

**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.*,<sup>1</sup> §  
§ (Jointly Administered)  
Debtors.

**NOTICE OF AMENDED FIRST MONTHLY FEE STATEMENT OF  
DRINKER BIDDLE & REATH LLP AS SPECIAL LABOR AND  
EMPLOYEE BENEFITS COUNSEL TO THE DEBTORS AND DEBTORS IN  
POSSESSION FOR THE PERIOD JANUARY 7, 2019 THROUGH JANUARY 31, 2019**

On March 27, 2019, Drinker Biddle & Reath LLP (“DBR”) submitted, 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], the First Monthly Statement of Drinker Biddle & Reath LLP as Special Labor and Employee Benefits Counsel to the Debtors and Debtors in Possession for the Period January 7, 2019 Through January 31, 2019 [ECF No. 1653] (the “First Monthly Fee Statement”), seeking payment for services rendered and reimbursement of expenses incurred during the period commencing January 7, 2019 through January 31, 2019.

Since the filing of the First Monthly Fee Statement, DBR has discovered that it inadvertently charged Partner Gregory J. Ossi’s standard hourly rate of \$725 per hour in the First Monthly Fee Statement rather than the discounted \$720 per hour rate that DBR agreed to charge

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<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.

for Mr. Ossi's services in these chapter 11 cases in an effort to ensure that DBR's retention by the Debtors 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 with Venable LLP on or about January 4, 2019 and become a partner of DBR on or about January 7, 2019.

By this Amended First Monthly Fee Statement, DBR seeks payment of interim compensation in the total amount of \$57,946.80 (80% of the fees for services rendered). A summary of the fees for services rendered is attached hereto as Exhibit B. An amended detailed invoice of the fees for services rendered, reflecting the discounted rate of \$720 per hour for Mr. Ossi, is attached hereto as Exhibit A.

In accordance with the Fee Procedures Order and the Order Authorizing and Approving Intercompany Settlement Term Sheet [ECF No. 1548] (the "Intercompany Settlement Order"), DBR has allocated its fees and expenses as required by those orders. Exhibit C attached hereto summarizes DBR's fee/expense allocation between the WMLP Debtors and the WLB Debtors.

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 e-mail, on the undersigned and each of the following Application Recipients (as defined in the Fee Procedures 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 ([jgrafton@westmoreland.com](mailto:jgrafton@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 to 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 of 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, Ohio 44114, Attn: Heather Lennox ([hlennox@jonesday.com](mailto:hlennox@jonesday.com));
- G. Office of the United States Trustee, 515 Rusk Street, Houston, Texas 770022 ([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 F. 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 DBR 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 15th day of April 2019.

DRINKER BIDDLE & REATH LLP

By: /s/ Vincent P. Slusher  
Vincent P. Slusher (State Bar No. 00785480)  
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*Special Labor and Employee Benefits Counsel to  
the Debtors and Debtors in Possession*

**EXHIBIT A**

**EXHIBIT B****FIRST MONTHLY FEE STATEMENT  
JANUARY 7, 2019 THROUGH JANUARY 31, 2019  
COMPENSATION BY PROJECT CATEGORY**

Project Category/Description	Directly Attributable to WMLP Debtors		Directly Attributable to WLB Debtors		Joint Matters	
	Hours	Fees	Hours	Fees	Hours	Fees
Employee Benefits and Pensions <sup>1</sup>	-	-	71.00	\$51,120.00	-	-
Fee/Employment Applications	-	-	-	-	39.60	\$21,313.50
TOTAL	-	-	71.00	\$51,120.00	39.60	\$21,313.50
20% Fee Holdback				\$10,224.00		\$4,262.70
80% of Fees				\$40,896.00		\$17,050.80

<sup>1</sup> It is DBR's understanding that the WMLP Debtors have satisfied the amount of professional fees and expenses allocated to them under the intercompany settlement in connection with seeking modifications to the collective bargaining agreements with the UMWA, including through bargaining with the UMWA and the section 1113 proceeding. As such, DBR is allocating professional fees incurred for such tasks to the WLB Debtors.

**EXHIBIT C**

**SUMMARY OF FEE/EXPENSE ALLOCATION**

**WMLP Debtors**

Direct Fees (Net of 20% Holdback): \$0.00

Direct Expenses: \$0.00

Share of Collective Fees (Net of 20% Holdback): \$5,115.24

Share of Collective Expenses: \$0.00

**Fee/Expense Request for WMLP Debtors: \$5,115.24**

**WLB Debtors**

Direct Fees (Net of 20% Holdback): \$40,896.00

Direct Expenses: \$0.00

Share of Collective Fees (Net of 20% Holdback): \$11,935.56

Share of Collective Expenses: \$0.00

**Fee/Expense Request for WLB Debtors: \$52,831.56**

**CERTIFICATE OF SERVICE**

I certify that on April 15, 2019, I caused a copy of the foregoing *Notice of Amended First Monthly Fee Statement of Drinker Biddle & Reath LLP as Special Labor and Employee Benefits Counsel to the Debtors and Debtors in Possession for the Period January 7, 2019 through January 31, 2019* (the "Amended Monthly Fee Statement") to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas. I also caused a copy of the Amended Monthly Fee Statement to be served via e-mail on the parties listed below.

/s/ Vincent P. Slusher

Vincent P. Slusher

**APPLICATION RECIPIENTS**

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*Counsel to the Conflicts Committee of the Board of Directors of Westmoreland Resource Partners GP, LLC, and conflicts counsel for the WMLP Debtors*



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