



ENTERED
05/29/2019

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

In re:

Westmoreland Coal Company, et al.,¹

Debtors.

Chapter 11

Case No. 18-35672 (DRJ)

(Jointly Administered)

Re: Docket No. 1801

ORDER (I) AUTHORIZING THE WMLP DEBTORS TO (I) REJECT CERTAIN AGREEMENTS RELATED TO THE OXFORD ASSETS *NUNC PRO TUNC* TO THE DATE OF THE MOTION AND (II) GRANTING RELATED RELIEF

This matter coming before the Court on the *Motion of the WMLP Debtors for an Order (I) Authorizing Them to Reject Certain Agreements Related to the Oxford Assets Nunc Pro Tunc to the Date of the Motion and (II) Granting Related Relief* (the “Motion”),² filed by the WMLP Debtors; the Court having reviewed the Motion; the Court having found that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances, (d) service of the Motion provided the counterparties to the Rejected Agreements with adequate notice of the proposed rejection thereof, (e) the proposed rejection of the Rejected Agreements as requested in the Motion and granted herein is an appropriate exercise of the WMLP Debtors’ business judgment, and (f) the proposed rejection of the Rejected Agreements

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 used but not otherwise defined herein shall have the meanings given to them in the Motion.

satisfies the requirements of section 365 of the Bankruptcy Code and should be granted nunc pro tunc to the date of the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein, finds that the following order should be entered.

ACCORDINGLY, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED AS FOLLOWS:

1. The Motion is granted as set forth herein.
2. The WMLP Debtors are authorized to reject the Rejected Agreements identified on Exhibit 1, attached hereto³ and the Rejected Agreements are deemed rejected nunc pro tunc as of the date of the Motion, pursuant to section 365 of the Bankruptcy Code. The WMLP Debtors make no admission that the Rejected Agreements are executory contracts or unexpired leases, or that the Rejected Agreements are not already subject to, or amendments or restatements of agreements subject to, a previous assumption and assignment motion. All rights are reserved with respect to the same.
3. Claims arising out of the rejection of the Rejected Agreements pursuant to this Order must be timely filed in accordance with *Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(B)(9), (II) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (III) Approving the Form of and Manner for Filing Proofs of Claim, Including Section 503(b)(9) Requests, and (IV) Approving Notice of Bard Dates* [Docket No. 524] (the “Bar Date Order”). Pursuant to paragraph 8 of the Bar Date

³ Each Rejected Agreement identified on Exhibit 1 hereto includes any modifications, amendments, addenda or supplements thereto or restatements thereof. Notwithstanding the foregoing, to the extent that any of Rejected Agreements do not constitute executory contracts or unexpired leases for the purposes of section 365(a) the Bankruptcy Code—including, for the avoidance of doubt, because such agreements have previously been assumed and assigned (or are amendments or restatements of other agreements that have been assumed and assigned)—such agreements shall not be considered rejected or deemed altered, amended, or modified hereby.

Order, the deadline for asserting any claims arising from or relating to the rejection of executory contracts or unexpired leases pursuant to an order of this Court, or claims otherwise related to such rejected agreements shall be 5:00 p.m. (Central Time) on the date that is 30 days after the entry of this Order. Any claim not timely filed shall be irrevocably barred.

4. Bankruptcy Rule 6004(h) is hereby waived, and this order is effective as of the date of its entry on the docket in this case.

5. The WMLP Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

6. This Court retains exclusive jurisdiction over any and all matters arising from or related to the implementation, interpretation or enforcement of this Order.

Signed: May 29, 2019



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Rejected Agreements

REJECTED EXECUTORY CONTRACT LIST

Debtor(s)	Counterparty	Description of Rejected Contracts or Leases
Oxford Mining Company, LLC	BRANDEIS MACHINERY & SUPPLY COMPANY	Short Term Lease Agreement - KOMATSU D85PX-18 Crawler Dozer with straight-tilt blade
Oxford Mining Company, LLC	BRANDEIS MACHINERY & SUPPLY COMPANY	Short Term Lease Agreement - KOMATSU HM400-5 Articulated Haul Truck
Oxford Mining Company, LLC	BRANDEIS MACHINERY & SUPPLY COMPANY	Short Term Lease Agreement - KOMATSU HM400-5 Articulated Haul Truck
Oxford Mining Company, LLC	BRANDEIS MACHINERY & SUPPLY COMPANY	Short Term Lease Agreement - KOMATSU PC650-11 Hydraulic Excavator with 72" Bucket
Buckingham Coal Company, LLC	GRAINGER INDUSTRIAL SUPPLY	KeepStock Secure VMI Dispensing/Storage Unit Service Agreement
Westmoreland Resource Partners, LP	LEAF	Lease Agreement - Xerox 7835 Copier Systems