks and action plans (.8).	GJ Ossi	3.50	2,520.00
02/20/19	Draft response to questions on vesting and eligibility for distribution in asset sale when third party buyers assumes plan or transferred assets.	CM Obsitnik	0.40	262.00
02/20/19	Review Order entered February 20, 2019, authorizing the retention and employment of Drinker Biddle & Reath LLP as special labor and employee benefits counsel to the Debtors and Debtors in Possession in In re Westmoreland Coal Company, et al., Case No. 18-35672 (U.S. Bankruptcy Court for the Southern District of Texas) (.1) and circulate same to Messrs. Slusher and Ossi and S. Lutkus (.1).	D Northrop	0.20	77.00
02/21/19	Deal with stop loss issues (3.2); review and answer union questions(.4); calls with KL(.9); review and analysis of Coal Act filings (.8).	GJ Ossi	5.30	3,816.00
02/21/19	Review Order establishing procedures for interim compensation and reimbursement of expenses of professionals in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas (.5) and draft first monthly fee statement by Drinker Biddle & Reath LLP as special labor and employee benefits counsel for the Debtors and the Debtors in Possession (1.7).	D Northrop	2.20	847.00
02/22/19	Coordinate continued review of stop-loss issues (.6); conference call to discuss stop-loss issues (.5); review union pension questions and send coordinated answers to union regarding UMWA pensions (.6).	GJ Ossi	1.70	1,224.00
02/22/19	Draft first monthly fee statement by Drinker Biddle &	D Northrop	0.30	115.50

220209 Westmoreland Coal Company
 585686 Special Labor and Benefits Counsel
 April 12, 2019

Invoice No. 15244695
 Page 4

	Reath LLP as special labor and employee benefits counsel for the Debtors and the Debtors in Possession in the Westmoreland Coal Company, et al. chapter 11 case pending in the U.S. Bankruptcy Court for the Southern District of Texas.			
02/25/19	Strategy and conference regarding Beulah and Kemmerer negotiations (.8); prepare for and conference with UMWA regarding negotiations (.8); follow-up regarding same (.4); review and revise declaration (.4); review and revise draft Confirmation Order (.8).	GJ Ossi	3.20	2,304.00
02/25/19	Bargaining conference call with United Mine Workers regarding Beulah Mine Labor Agreement.	CR Williams	0.70	315.00
02/26/19	Multiple conferences with UMWA officials regarding retiree medical and contract issues (1.2); multiple conferences with lender groups to coordinate next steps (.8); conference with Shulte attorneys regarding union negotiations (.5); review Coal Act case law in preparation for testimony at hearing (3.2).	GJ Ossi	5.70	4,104.00
02/27/19	Prepare for hearing (1.8); strategy regarding union negotiations over retiree health care (1.6); multiple conferences and strategy regarding retiree health care amounts (2.7); case strategy and discussion with Kirkland & Ellis and Company officials(1.4).	GJ Ossi	7.50	5,400.00
02/27/19	Advise on eligibility for commencing pension benefits in connection with asset sale (.3); review relevant plan terms (.4).	CM Obsitnik	0.70	458.50
02/28/19	Prepare for confirmation hearing (2.3); attend confirmation hearing (3.4); multiple negotiations and conferences with lenders, company officials and UMWA officials regarding retiree medical and working conditions (4.4); draft and revise language regarding Kemmerer and Beulah terms and conditions of employment (.5); call with Company officials regarding strike preparations and other related issues (.5).	GJ Ossi	11.10	7,992.00
	Current Hours / Fees		120.50	\$84,349.50

Time and Fee Summary

Timekeeper	Title	Rate	Hours	Fees
GJ Ossi	Partner	\$720.00	110.20	\$79,344.00
CM Obsitnik	Partner	\$655.00	3.00	\$1,965.00
SA Lutkus	Counsel	\$590.00	0.90	\$531.00
CR Williams	Associate	\$450.00	0.70	\$315.00
D Northrop	Paralegal	\$385.00	5.70	\$2,194.50
Totals			120.50	\$84,349.50



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 TAX I.D. #23-1423089

Jennifer Grafton
 Westmoreland Coal Company
 9540 S. Maroon Circle, Suite 200
 Englewood, CO 80112

Invoice Number: 15244698
 Invoice Date: 04/12/2019
 Client Number: 220209
 Matter Number: 585686

Re: Special Labor and Benefits Counsel

For professional services rendered through March 31, 2019

Fees

03/01/19	Conference with B. Sanson regarding labor issue (.5); email correspondence with lender groups regarding labor issues (.7); analysis of evolving labor strategy to get to a closing sale of the assets (1.4).	GJ Ossi	2.60	1,872.00
03/01/19	Categorize time for fee application.	GJ Ossi	0.60	432.00
	Current Hours / Fees		3.20	\$2,304.00

Time and Fee Summary

Timekeeper	Title	Rate	Hours	Fees
GJ Ossi	Partner	\$720.00	3.20	\$2,304.00
Totals			3.20	\$2,304.00

Exhibit E**EXPENSE SUMMARY**

Expense Category	Total Expenses
Travel Meals	\$312.94
Car Service/Taxi	\$301.28
Hotel	\$2,660.33
Air Fare	\$2,763.13
On-Line Researching	\$20.70
Out of Town Travel	\$304.08
Total Requested:	\$6,362.46

Exhibit F

**DETAIL OF EXPENSES AND DISBURSEMENTS
January 7, 2019 – March 2, 2019**

220209 Westmoreland Coal Company
 585686 Special Labor and Benefits Counsel
 April 9, 2019

Invoice No. 15244695

Expenses

Searches	20.70
Travel - Airfare - Gregory J. Ossi, 01/23/19, 0167290358810 - Attend Westmoreland Coal Prep Session, January 29 - February 1, 2019, Denver, CO	372.62
Travel - Airfare - Gregory J. Ossi, 01/23/19, 01629265865021 / 01629265865010 - Attend Westmoreland Coal Prep Session, January 29 - February 1, 2019, Denver, CO	204.00
Car Rental - Gregory J. Ossi, 02/01/19 - Attend Westmoreland Coal Prep Session, January 29 - February 1, 2019, Denver, CO	304.08
Travel - Lodging (Hotel, Apt, Other) - Gregory J. Ossi, 02/01/19 - Attend Westmoreland Coal Prep Session, January 29 - February 1, 2019, Denver, CO	867.69
Travel - Meals - 01/29/19 - Attend Westmoreland Coal Prep Session, January 29 - February 1, 2019, Denver, CO - G. Ossi	4.43
Travel - Meals - 01/30/19 - Attend Westmoreland Coal Prep Session, January 29 - February 1, 2019, Denver, CO - G. Ossi	72.47
Travel - Meals - 01/31/19 - Attend Westmoreland Coal Prep Session, January 29 - February 1, 2019, Denver, CO - G. Ossi	66.26
Travel - Meals - 02/01/19 - Attend Westmoreland Coal Prep Session, January 29 - February 1, 2019, Denver, CO - G. Ossi	17.58
Travel - Meals - 02/01/19 - Attend Westmoreland Coal Prep Session, January 29 - February 1, 2019, Denver, CO - G. Ossi	8.68
Travel - Meals - 01/29/19 - Attend Westmoreland Coal Prep Session, January 29 - February 1, 2019, Denver, CO - G. Ossi	35.51
Travel - Meals - 01/10/19 - Meeting at Kirkland & Ellis regarding the Westmoreland Coal Act Meeting, Houston, TX - G. Ossi	11.83
Taxi/Car Service - Gregory J. Ossi, 02/01/19 - Attend Westmoreland Coal Prep Session, January 29 - February 1, 2019, Denver, CO	21.10
Taxi/Car Service - Gregory J. Ossi, 01/29/19 - Attend Westmoreland Coal Prep Session, January 29 - February 1, 2019, Denver, CO	23.41
Taxi/Car Service - Gregory J. Ossi, 01/10/19 - Meeting at Kirkland & Ellis regarding the Westmoreland Coal Act Meeting, Houston, TX	31.09
Taxi/Car Service - Gregory J. Ossi, 01/10/19 - Meeting at Kirkland & Ellis regarding the Westmoreland Coal Act Meeting, Houston, TX	25.27

Total Current Expenses

\$2,086.72

Re: Special Labor and Benefits Counsel

Expenses

Travel - Airfare - Gregory J. Ossi, 02/04/19, Confirmation # NSEC20 - Westmoreland Coal Company, Hearing - Houston, TX - February 12 - 14, 2019	158.00
Travel - Airfare - Gregory J. Ossi, 02/04/19, 0167290700311 - Westmoreland Coal Company, Hearing - Houston, TX - February 12 - 14, 2019	843.66
Travel - Airfare - Gregory J. Ossi, 02/04/19, 8900750171967 - Westmoreland Coal Company, Hearing - Houston, TX - February 12 - 14, 2019	20.00
Travel - Airfare - Gregory J. Ossi, 02/25/19, Ticket 0167291608113 - Travel to Houston, TX for hearing on Mission 113, February 27 - 28, 2019	1,150.86
Travel - Airfare - Gregory J. Ossi, 02/28/19 - Travel to Houston, TX for hearing on Mission 113, February 27 - 28, 2019	13.99
Travel - Lodging (Hotel, Apt, Other) - Gregory J. Ossi, 02/14/19 - Westmoreland Coal Company, Hearing - Houston, TX - February 12 - 14, 2019	1,297.56

220209 Westmoreland Coal Company
 585686 Special Labor and Benefits Counsel
 April 11, 2019

Invoice No. 15244698
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Travel - Lodging (Hotel, Apt, Other) - Gregory J. Ossi, 02/28/19 - Travel to Houston, TX for hearing on Mission 113, February 27 - 28, 2019	495.08
Travel - Meals - 02/28/19 - Travel to Houston, TX for hearing on Mission 113, February 27 - 28, 2019 - G. Ossi	24.31
Travel - Meals - 02/13/19 - Westmoreland Coal Company, Hearing - Houston, TX - February 12 - 14, 2019 - G. Ossi	49.14
Travel - Meals - 02/14/19 - Westmoreland Coal Company, Hearing - Houston, TX - February 12 - 14, 2019 - G. Ossi	22.73
Taxi/Car Service - Gregory J. Ossi, 02/12/19 - Westmoreland Coal Company, Hearing - Houston, TX - February 12 - 14, 2019	24.94
Taxi/Car Service - Gregory J. Ossi, 02/12/19 - Westmoreland Coal Company, Hearing - Houston, TX - February 12 - 14, 2019	28.16
Taxi/Car Service - Gregory J. Ossi, 02/14/19 - Westmoreland Coal Company, Hearing - Houston, TX - February 12 - 14, 2019	45.37
Taxi/Car Service - Gregory J. Ossi, 02/14/19 - Westmoreland Coal Company, Hearing - Houston, TX - February 12 - 14, 2019	25.25
Taxi/Car Service - Gregory J. Ossi, 02/27/19 - Travel to Houston, TX for hearing on Mission 113, February 27 - 28, 2019	15.44
Taxi/Car Service - Gregory J. Ossi, 02/27/19 - Travel to Houston, TX for hearing on Mission 113, February 27 - 28, 2019	25.58
Taxi/Car Service - Gregory J. Ossi, 03/01/19 - Travel to Houston, TX for hearing on Mission 113, February 27 - 28, 2019	35.67

Total Current Expenses

\$4,275.74

Exhibit G

MONTHLY FEE STATEMENT SUMMARY

Invoices	Amount	Amount Paid/Date	Amount Due
Invoice #15231920 01/07/2019-01/31/2019	\$72,433.50	\$0.00	\$72,433.50
Invoice #15244695 02/01/2019-02/28/2019	\$86,436.22	\$0.00	\$86,436.22
Invoice #15244698 03/01/2018-03/2/2019	\$6,579.74	\$0.00	\$6,579.74