

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

<i>In re:</i>	:	
	:	Chapter 11
	:	Case No. 18-35672 (DRJ)
Westmoreland Coal Company, <i>et al.</i> , ¹	:	Jointly Administered
	:	
Debtors.	:	<u>Objection Deadline:</u> June 20, 2019 at 4:00 p.m. (CT)
	:	<u>Hearing Date:</u> Scheduled only as needed

**FIRST MONTHLY FEE STATEMENT OF BERKELEY RESEARCH GROUP, LLC
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AS
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FROM MARCH 1, 2019 THROUGH APRIL 30, 2019**

Name of Applicant:	Berkeley Research Group, LLC (“ <u>BRG</u> ”)	
Applicant’s Role in Case:	Financial Advisor for the Official Committee of Unsecured Creditors (the “ <u>Committee</u> ”)	
Date Order of Employment Signed:	December 5, 2018 effective <i>nunc pro tunc</i> to October 22, 2018 [Docket No. 703]	
	Beginning of Period	End of Period
Time period covered by this Application:	3/1/2019	4/30/2019
Time period(s) covered by prior Applications:	10/22/2018	2/28/2019
Total amounts requested in all prior Applications:	389,327.51	
Total amounts awarded in all prior Applications:	\$311,508.74 ²	
Total amounts paid in regards to all prior Applications	\$98,430.41	

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number can be obtained on the website of the claims agent: <https://www.donlinrecano.com/Clients/wcc/Index>. As used herein, “WMLP Debtors” refers to Westmoreland Resources GP, LLC; Westmoreland Resource Partners, LP; Westmoreland Kemmerer, LLC; Westmoreland Kemmerer Fee Coal Holdings, LLC; Oxford Mining Company, LLC; Harrison Resources, LLC; Oxford Mining Company-Kentucky, LLC; Daron Coal Company, LLC; and Oxford Conesville, LLC.

² These amounts represent 80% of the fees and 100% of the expenses requested in the First and Second Interim Fee Applications, as both have passed their objection deadlines and no objections have been filed.

Total fees requested in this Application:	\$57,542.40 (80% = \$46,033.92) ³
Total professional fees requested in this Application:	\$57,542.40
Total actual professional hours covered by this statement:	87.0
Average hourly rate for professionals:	\$661.41
Total paraprofessional fees requested in this Application:	N/A
Total actual paraprofessional hours covered by this statement:	N/A
Average hourly rate for professionals:	N/A
Reimbursable expenses sought in this application:	\$0.00
Total to be Paid to Priority Unsecured Creditors:	N/A
Anticipated % Dividend to Priority Unsecured Creditors:	N/A
Total to be Paid to General Unsecured Creditors:	N/A
Anticipated % Dividend to General Unsecured Creditors:	N/A
Date of Confirmation Hearing:	February 28, 2019 (WLB)
Indicate whether plan has been confirmed	Yes (WLB)

³ Pursuant to the *Application for Entry of an Order Authorizing the Retention and Employment of Berkeley Research Group, LLC as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to October 22, 2018*, BRG's fees are based on fees for actual hours expended, less a 10% discount, charged at BRG's standard hourly rates which are in effect when the services are rendered. Accordingly, we have reduced our fees for the Fee Period by \$6,393.60, as indicated on Attachment A: Fees By Professional.

Westmoreland Coal Company, et al.



Berkeley Research Group, LLC

Attachment A: Fees By Professional - WMLP

For the Period 3/1/2019 through 4/30/2019

Professional	Title	Billing Rate	Hours	Fees
A. Roque	Director	\$595.00	3.7	\$2,201.50
C. Kearns	Managing Director	\$1,050.00	4.5	\$4,725.00
D. Blackburn	Managing Director	\$600.00	11.9	\$7,140.00
E. Ordway	Managing Director	\$1,050.00	19.7	\$20,685.00
J. Blum	Case Assistant	\$150.00	0.5	\$75.00
J. Surdoval	Managing Director	\$810.00	29.4	\$23,814.00
M. Haverkamp	Case Assistant	\$205.00	1.4	\$287.00
M. Yastrebova	Senior Associate	\$315.00	15.9	\$5,008.50
Total			87.0	\$63,936.00
Agreed Upon Discount	<input type="text" value="10%"/>			(\$6,393.60)
Total Requested Fees				\$57,542.40
Blended Rate				\$661.41

Westmoreland Coal Company, et al.**Berkeley Research Group, LLC****Attachment B: Fees By Task Code - WMLP**

For the Period 3/1/2019 through 4/30/2019

Task Code	Hours	Fees
01. Asset Acquisition/Disposition	4.8	\$5,040.00
05. Professional Retention Fee Application Preparation	15.9	\$11,702.00
06. Attend Hearings/Related Activities	6.8	\$5,323.50
08. Interaction/Meetings with Creditors	17.1	\$13,919.00
11. Claim Analysis/Accounting	19.5	\$13,301.00
14. Executory Contracts/Leases	8.1	\$3,433.50
27. Plan of Reorganization/Disclosure Statement	14.4	\$10,845.00
31. Planning	0.4	\$372.00
Total	87.0	\$63,936.00
Agreed Upon Discount	10%	(\$6,393.60)
Total Requested Fees		\$57,542.40
Blended Rate		\$661.41

Relief Requested

This is Berkeley Research Group's ("BRG") first monthly fee statement for compensation (the "Fee Statement") for the period March 1, 2019 through April 30, 2019 (the "Fee Period") filed pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (Dkt No. 495) (the "Interim Compensation Order"). BRG requests allowance of compensation in the amount of \$57,542.40 (80% of which is \$46,033.92) for actual, reasonable and necessary professional services rendered to the Committee by BRG. By this Application, BRG seeks allowance of compensation for services rendered and reimbursement of expenses incurred solely in connection with the WMLP Debtors' estates.

Services Rendered and Disbursements Incurred

Attached above as **Attachment A** is the schedule of professionals who rendered services to the Committee during the Fee Period, including each person's billing rate and the blended rate and **Attachment B** shows the schedule of fees expended during the Fee Period by task code. Attached below as **Exhibit A** are BRG's monthly detailed time descriptions for the Fee Period which describe the time spent by each BRG professional.

Notice and Objection Procedures

Notice of this Fee Statement has been provided to: (i) the Debtors; (ii) counsel for the Debtors; (iii) co-counsel for the Debtors; (iv) counsel to the ad hoc group of secured creditors of Westmoreland Coal Company; (v) counsel to the ad hoc group of secured creditors of Westmoreland Resource partners, LP; (vi) counsel to the Conflicts Committee of the Board of Directors for Westmoreland Resource Partners GP, LLC and conflicts counsel for the WMLP Debtors; (vii) counsel to the Committee; (viii) the Office of the United States Trustee for the

Southern District of Texas; and (ix) all other parties that have entered appearances pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, BRG submits that no further or other notice is required

Wherefore, pursuant to the Interim Compensation Order, and pending the expiration of the objection deadline, if no objections to the Fee Statement are received BRG respectfully requests:

- (a) allowance of 80% of BRG's total fees for services rendered during the Fee Period (\$46,033.92);
- (b) payment of the balance of 80% of BRG's fees (\$46,033.92); and
- (c) other and further relief as the Court may deem just and proper.

Dated: May 30, 2019
New York, NY

BERKELEY RESEARCH GROUP, LLC

/s/ Edwin N. Ordway, Jr.
Edwin N. Ordway, Jr.
Managing Director
810 7th Ave., Suite 4100
New York, NY 10019
212-782-1432

Financial Advisor to the Official Committee of
Unsecured Creditors

Westmoreland Coal Company, et al.**Berkeley Research Group, LLC****Exhibit A: Time Detail - WMLP**

For the Period 3/1/2019 through 4/30/2019

Date	Professional	Hours	Description
01. Asset Acquisition/Disposition			
3/14/2019	C. Kearns	0.2	Read letter from Jones Day via Committee Counsel re: issues with transition.
3/21/2019	E. Ordway	0.5	Read pleading regarding Kemmerer sale re: Bonding and Counsel's report thereon.
3/21/2019	C. Kearns	0.2	Reviewed status of asset sale closing and related assumption of executory contracts.
3/22/2019	E. Ordway	0.6	Read complaint re: TRO on Kemmerer deal and Counsel's report thereon.
3/22/2019	C. Kearns	0.2	Emailed with Counsel re: status of Kemmerer sale.
3/23/2019	E. Ordway	0.7	Reviewed correspondence and document production related to WMLP sale matters.
3/24/2019	E. Ordway	0.8	Read TRO and Counsel's report thereon re: Kemmerer transaction.
3/26/2019	E. Ordway	0.2	Reviewed Counsel's report on Kemmerer transactions.
4/3/2019	C. Kearns	0.2	Participated in status call with Morrison Foerster and Jefferies re: Kemmerer mine sale and related issues.
4/4/2019	E. Ordway	0.7	Read proposed Kemmerer preservation proposal and noted items for staff to review.
4/4/2019	C. Kearns	0.5	Reviewed Kramer Levin draft agreement re: Kemmerer.
Task Code	Total Hours	4.8	
05. Professional Retention Fee Application Preparation			
3/7/2019	J. Blum	0.5	Prepared first interim fee application.
3/12/2019	M. Haverkamp	0.3	Edited Westmoreland first monthly fee application.
3/13/2019	M. Haverkamp	0.8	Prepared first monthly fee application.
3/14/2019	J. Surdoval	2.5	Commenced review of October-December Fee application.
3/14/2019	J. Surdoval	1.5	Continued review of October-December Fee application.

Berkeley Research Group, LLC

Invoice for the 3/1/2019 - 4/30/2019 Period

Date	Professional	Hours	Description
05. Professional Retention Fee Application Preparation			
3/19/2019	J. Surdoval	2.0	Continued review of first interim fee application including review of time allocation.
3/19/2019	J. Surdoval	2.0	Reviewed first interim fee application including review of time allocation.
3/22/2019	M. Haverkamp	0.3	Prepared January - February fee application.
3/29/2019	J. Surdoval	2.5	Reviewed fee application detail for January and February.
4/8/2019	J. Surdoval	1.5	Reviewed January-February fee application.
4/10/2019	J. Surdoval	1.0	Reviewed detail for second fee application.
4/12/2019	J. Surdoval	1.0	Edited January-February Fee Application.
Task Code	Total Hours	15.9	
06. Attend Hearings/Related Activities			
3/23/2019	C. Kearns	0.2	Emailed with parties in interest re: the upcoming trial on WMLP.
3/25/2019	C. Kearns	0.8	Attended, by phone, a portion of the hearing on the TRO re: WMLP sale.
3/26/2019	J. Surdoval	2.2	Participated in a portion of TRO hearing.
3/26/2019	C. Kearns	0.5	Listened by phone to day 2 of the WMLP hearing.
4/16/2019	J. Surdoval	2.0	Participated in Westmoreland hearing.
4/16/2019	M. Yastrebova	1.1	Attended, telephonically, the court hearing.
Task Code	Total Hours	6.8	
08. Interaction/Meetings with Creditors			
3/6/2019	A. Roque	0.2	Attended weekly call with UCC professionals.
3/13/2019	E. Ordway	0.4	Read agenda in preparation for today's call.
3/13/2019	E. Ordway	0.2	Participated in Committee conference call.
3/14/2019	E. Ordway	1.0	Read Counsel's recap of the complaint re: Oxford Mines.
3/14/2019	D. Blackburn	0.7	Reviewed Westmoreland vs. UCC Complaint.
3/14/2019	C. Kearns	0.1	Reviewed email from Counsel re: status of UCC litigation.

Berkeley Research Group, LLC

Invoice for the 3/1/2019 - 4/30/2019 Period

Date	Professional	Hours	Description
08. Interaction/Meetings with Creditors			
3/20/2019	J. Surdoval	1.1	Reviewed agenda materials and filings for UCC call.
3/20/2019	E. Ordway	0.5	Prepared for Committee conference call by reviewing agenda and reviewing latest reports.
3/20/2019	M. Yastrebova	0.3	Attended UCC call.
3/20/2019	E. Ordway	0.3	Participated in Committee conference call.
3/20/2019	J. Surdoval	0.3	Participated in weekly Committee call with Counsel (L. Marinuzzi) and Jefferies (J. Dai).
3/20/2019	C. Kearns	0.2	Participated in Committee call re: status of sale closing and going effective for WMLP.
3/27/2019	J. Surdoval	0.6	Reviewed Agenda Materials for Committee call.
3/27/2019	E. Ordway	0.4	Prepared for Professional call by reviewing notes and correspondence.
3/27/2019	E. Ordway	0.4	Reviewed agenda and prepared for Committee call.
3/27/2019	M. Yastrebova	0.3	Attended weekly UCC call.
3/27/2019	E. Ordway	0.3	Participated in call with case professionals.
3/27/2019	C. Kearns	0.3	Participated in call with the Committee re: status of the discussions to resolve Zurich related issues for WMLP.
3/27/2019	E. Ordway	0.3	Participated in Committee call.
3/27/2019	J. Surdoval	0.3	Participated in weekly Committee call with Counsel (L. Marinuzzi) and Jefferies (J. Dai) call on case status.
3/27/2019	J. Surdoval	0.3	Participated in weekly professionals call on case status.
3/27/2019	M. Yastrebova	0.2	Attended weekly call with UCC professionals.
3/27/2019	C. Kearns	0.2	Participated in status call with Morrison Foerster and Jefferies teams re: WMLP and other issues.
4/3/2019	D. Blackburn	0.3	Participated in UCC Professionals call.
4/3/2019	J. Surdoval	0.3	Participated in weekly professionals call with Counsel and Jefferies.
4/3/2019	J. Surdoval	0.3	Reviewed materials for Committee call.
4/3/2019	M. Yastrebova	0.2	Attended weekly call with UCC professionals.
4/3/2019	M. Yastrebova	0.2	Attended weekly UCC call.

Berkeley Research Group, LLC

Invoice for the 3/1/2019 - 4/30/2019 Period

Date	Professional	Hours	Description
08. Interaction/Meetings with Creditors			
4/3/2019	C. Kearns	0.2	Participated in call with the Committee re: update on issues re: Kemmerer mine.
4/3/2019	D. Blackburn	0.2	Participated in UCC call.
4/3/2019	J. Surdoval	0.2	Participated in weekly Committee call with Counsel and Jefferies.
4/3/2019	E. Ordway	0.2	Read meeting agenda.
4/10/2019	J. Surdoval	0.5	Reviewed materials for weekly Committee call.
4/10/2019	E. Ordway	0.3	Read documents relating to McKinsey arrangements.
4/10/2019	M. Yastrebova	0.2	Attended weekly call with UCC professionals.
4/10/2019	M. Yastrebova	0.2	Attended weekly UCC call.
4/10/2019	C. Kearns	0.2	Participated in status call with the Committee.
4/10/2019	D. Blackburn	0.2	Participated in UCC call.
4/10/2019	D. Blackburn	0.2	Participated in UCC Professionals call.
4/10/2019	J. Surdoval	0.2	Participated in weekly Committee call.
4/10/2019	J. Surdoval	0.2	Participated in weekly professionals call.
4/10/2019	E. Ordway	0.2	Read agenda in preparation of Committee meeting/call.
4/17/2019	J. Surdoval	0.5	Reviewed materials for Committee call.
4/17/2019	E. Ordway	0.3	Reviewed agenda for Committee call.
4/17/2019	M. Yastrebova	0.2	Attended weekly call with UCC professionals.
4/17/2019	M. Yastrebova	0.2	Attended weekly UCC call.
4/17/2019	D. Blackburn	0.2	Participated in UCC call.
4/17/2019	D. Blackburn	0.2	Participated in UCC Professionals call.
4/17/2019	J. Surdoval	0.2	Participated in weekly Committee call.
4/17/2019	J. Surdoval	0.2	Participated in weekly professionals call.
4/17/2019	E. Ordway	0.2	Participated on Professionals call.

Berkeley Research Group, LLC

Invoice for the 3/1/2019 - 4/30/2019 Period

Date	Professional	Hours	Description
08. Interaction/Meetings with Creditors			
4/24/2019	E. Ordway	0.3	Reviewed agenda for weekly conference call with the Committee.
4/24/2019	M. Yastrebova	0.2	Attended weekly UCC call.
4/24/2019	D. Blackburn	0.2	Participated in UCC Professionals call.
4/24/2019	D. Blackburn	0.2	Participated in UCC Professionals call.
4/24/2019	E. Ordway	0.2	Participated in weekly Committee call.
4/30/2019	E. Ordway	0.4	Read agenda notes for meeting.
Task Code	Total Hours	17.1	
11. Claim Analysis/Accounting			
3/1/2019	A. Roque	0.5	Analyzed updated claims data.
3/5/2019	E. Ordway	0.6	Reviewed additional data re: claims and directed staff in reviewing and reporting on.
3/6/2019	A. Roque	1.0	Analyzed updated claims data.
3/6/2019	A. Roque	1.0	Reviewed draft report for Committee on claims.
3/7/2019	A. Roque	0.5	Analyzed updated claims data.
3/15/2019	E. Ordway	0.7	Reviewed rejection claim analysis prepared by staff and noted items to investigate.
3/15/2019	E. Ordway	0.2	Read Jones Day letter re: intercompany issues.
4/9/2019	J. Surdoval	2.0	Analyzed claims information for WMLP.
4/10/2019	M. Yastrebova	1.7	Analyzed updated claims estimates.
4/10/2019	M. Yastrebova	0.3	Reviewed claims estimates.
4/11/2019	M. Yastrebova	0.6	Drafted an email to A&M re: claims estimates.
4/11/2019	M. Yastrebova	0.5	Reviewed notes from a call with A&M on 2/11/19 re: claims estimates.
4/11/2019	E. Ordway	0.5	Reviewed updated claims data for WMLP from A&M.
4/11/2019	M. Yastrebova	0.2	Reviewed claims estimates.
4/12/2019	J. Surdoval	2.0	Reviewed claims data for WMLP.

Berkeley Research Group, LLC

Invoice for the 3/1/2019 - 4/30/2019 Period

Date	Professional	Hours	Description
11. Claim Analysis/Accounting			
4/12/2019	E. Ordway	0.3	Reviewed sources and use analysis from WMLP case.
4/16/2019	M. Yastrebova	1.8	Prepared presentation to UCC re: claim estimates.
4/16/2019	C. Kearns	0.3	Reviewed updated claims analysis.
4/16/2019	C. Kearns	0.2	Reviewed estimate sources and uses to resolve WMLP case.
4/17/2019	J. Surdoval	1.8	Reviewed claims analysis report for Committee.
4/17/2019	E. Ordway	0.9	Prepared claims report for WMLP claims.
4/17/2019	A. Roque	0.5	Modified weekly report to UCC.
4/22/2019	E. Ordway	0.8	Reviewed updated claims data.
4/23/2019	M. Yastrebova	0.6	Prepared presentation to UCC re: claim estimates.
Task Code	Total Hours	19.5	

14. Executory Contracts/Leases			
3/2/2019	M. Yastrebova	1.4	Updated draft of the UCC presentation.
3/5/2019	M. Yastrebova	2.6	Prepared slides related to the rejected contracts to be used for a presentation to the UCC.
3/15/2019	M. Yastrebova	0.4	Updated internal log tracking assumed contracts.
3/15/2019	M. Yastrebova	0.3	Drafted an email to A&M: updates relating to rejected contracts.
3/18/2019	E. Ordway	0.2	Directed staff in reviewing rejection summary provided by A&M.
3/19/2019	M. Yastrebova	0.5	Updated internal log tracking rejected contracts.
3/19/2019	E. Ordway	0.4	Reviewed updated contract rejection summary and directed staff in reviewing and analyzing.
3/21/2019	M. Yastrebova	0.5	Analyzed filed schedules of assumed contracts.
3/21/2019	E. Ordway	0.3	Reviewed pleading outline re: cure payments for Kemmerer sale.
3/21/2019	E. Ordway	0.3	Reviewed recent contract assumptions and directed staff in analyzing.
4/22/2019	M. Yastrebova	1.2	Analyzed data received from A&M re: rejected contracts.
Task Code	Total Hours	8.1	

27. Plan of Reorganization/Disclosure Statement
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Berkeley Research Group, LLC

Invoice for the 3/1/2019 - 4/30/2019 Period

Date	Professional	Hours	Description
27. Plan of Reorganization/Disclosure Statement			
3/4/2019	D. Blackburn	2.7	Reviewed WMLP Disclosure Statement.
3/4/2019	D. Blackburn	2.2	Reviewed WMLP Plan of Liquidation.
3/5/2019	E. Ordway	1.2	Reviewed WMLP Plan and Disclosure Statement draft and noted items for staff to investigate.
3/12/2019	D. Blackburn	1.8	Reviewed WMLP Plan of Liquidation second draft.
3/13/2019	E. Ordway	2.1	Read plan of liquidation for WMLP and noted items to follow up on.
3/15/2019	D. Blackburn	2.8	Reviewed Joint Plan of Liquidation for WMLP Debtors.
3/18/2019	E. Ordway	1.6	Analyzed POR and Disclosure Statement draft for WMLP.
Task Code Total Hours		14.4	
31. Planning			
3/7/2019	J. Surdoval	0.2	Updated fee estimate for Debtor.
4/10/2019	E. Ordway	0.2	Reviewed next steps with staff.
Task Code Total Hours		0.4	
Total Hours		87.0	