



ENTERED  
04/22/2019

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

**IN RE:** §  
§  
**SUNEDISON, INC., et al.,** § **CASE NO: 16-10992 (SMB)**  
§ **CHAPTER 11**  
§ **(Jointly Administered)**  
**Debtors.** §

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

**IN RE:** §  
§  
**OLD ANR, LLC, et al.,** § **CASE NO: 19-00302 (KRH)**  
§ **MISCELLANEOUS PROCEEDING**  
§  
**Debtors.** §

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

**IN RE:** §  
§  
**WESTMORELAND COAL COMPANY, et al.,** § **CASE NO: 18-35672**  
§ **CHAPTER 11**  
§ **(Jointly Administered)**  
§  
**Debtors.** §

**CORRECTED ORDER APPROVING SETTLEMENT AGREEMENT BETWEEN  
UNITED STATES TRUSTEE PROGRAM AND MCKINSEY & COMPANY, INC.  
AND CERTAIN OF ITS AFFILIATES**

**RECITALS**

Whereas, certain McKinsey<sup>1</sup> entities provide financial and consulting services to chapter 11 bankruptcy debtors-in-possession.

Whereas, issues and concerns have been raised by several United States Trustees with respect to the adequacy and completeness of disclosures of connections made by McKinsey pursuant to Fed. R. Bankr. P. 2014 (“Rule 2014”) in seeking retention in the above-captioned cases under 11 U.S.C. § 327, as set forth more specifically herein.

### **Alpha Natural Resources**

Whereas, on May 3, 2016, the then-serving United States Trustee for Region 4 filed a motion in *In re Alpha Natural Resources, Inc.*, Case No. 15-33896-KRH (Bankr. E.D. Va.) (including all jointly administered cases and the Old ANR Miscellaneous Proceeding,<sup>2</sup> collectively the “*Alpha Case*”), to compel McKinsey to comply with Rule 2014 (the “Motion to Compel”). On May 19, 2016, McKinsey supplemented its disclosures to resolve the Motion to Compel. Pursuant to a separate Court Order requiring McKinsey to produce additional information pertaining to its connections, including those of the McKinsey Investment Office (the “Supplemental *Alpha Disclosures*”), McKinsey submitted the Supplemental *Alpha Disclosures in-camera* to the *Alpha Court* on July 6, 2016.

Whereas, after the *Alpha Court*’s entry of the final decree closing the *Alpha Case*, on July 18, 2018, Mar-Bow Value Partners, LLC (“Mar-Bow”) moved to reopen the *Alpha Case* and for relief from certain judgments (“Mar-Bow *Alpha Motion*”). On November 30, 2018, the current Acting United States Trustee for Region 4 filed comments regarding the Mar-Bow *Alpha Motion* and McKinsey’s response thereto (the “*Alpha Comment Pleading*”), requesting that the *Alpha Court* reopen the *Alpha Case* and impose remedies against McKinsey. On January 16, 2019, the *Alpha Court* entered an Order reopening the *Alpha Case* (the “Reopening Order”) and directed the Clerk of the Court to open the Old ANR Miscellaneous Proceeding.<sup>3</sup> On January 16, 2019, the *Alpha Court* filed the Supplemental *Alpha Disclosures* on the public docket in the Old ANR Miscellaneous Proceeding.

### **SunEdison**

Whereas, on May 12, 2016, the United States Trustee for Region 2 objected to the debtor’s application in *In re SunEdison, Inc.*, Case No. 16-10992-SMB (Bankr. S.D.N.Y.) (including all jointly administered cases, the “*SunEdison Case*”), to retain McKinsey (the “*SunEdison Retention Objection*”). On June 6, 2016, McKinsey supplemented its disclosures to resolve the *SunEdison*

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<sup>1</sup> As used herein, “McKinsey” means, collectively, McKinsey & Company, Inc., McKinsey Holdings, Inc., McKinsey & Company, Inc. United States, and McKinsey Recovery & Transformation Services U.S., LLC.

<sup>2</sup> As later described, the Court directed the clerk to open a miscellaneous proceeding captioned “Old ANR, LLC, et al.” (the “Old ANR Miscellaneous Proceeding”).

<sup>3</sup> The Court specified that all filings in the *Alpha Case* prior to the entry of the Reopening Order shall be deemed docketed in the Old ANR Miscellaneous Proceeding.

Retention Objection. After confirmation of the debtors' chapter 11 plan, on January 22, 2019, Mar-Bow filed for relief from certain judgments (the "Mar-Bow *SunEdison* Motion").

### **Westmoreland**

Whereas, on December 14, 2018, the Acting United States Trustee for Region 7 objected to the debtor's application in *In re Westmoreland Coal Company, Inc.*, Case No. 18-35672-DRJ (Bankr. S.D. Tex.) (including all jointly administered cases, the "*Westmoreland* Case"), to retain McKinsey (the "*Westmoreland* Retention Objection").

### **Mediation Order**

Whereas, McKinsey disputes the allegations asserted by the United States Trustees in the *Alpha* Case, the *SunEdison* Case, and the *Westmoreland* Case (collectively, the "Subject Cases").

Whereas, the Courts in the Subject Cases ordered McKinsey and the respective regional United States Trustees to participate in a mediation conducted by United States Bankruptcy Judge Marvin Isgur.

Whereas, as a result of their good-faith negotiations during mediation, the USTP and McKinsey reached an agreement, the core terms of which were set forth in a mediated term sheet (the "Term Sheet") filed with the Courts as Exhibit A to the Mediator's Notice to the Court filed on February 19, 2019 (*Alpha*, Miscellaneous Proceeding Docket No. 18; *SunEdison* Docket No. 5802; and *Westmoreland*, Docket No. 1406). As set forth in the Term Sheet, the Parties contemplated incorporating its terms into a proposed agreed order (this "Order") to be submitted to each of the respective Courts for their consideration and approval. \*\*

Now therefore, in consideration of the foregoing, and of the mutual promises and compromises between them, the Executive Office for United States Trustees and the United States Trustees and Acting United States Trustees for Regions 1 through 21 (collectively, the "USTP") and McKinsey (collectively with the USTP, the "Parties") do hereby agree, stipulate, and consent as follows, subject to each respective Court's entry of this Order and the passage of any applicable appeal period. The Court notes that all objections to the proposed settlement were withdrawn. The Court further notes that all objections to the proposed distribution of the Settlement Payment were resolved as set forth below or by Docket No. 1749

IT IS ORDERED AS FOLLOWS:

(Texas only)

## **ARTICLE I**

### **JURISDICTION AND VENUE**

1. This Court has subject matter jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2). Venue in the United States Bankruptcy Courts for the Eastern District of Virginia, Southern District of Texas, and Southern District of New York is proper pursuant to 28 U.S.C. § 1409(a).

\*\* Whereas the Courts in the Subject Cases conducted a joint hearing on April 16, 2019, and based upon the record made at that hearing find that the parties' agreement is fair, reasonable and entered into in good faith.

## ARTICLE II

### SETTLEMENT PAYMENT

2. The Parties have agreed that McKinsey shall make a \$15 million payment (the “Settlement Payment”) allocated as follows:

- \$5 million to the reorganized debtors in the *Alpha* Case.
- \$5 million to the reorganized debtors in the *SunEdison* Case.
- \$5 million to the bankruptcy estates in the *Westmoreland* Case.

3. The payment identified in Paragraph 2 will be distributed in accordance with the terms of the confirmed plans in those cases or further order in accordance with applicable law. If any of the \$15 million is distributed to McKinsey, it will be refunded by McKinsey to the distributing party.

4. The Settlement Payment shall be made within 10 days of this Order becoming final and non-appealable. McKinsey shall have no further obligations with respect to the Settlement Payment once it has completed making the payments to the designated entities as set forth in paragraph 2.

## ARTICLE III

### RELEASE PROVISIONS

5. Upon the payments contemplated in paragraph 2, the USTP hereby releases all claims against McKinsey (and all of its agents, directors, officers, attorneys, partners and employees acting on its behalf, solely with respect to actions taken in the course and scope of their duties with McKinsey regarding disclosures in the cases referenced below), and shall refrain from instituting, directing or maintaining any contested matter, adversary proceeding, or miscellaneous proceeding, or participating in any contested matter, miscellaneous proceeding, or adversary proceeding by a third party (except that the United States Trustees may participate in an action to the extent ordered by a court provided that the United States Trustees may not seek such a court order formally or informally), against McKinsey (and all of its agents, directors, officers, attorneys, partners and employees acting on its behalf, solely with respect to actions taken in the course and scope of their duties with McKinsey) in which:

- a. it is alleged that McKinsey failed to (i) make full and complete disclosure under applicable law; or (ii) fully comply with Fed. R. Bankr. P. 2014; or
  - b. any remedy is sought that would be barred by *res judicata* or collateral estoppel principles if McKinsey had (i) made full and complete disclosures in accordance with applicable law; and (ii) fully complied with Fed. R. Bankr. P. 2014.
6. For the avoidance of doubt, with respect to paragraph 5(b) above, (x) in the event of:

(i) fraud or a material misrepresentation on the record that would have rendered McKinsey “not disinterested” in any of these bankruptcy cases or that would otherwise have disqualified McKinsey from retention, or (ii) a material omission of fact that if made on the record would have rendered McKinsey “not disinterested” in any of these bankruptcy cases or that would otherwise have disqualified McKinsey from retention, (y) the USTP may pursue appropriate relief including seeking disqualification, and McKinsey reserves all rights to object to such relief.

7. The USTP’s release will apply in the following bankruptcy cases (including any jointly administered cases pertaining to the listed cases):

- a. *Westmoreland Coal Company*, Case No. 18-35672 (Bankr. S.D. Tex.);
- b. *SunEdison, Inc.*, Case No. 16-10992 (Bankr. S.D.N.Y.);
- c. *Alpha Natural Resources, Inc.*, Case No. 15-33896 (Bankr. E.D. Va.);<sup>4</sup>
- d. *The Hayes Lemmerz International, Inc.*, Case No. 01-11490 (Bankr. D. Del.);
- e. *UAL Corporation*, Case No. 02-48191 (Bankr. N.D. Ill.);
- f. *Mirant Corp.*, Case No. 03-46590 (Bankr. N.D. Tex.);
- g. *Lyondell Chemical Company*, Case No. 09-10023 (Bankr. S.D.N.Y.);
- h. *Harry & David Holdings, Inc.*, Case No. 11-10884 (Bankr. D. Del.);
- i. *AMR Corp.*, Case No. 11-15463 (Bankr. S.D.N.Y.);
- j. *AMF Bowling Worldwide, Inc.*, Case No. 12-36495 (Bankr. E.D. Va.);
- k. *Edison Mission Energy*, Case No. 12-49219 (Bankr. N.D. Ill.);
- l. *NII Holdings, Inc.*, Case No. 14-12611 (Bankr. S.D.N.Y.);
- m. *SRC Liquidation, LLC (f/k/a The Standard Register Company)*, Case No. 15-10541 (Bankr. D. Del.); and
- n. *GenOn Energy, Inc.*, Case No. 17-33695 (Bankr. S.D. Tex.).

8. McKinsey will release all claims against the USTP and all of its current and former employees, including all claims under the Equal Access to Justice Act, 28 U.S.C. § 2412, based on the USTP’s investigation and prosecution of claims arising out of or pertaining to the adequacy of McKinsey’s disinterestedness or disclosures in the cases referenced in paragraph 7, except that McKinsey reserves all rights with respect to preserved rights of the USTP herein. McKinsey shall retain all rights to assert requests under the Freedom of Information Act, 5 U.S.C. § 552 provided that such requests are not made for the purpose of enforcing claims or causes of action released herein.

9. The USTP reserves all rights to:

- a. Object to McKinsey’s disinterestedness or its retention in the *Westmoreland* Case on any grounds other than the adequacy of its past retention-related disclosures in the cases referenced in paragraph 7. The *Westmoreland* Retention Objection by the United States Trustee is resolved by this Agreement, without prejudice to the rights of the United States Trustee to assert any issue in any new objection that might be

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<sup>4</sup> For the avoidance of doubt, this includes the Miscellaneous Proceeding captioned “Old ANR, LLC, *et al.*” referenced in footnote 2 herein.

filed; and

- b. Cooperate with or provide assistance to other governmental agencies, including sharing information or discovery arising out of or relating to the issues addressed herein with other governmental agencies; and
- c. Seek and obtain discovery in any bankruptcy case or proceeding, including discovery based on or pertaining to the claims released in Paragraph 5, provided that such discovery is not sought for the purpose of enforcing claims or causes of action released herein.

10. The release in Article III applies to the rights and claims of the USTP only. This Order does not settle, resolve, or prejudice any other rights or claims of the United States, including the Department of Justice and/or other governmental agencies, against McKinsey. Notwithstanding any other provision of this Order, claims with respect to any criminal liability are not released.

#### ARTICLE IV

##### WESTMORELAND RETENTION

11. Pursuant to a separate mediated term sheet between McKinsey and the debtors in the *Westmoreland* Case (collectively, the “*Westmoreland* Debtors”) (Docket No, 1406 at Exhibit B), McKinsey has reached an agreement with the *Westmoreland* Debtors pursuant to which McKinsey and the *Westmoreland* Debtors have filed a Joint Emergency Motion in Furtherance of Mediation Agreement (*Westmoreland*, Docket No. 1422) (the “Mediation Motion”). The Region 7 U.S. Trustee represents that he consents to the extension of time sought in the Mediation Motion.

#### ARTICLE V

##### MISCELLANEOUS PROVISIONS

12. The Courts shall retain exclusive jurisdiction over all matters subject to this Order, including disputes arising under this Order, and the construction, interpretation, modification, and enforcement of this Order, and shall retain exclusive jurisdiction to hear and adjudicate any motions related to this Order.

13. This Order and the Term Sheet (and their contents) are not and shall not be used as an admission of liability, violation, or wrongdoing by McKinsey, and all of its agents, directors, officers, attorneys and employees acting on its behalf, solely with respect to actions taken in the course and scope of their duties with McKinsey, to any person or entity or on any legal or equitable theory. This Order is made without trial or adjudication of any issue of fact or law as to the claims released in Article III. Nothing in this paragraph reduces McKinsey’s obligations under this Order or affects the USTP’s authority to enforce any rights hereunder.

14. This Order constitutes the entire agreement between the Parties relating to the

subject matter reflected herein and may not be modified except in writing executed and delivered by the Parties hereto.

15. This Order will not bind or prejudice the rights and claims of any non-party. This order binds McKinsey and its successors and assigns.

16. This Order may be executed by the Parties in one or more counterparts, or via facsimile or electronically scanned signatures, each of which shall be deemed an original, all of which together shall constitute one and the same instrument.

17. This Order shall become effective upon the expiration of any appeal period following its execution by the Parties and its entry by the Court. The Parties hereby waive any right to seek reconsideration of and/or to appeal from this Order if the Order is entered as submitted by the Parties.

18. In the event either Party determines that there has been a violation of this Order, it shall provide notice of such violation to the other Party, and allow 10 days to cure or otherwise purge the conduct deemed to constitute the violation prior to the filing of any motion to enforce this Order with the Courts, unless more time is agreed to by the Parties.

19. If any time period in this Order is stated in days, the Parties shall: (a) exclude the day of the event that triggers the period; and (b) count every subsequent day, including intermediate Saturdays, Sundays, and legal holidays, and include the last day of the period, but if any time period set forth in this Order expires on a Saturday, Sunday, or legal holiday, such time period shall continue to run until the end of the next day that is not a Saturday, Sunday, or legal holiday.

SO ORDERED AND APPROVED

/s/ Kevin R. Huennekens

\_\_\_\_\_  
Kevin R. Huennekens  
United States Bankruptcy Judge  
Eastern District of Virginia

/s/ Stuart M. Bernstein

\_\_\_\_\_  
Stuart M. Bernstein  
United States Bankruptcy Judge  
Southern District of New York

/s/ David R. Jones

\_\_\_\_\_  
David R. Jones  
United States Bankruptcy Judge  
Southern District of Texas

Seen and agreed to:

McKINSEY & COMPANY, INC.

/s/ 

Michael Silber  
McKinsey & Company, Inc.  
711 Third Avenue  
New York, New York 10017

/s/ 

M. Natasha Labovitz  
Debevoise & Plimpton LLP  
919 Third Avenue  
New York, New York 10022

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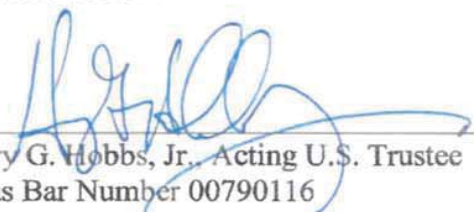
**EXECUTIVE OFFICE FOR UNITED STATES TRUSTEES**

  
\_\_\_\_\_

Ramona D. Elliott  
Florida Bar Number 0992607  
Deputy Director/General Counsel  
Executive Office for United States Trustees  
United States Department of Justice  
441 G Street, NW  
Suite 6150  
Washington, DC 20530


**ACTING UNITED STATES TRUSTEE  
FOR REGION 7**

By: \_\_\_\_\_

  
Henry G. Hobbs, Jr., Acting U.S. Trustee  
Texas Bar Number 00790116  
United States Department of Justice  
Office of the United States Trustee  
515 Rusk Street, Room 3516  
Houston, TX 77002  
henry.g.hobbs@usdoj.gov

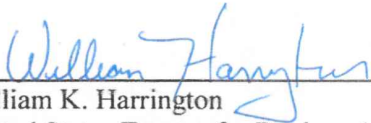
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**EXECUTIVE OFFICE FOR UNITED STATES TRUSTEES**



\_\_\_\_\_  
Ramona D. Elliott  
Florida Bar Number 0992607  
Deputy Director/General Counsel  
Executive Office for United States Trustees  
United States Department of Justice  
441 G Street, NW  
Suite 6150  
Washington, DC 20530


**UNITED STATES TRUSTEE  
FOR REGIONS 1 & 2**



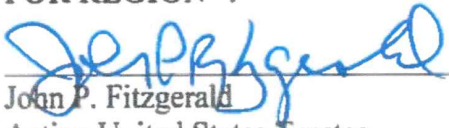
\_\_\_\_\_  
William K. Harrington  
United States Trustee for Regions 1 & 2  
Delaware Bar Number 4051  
United States Department of Justice  
Office of the United States Trustee  
5 Post Office Square  
Suite 1000  
Boston, MA 02109

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**EXECUTIVE OFFICE FOR UNITED STATES TRUSTEES**

  
\_\_\_\_\_  
Ramona D. Elliott  
Florida Bar Number 0992607  
Deputy Director/General Counsel  
Executive Office for United States Trustees  
United States Department of Justice  
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Washington, DC 20530

**ACTING UNITED STATES TRUSTEE  
FOR REGION 4**

  
\_\_\_\_\_  
John P. Fitzgerald  
Acting United States Trustee  
Massachusetts Bar Number 169020  
United States Department of Justice  
Office of the United States Trustee  
5 Post Office Square, 10th Floor, Suite 1000  
Boston, MA 02109-3934

**[END OF PAGE]**

United States Bankruptcy Court  
Southern District of Texas

In re:  
Westmoreland Coal Company  
Westmoreland Texas Jewett Coal Company  
Debtors

Case No. 18-35672-drj  
Chapter 11

**CERTIFICATE OF NOTICE**

District/off: 0541-4

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Total Noticed: 168

Date Rcvd: Apr 22, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 24, 2019.

db +Absaloka Coal, LLC, 9540 South Maroon Circle, Suite 300, Englewood, CO 80112-5730  
db +Basin Resources, Inc., 9540 South Maroon Circle, Suite 300, Englewood, co 80112-5730  
db +Buckingham Coal Company, LLC, 9540 South Maroon Circle, Suite 300, x,  
Englewood, CO 80112-5730  
db +Dakota Westmoreland Corporation, 9540 South Maroon Circle, Suite 300,  
Englewood, CO 80112-5730  
db Daron Coal Company, LLC, 9450 South Maroon Circle, Suite 300, Englewood, CO 80112  
db +Harrison Resources, LLC, 9540 South Maroon Circle, Suite 300, Englewood, CO 80112-5730  
db +Haystack Coal Company, 9540 South Maroon Circle, Suite 300, Englewood, CO 80112-5730  
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db +Oxford Mining Company - Kentucky, LLC, 9540 South Maroon Circle, Suite 300,  
Englewood, CO 80112-5730  
db +San Juan Coal Company, 9540 South Maroon Circle, Suite 300, Englewood, Co 80112-5730  
db +San Juan Transportation Company, 9540 South Maroon Circle, Suite 300,  
Englewood, CO 80112-5730  
db +Texas Westmoreland Coal Company, 9540 South Maroon Circle, Suite 300,  
Englewood, Co 80112-5735  
db +WCC Land Holding Company, Inc., 9540 South Maroon Circle, Suite 300,  
Englewood, co 80112-5730  
db +WEI - Roanoke Valley, Inc., 9540 South Maroon Circle, Suite 300, Englewood, CO 80112-5730  
db WLB Debtors, Jackson Walker, L.L.P., Patricia B. Tomasco, Houston, TX 77010  
db +Western Energy Company, 9540 South Maroon Circle, Suite 300, Englewood, CO 80112-5730  
db +Westmoreland Coal Company, 9540 South Maroon Circle, Suite 300, Englewood, CO 80112-5735  
db +Westmoreland Coal Company Asset Corp., 9540 South Maroon Circle, Englewood, co 80112-5735  
db +Westmoreland Coal Sales Company, Inc., 9540 South Maroon Circle, Suite 300,  
Englewood, CO 80112-5735  
db +Westmoreland Energy Services New York, Inc., 9540 South Maroon Circle, Suite 300,  
Englewood, Co 80112-5730  
db +Westmoreland Energy Services, Inc., 9540 South Maroon Circle, Suite 300,  
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db +Westmoreland Energy, LLC, 9540 South Maroon Circle, Suite 300, Englewood, CO 80112-5730  
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db +Westmoreland Mining LLC, 9540 South Maroon Circle, Suite 300, Englewood, CO 80112-5730  
db +Westmoreland North Carolina Power, LLC, 9540 South Maroon Circle, Suite 300,  
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db +Westmoreland Partners, 9540 South Maroon Circle, Suite 300, Englewood, CO 80112-5735  
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Date Rcvd: Apr 22, 2019

aty +John C. Goodchild, III, Morgan, Lewis & Bockius LLP, 1701 Market Street,  
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 aty Nakisha Duncan, Morgan, Lewis & Bockius, LLP, 101 Park Avenue, New York, NY 10178-0060  
 aty +Nicholas J. Brannick, Cole Sholtz PC, 50 Delaware Avenue, Suite 1410,  
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 201 12th Street South, Ste. 401, Arlington, VA 22202-5414  
 cr +Alex J. Sanchez, 2603 Espinoza, Trinidad, CO 81082-3912  
 cr +Alva Ray Trail, 193 Dusty Miller St., Princeton, WV 24740-7663  
 cr +American Guarantee and Liability Insurance Company, c/o Duane J. Brescia,  
 Clark Hill Strasburger, 720 Brazos, Suite 700, Austin, TX 78701-2531  
 intp +Bayou Coal Partners, LLC, Bradley Arant Boulton Cummings LLP, 600 Travis Street, Suite 4800,  
 Attn: Nathan Graham, Houston, TX 77002-3024  
 cr +Ben Epifanio Palomino, 537 Railroad Ave, Raton, NM 87740-3222  
 intp +Bethel J. Brock, 6223 Bear Creek Meadows Drive, Wise, VA 24293-4434  
 cr +Big Horn County, c/o Tara LeDay, PO Box 1269, Round Rock, TX 78680-1269  
 intp +Bond Safeguard Insurance Company, Philip Eisenberg, 600 Travis, Suite 2800,  
 Houston, TX 77002-2914  
 cr +Bridgestone Americas Tire Operations, c/o Waller, 511 Union Street, 27th Fl,  
 Attn: Blake Roth, Nashville, TN 37219-1733  
 cr +CRG Financial LLC, 100 Union Avenue, Cresskill, NJ 07626-2141  
 cr +Carl N Neace, 236 East Lynn Rd, Ranger, WV 25557-7003  
 cr +Caterpillar Financial Services Corporation, 2120 West End Avenue, Nashville, TN 37203-5341  
 cr +Colonial American Casualty and Surety Company, c/o Duane J. Brescia, Clark Hill Strasburger,  
 720 Brazos, Suite 700, Austin, TX 78701-2531  
 cr +CornerStone Education Loan Services, PO Box 145123, Salt Lake City, UT 84114-5123  
 cr +Davis Graham & Stubbs LLP, 1550 17th Street Suite 500, Denver, CO 80202,  
 UNITED STATES 80202-1500  
 cr +Dennis Neuberger, 417 Front Street, Beulah, ND 58523-6729  
 cr +Donna Ramsey, c/o Edwards Law Firm, 1648 Poly Drive, Suite 206, Billings, MT 59102-1704  
 cr +Double M. Mud Co., Inc., PO Box 1618, Aztec, NM 87410-4618  
 cr +Earl Spears, 115 Fox Dr., Pennington Gap, VA 24277-8166  
 cr +Edward Leon Freeman, 8314 Birchfield Heights Rd., Wise, VA 24293  
 intp +Edward Velasquez, P.O. Box 516, Aguilar, CO 81020-0516  
 cr +Eugene S Castillo, 1012 Pierce Street, Trinidad, CO 81082-3649  
 cr +Fidelity and Deposit Company of Maryland, c/o Duane J. Brescia, Clark Hill Strasburger,  
 720 Brazos, Suite 700, Austin, TX 78701-2531  
 cr +Frank Colangelo, 312 Robard Ave, Trinidad, CO 81082-3137  
 cr +Freestone County et al, c/o Tara LeDay, PO Box 1269, Round Rock, TX 78680-1269  
 cr +G.R. Peart, POB 114, Randolph, UT 84064-0114  
 cr +Gloria Chavez, 8060 CR 69.1, Trinidad, CO 81082-9716  
 intp +Harold Ray Ball, 4526 Main Hewett Creek Rd., Hewett, WV 25108-9804  
 intp +Harold Richard Guptill, 790 Legion Street, Craig, CO 81625-1758  
 cr +Holt Texas Ltd. dba Holt CAT and dba Holt Rental S, c/o Caldwell East & Finlayson PLLC,  
 700 N. St. Mary's Street, Attn: Zachary J. Fanucchi, Suite 1825,  
 San Antonio, TX 78205-3545  
 intp +James K. Bills, 1125 Sorensen Dr., Kemmerer, WY 83101-3442  
 cr +Jim S. Villos, P O Biox 621, Kenimerer, WY 83101-0621  
 intp +Joe McGuire, P.O. Box 344, Diamondville, WY 83116-0344  
 cr +John Montano, 9315 CR 43.6, Trinidad, CO 81082-9509  
 intp +K.D. Black, 1412148, 1697 FM 980, Huntsville, TX 77343-0001  
 cr +Karol Kolle Latham, c/o S Marek, 1614 Crestmont, Wharton, TX 77488-3433  
 cr +Katherine Kolle King, c/o S Marek, 1614 Crestmont, Wharton, TX 77488-3433  
 intp +Ken Lloyd, 210 Webster St., Montpelier, ID 83254-1076  
 intp +Kenneth Clark, 518 Upper Sunset Dr., Kemmerer, WY 83101-3309  
 intp +Kim McKee, PO Box 27, Kemmerer, WY 83101-0027  
 cr +Komatsu Financial Limited Partnership, c/o Kane Russell Coleman Logan PC,  
 5051 Westheimer Road, Suite 1000, Houston, TX 77056-5749  
 cr Larry Rutherford, 205 E. 11th St W, Big Stone Gap, VA 24219  
 cr Larry Wharton, 620 N 12th St, Herrin, IL 62948-3226  
 cr +Lewis A. Clark, 210 Howard Lawson Dr, Big Stone Gap, VA 24219-8522

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intp +Lexon Insurance Company, Inc., Locke Lord LLP, c/o Philip G. Eisenberg, Esq.,  
2800 JPMorgan Chase Tower, 600 Travis St., Houston, TX 77002-3009

intp +Lexon Insurance Company, Inc. / Sompo Internationa, Harris Beach PLLC, ATTN: Lee Woodard,  
333 W. Washington St., Ste. 200, Syracuse, NY 13202-5202

intp +Lonnie Smith, PO Box 406, Diamondville, WY 83116-0406

cr +Marvin Bauer, 309 2nd Ave SE, POB 712, Beulah, ND 58523-0712

intp +Marvin Kern, 180 Mississippi Dr., Duffield, VA 24244-4375

cr +Max Casias, 2607 Espinoza St, Trinidad, CO 81082-3936

intp +Melvin & Trudy Hatch, 405 Sixth Street, PO Box 254, Cokeville, WY 83114-0254

intp +Merida Natural Resources, LLC, Bradley Arant Boulton Cummings LLP,  
600 Travis Street, Suite 4800, Attn: Nathan Graham, Houston, TX 77002-3024

intp +Mining and Minerals Division, NM Energy, Minerals, 1220 South St. Frances Dr.,  
Santa Fe, NM 87505-4225

cr +Monsanto Company, c/o Husch Blackwell, Attn: Buffey Klein, 1900 N. Pearl, Suite 1800,  
Dallas, TX 75201-2451

cr +Montana Department of Environmental Quality, c/o Lynn H. Butler, Husch Blackwell LLP,  
111 Congress Avenue, Suite 1400, Austin, TX 78701-4093

intp +Montana State Fund, c/o Kelly Hart & Hallman, 201 Main Street, Suite 2500,  
Fort Worth, TX 76102-3129

cr +New Mexico State Land Office, 310 Old Santa Fe Trail, Santa Fe, NM 87501-2708

intp +North American Coal Corporation, c/o Hunton Andrews Kurth LLP, 600 Travis, Suite 4200,  
Houston, TX 77002-2929

intp +NorthWestern Corporation, a Delaware Corporation,, 208 N. Montana Ave., Suite 205,  
Helena, MT 59601-3837

cr +Oracle America, Inc., Buchalter, a Professional Corporation, c/o Shawn M. Christianson,  
55 2nd St. 17th Fl., San Francisco, Ca 94105-3493

cr +PNM Resources, Inc. and Public Services Company of, c/o Annie Catmull, Sanders McGarvey LLP,  
12 Greenway Plaza #210, Houston, TX 77046-1216

cr +PacifiCorp, c/o Mark E. Hindley, STOEL RIVES LLP, 201 Main St., #1100,  
Salt Lake City, UT 84111-2208

cr +PacifiCorp, c/o Oren Buchanan Haker, STOEL RIVES LLP, 760 SW Ninth, Suite 3000,  
Portland, OR 97205-2587

intp +Pat Argyle, PO Box 339, Garden City, UT 84028-0339

cr +Perry Norris, P O Box 235, Randolph, UT 84064-0235

intp Railroad Commission of Texas, c/o Office of the Attorney General,  
Bankruptcy & Collections Division, P. O. Box 12548, Austin, TX 78711-2548

cr Rick Halter, POB 1031, Beulah, ND 58523-1031

intp +Rick Whitmore, PO Box 201, Kemmerer, WY 83101-0201

cr +Ronald E. George, Sr., POB 461, Craigsville, WV 26205-0461

cr +Rosebud County, c/o Tara LeDay, PO Box 1269, Round Rock, TX 78680-1269

cr +Rosebud County et al, c/o Tara LeDay, PO Box 1269, Round Rock, TX 78680-1269

cr +Roy R. Townsend, 145 Boat Docket Lane, Gate City, VA 24251-4596

intp +Sabine Pass Coal Group, LLC, Bradley Arant Boulton Cummings LLP,  
600 Travis Street, Suite 4800, Attn: Nathan Graham, Houston, TX 77002-3024

cr +Salvador Sanchez, 1601 Garfield Ave, Trinidad, CO 81082-3714

cr +Silver Spur Conveyors, Inc., Silver Spur Conveyors, Inc., P.O. Box 490, 578 Raven Road,  
Raven, VA 24639, UNITED STATES 24639-0490

intp +Sompo International Insurance, c/o Philip G. Eisenberg, 2800 JP Morgan Chase Tower,  
600 Travis, Suite 2800, Houston, TX 77002-2914

intp +Sonia Chae United States Securities & Exchange Com, 175 W. Jackson Blvd., Suite 1450,  
Chicago, IL 60604-2710

cr +Stephanie Raver, PO Box 5128, Etna, WY 83118-0128

cr +Stephen Earl Kolle, c/o S Marek, 1614 Crestmont, Wharton, TX 77488-3433

intp +Steven Roberts, P.O. Box 4, Kemmerer, WY 83101-0004

cr +Susan K Marek, 1614 Crestmont, Wharton, TX 77488-3433

cr +Texas Comptroller of Public Accounts, John Stern, P.O. Box 12548, Austin, TX 78711-2548

cr +The Crow Tribe of Indians, c/o Barnet B. Skelton, Jr., 815 Walker, Suite 1502,  
Houston, TX 77002-5832

cr The Texas Ad Valorem Taxing Jurisdictions, c/o Tara LeDay, PO Box 1269,  
Round Rock, TX 78680-1269

cr +Tractor & Equipment Co., Perkins Coie LLP, 1201 Third Avenue, Suite 4900,  
Seattle, WA 98101-3095

intp +Trustees of the United Mine Workers of America 199, c/o Morgan, Lewis & Bockius LLP,  
Attn: Crystal Axelrod, 1000 Louisiana Street, Suite 4000, Houston, TX 77002-5048

intp +Trustees of the the United Mine Workers of America, c/o Morgan, Lewis & Bockius LLP,  
Attn: Crystal Axelrod, 1000 Louisiana Street, Suite 4000, Houston, TX 77002-5048

cr +U.S. Bank National Association, as Trustee and Not, Shipman & Goodwin LLP,  
One Constitution Plaza, Hartford, CT 06103-1919

cr +Virginia Bates Kolle, c/o S Marek, 1614 Crestmont, Wharton, TX 77488-3433

cr +Virginia Bates Kolle Family Trust, 1614 Crestmont St, Wharton, TX 77488-3433

cr Wells Fargo Vendor Financial Services, LLC, PO Box 13708, Macon, GA 31208-3708

intp +Western Coal Acquisition Partners, LLC, Bradley Arant Boulton Cummings LLP,  
Attn: Jay R. Bender, 1819 Fifth Avenue North, Birmingham, AL 35203-2120

intp +Westmoreland Mining Holdings, LLC, c/o John F. Higgins, Porter Hedges LLP,  
1000 Main Street, 36th Floor, Houston, TX 77002-6341

cr +Zurich American Insurance Company, c/o Duane J. Brescia, Clark Hill Strasburger,  
720 Brazos, Suite 700, Austin, TX 78701-2531

cr +Zurich Insurance Company Ltd., c/o Duane J. Brescia, Clark Hill Strasburger,  
720 Brazos, Suite 700, Austin, TX 78701-2531

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cr +Zurich Insurance Group, Ltd., c/o Duane J. Brescia, Clark Hill Strasburger,  
720 Brazos, Suite 700, Austin, TX 78701-2531

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

aty +E-mail/Text: ccooper@mooneygreen.com Apr 22 2019 21:08:48 Diana Bardes,  
Mooney, Green, Saindon, Murphy & Welch, 1920 L Street, N.W., Suite 400,  
Washington, DC 20036-5041

aty +E-mail/Text: sst@lawtoll.com Apr 22 2019 21:07:14 Sheldon S Toll,  
Law Office of Sheldon S. Toll PLLC, 29580 Northwestern Hwy., Suite 1000,  
Southfield, MI 48034-1031

cr E-mail/Text: houston\_bankruptcy@LGBS.com Apr 22 2019 21:08:04 Harris County,  
Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, PO Box 3064,  
Houston, TX 77253-3064

cr +E-mail/Text: stephen@youtzvaldez.com Apr 22 2019 21:07:16  
International Union of Operating Engineers, Local, c/o Youtz & Valdez PC,  
900 Gold Avenue SW, Albuquerque, NM 87102-3043

cr E-mail/Text: pat@pmfpc.com Apr 22 2019 21:08:38 United Mine Workers of America,  
c/o Patrick M. Flynn, P.C., 1225 North Loop W, STE 1000, Houston, TX 77008-1775  
TOTAL: 5

\*\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*\*

aty The WMLP Debtors and the Conflicts Committee of th  
aty Vedder Price P.C.  
cr ACE American Insurance Company  
cr ACE Insurance Company of Texas  
cr ACE Property & Casualty Insurance Company  
intp Andrew Skillin  
intp Ankura Trust Company, LLC  
intp Anthony Winder  
intp Argonaut Insurance Company  
cr Avista Corporation  
cr Benjamin J. Smith  
intp Brett Grunig  
intp Brian Nelson  
intp CCU Coal and Construction LLC  
intp CIBC Bank USA  
intp Calder Lutz  
cr Canadian Imperial Bank of Commerce  
intp Charles M. Hunzie  
cr Chevron Products Company, a division of Chevron U.  
cr Chrystella Montoya  
cr Chubb Insurance Company of Canada  
cr City of Dover, Ohio  
intp Clarson Moore  
cr Claud E Onrada  
intp Claudia Ourada  
intp Clint Bowen  
op Coal Act Retirees Committee  
intp Connie Gunter  
cr Conveyors & Equipment, Inc.  
intp David Auilg  
intp Dower Rolex  
sp Drinker Biddle & Reath LLP  
intp Eddie W Gomez  
intp Emily Oddino  
intp Epsilon Palomins  
inre Ethel Nadine Mead, Trust  
cr Everly I Silva, Sr.  
cr Federal Insurance Company  
cr First Surety Corporation  
cr GT Nix Construction, Inc.  
intp Gary Biebinger, Jr.  
cr Genesis Alkali, LLC  
intp Gilbert Remmal  
cr Great Northern Insurance Company  
intp Great Northern Properties L.P.  
cr HYG Financial Services, Inc. fka NMHG Financial Se  
cr Henry Moore  
intp Hopedale Mining LLC  
cr Illinois Union Insurance Company  
cr James Cardill, Birdstone Gap, VT  
intp James W Barker  
intp Jason B Chandler  
intp Jason K.  
intp John B. McKnight, IV  
intp John Beachler  
intp Johnny L. Cantor  
intp Joni Henderson  
intp Kathleen Plaistd  
intp Kevin L.

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## \*\*\*\*\* BYPASSED RECIPIENTS (continued) \*\*\*\*\*

cr Kinder Morgan Utopia LLC  
 intp Larry Kennedy  
 cr Lenders and Ad Hoc Noteholders  
 intp Les Rex  
 intp MKiall  
 cr MLP Ad Hoc Group  
 intp Mar-Bow Value Partners, LLC  
 cr Marie Crum  
 consult McKinsey Recovery & Transformation Services U.S.,  
 intp Mickil Klinginbury  
 cr Mine Safety and Health, US Department of Labor  
 cr Montana Department of Natural Resources and Conser  
 cr Montana Department of Revenue  
 intp Moody's Investors Service, Inc.  
 cr NRG Texas Power LLC  
 intp Natural Resource Partners L.P.  
 intp Navakai, Inc  
 intp Neil L Argyle  
 cr Nelson Brothers Mining Services, LLC  
 cr Norman R. Mestos  
 intp North Dakota Public Service Commissio  
 cr Northwest Colstrip Owners (NWCO)  
 intp Ohio Department of Natural Resources  
 intp Ohio Environmental Protection Agency  
 cr Ohio Machinery Co. ("Ohio Cat") and OMCO Leasing C  
 cr Paul Buchanan  
 cr Pension Benefit Guaranty Corporation  
 cr Portland General Electric Company  
 consult PricewaterhouseCoopers LLP  
 cr Prudential Retirement Insurance and Annuity Company  
 cr Puget Sound Energy, Inc.  
 intp Robert Huff  
 cr Robert T Sanchez  
 cr Rock Springs Royalty Company LLC  
 cr Ronald Crum  
 intp Samoa Hale Jordan  
 cr San Juan County Museum Association  
 intp State of Montana, Department of Revenue  
 cr Stephanie Crum  
 cr Talen Montana, LLC  
 cr Tenaska Power Services Co.  
 intp Thayne Christensen  
 crcm The Official Committee of Unsecured Creditors  
 cr The Sierra Club  
 intp The WMLP Debtors, US  
 intp Tom Price  
 cr Travelers Casualty and Surety Company of America  
 intp Tyler Hysell  
 cr U.S. Bank National Association  
 cr United States Department of Labor  
 cr United States Department of the Interior  
 cr United States Secretary of Labor  
 cr United States of America  
 intp Verdie Winder  
 intp Virgil Kent Service  
 intp WPP LLC  
 cr Wagner Equipment Co.  
 cr Westchester Fire Insurance Company  
 cr Westchester Surplus Lines Insurance Company  
 intp Western Organization of Resource Councils  
 cr Wheeler Machinery Co.  
 intp Whitney Garrett  
 cr Wilmington Savings Fund Society, FSB  
 intp\* +G. R. Peart, P.O. Box 114, Randolph, UT 84064-0114

TOTALS: 122, \* 1, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
 USPS regulations require that automation-compatible mail display the correct ZIP.

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\*\*\*\*\* BYPASSED RECIPIENTS (continued) \*\*\*\*\*

**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Apr 24, 2019

Signature: /s/Joseph Speetjens

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### CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on April 22, 2019 at the address(es) listed below:  
NONE.

TOTAL: 0