



ENTERED
05/29/2019

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

In re: Westmoreland Coal Company, <u>et al.</u> , ¹ Debtors.	Chapter 11 Case No. 18-35672 (DRJ) (Jointly Administered) Re: Docket No. 1771
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**ORDER (I) AUTHORIZING THE WMLP DEBTORS
TO (I) ASSUME AND ASSIGN CERTAIN AGREEMENTS RELATED
TO THE OXFORD ASSETS 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 Assume and Assign Certain Agreements Related to the Oxford Assets 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 Supplemental Agreements with adequate notice of the proposed assumption and assignment thereof, (e) the proposed assumption and assignment of the Supplemental Agreements as requested in the Motion and granted herein is an appropriate exercise of the WMLP Debtors' business judgment, and (f) the proposed assumption and

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.

assignment of the Supplemental Agreements satisfies the requirements of section 365(a), (b), and (f) of the Bankruptcy Code; 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 assume and assign to CCU Coal and Construction, LLC ("CCU") the Supplemental Agreements identified on Exhibit 1 (the "Cure Schedule"), attached hereto³ and the Supplemental Agreements are deemed assumed and assigned to CCU as provided in the Cure Schedule, pursuant to section 365 of the Bankruptcy Code. The assumption and assignment of the Supplemental Agreements is only to the extent such agreements are executory contracts or unexpired leases, and to the extent not otherwise already included in the "Purchased Assets" (as such term is defined in the Oxford APA). Neither the WMLP Debtors nor CCU makes any admission that the Supplemental Agreements are executory contracts or unexpired leases, or that the Supplemental Agreements were not already included in the Purchased Assets. All rights are reserved with respect to the same.
3. The cure amount to be paid to cure all prepetition defaults under each Supplemental Agreement, pursuant to section 365(b) of the Bankruptcy Code, shall be the applicable Cure Amount set forth on the Cure Schedule attached hereto.

³ Each Supplemental Agreement identified on the Cure Schedule includes any modifications, amendments, addenda or supplements thereto or restatements thereof. Notwithstanding the foregoing, to the extent that any of Supplemental Agreements do not constitute executory contracts or unexpired leases for the purposes of section 365(a) the Bankruptcy Code, such agreements shall not be considered assumed and assigned, and such agreements shall not be deemed altered, amended, or modified hereby.

4. The Cure Amount set forth in the Cure Schedule shall be paid by CCU and binding upon the counterparties to the Supplemental Agreements for all purposes in these chapter 11 cases and shall constitute a final determination of the total Cure Amounts required to be paid by CCU in connection with the assumption of the Supplemental Agreements. In addition, all counterparties to Supplemental Agreements shall be forever (a) barred from objecting to the Cure Amounts and from asserting any additional cure or other amounts with respect to the Supplemental Agreements, and the WMLP Debtors and/or CCU shall be entitled to rely solely upon the Cure Amounts set forth in the Cure Schedule; and (b) barred, estopped and permanently enjoined from asserting or claiming against the WMLP Debtors and/or CCU, or their respective property, that any additional amounts are due or other defaults exist, that conditions to assignment must be satisfied under such Supplemental Agreements, or that there is any objection or defense to the assumption of such Supplemental Agreement.

5. 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.

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

7. 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

Cure Schedule

ASSUMED AND ASSIGNED AGREEMENTS

Exhibit 1

Debtor(s)	Counterparty	Description of Assumed Contracts or Leases	Cure Cost, if applicable
Westmoreland Resource Partners, LP	Enterprise FM Trust	2017 Pickup lease VIN#1GC1KUEG3HF228725	\$3,898.40
Westmoreland Resource Partners, LP	Enterprise FM Trust	2017 Pickup lease VIN#1GC1KUEG2HF107362	\$3,898.40
Oxford Mining Company, LLC	Ohio Gathering Company, LLC	6-21-13 Sandy Ridge Partial Release of Lease	\$0.00
Oxford Mining Company, LLC	Ohio Gathering Company, LLC	9-23-13 Piergallini Partial Release of Lease	\$0.00
Oxford Mining Company, LLC	Ohio Power Company	7-21-16 Bellaire Dock Property Lease	\$0.00

Potentially Executory Coal Leases

Cravat Coal Company	Abe J. Hochstetler and Anna E. Hochstetler	3-17-06 Coal Lease	\$0.00
Oxford Mining Company, LLC	Ascent Resources - Utica, LLC	8-28-18 Lease Oil & Gas Lease	\$0.00
Oxford Mining Company, LLC	Belmont Underground, LLC	10-8-18 Coal Lease	\$0.00
Oxford Mining Company, LLC	Belmont Underground, LLC	10-8-18 Memorandum of Coal Lease	\$0.00
Cravat Coal Company	Buckeye Management Enterprises, Inc	4-16-07 Memorandum of Assignment of Lease	\$0.00
Oxford Mining Company, LLC	CONSOL Mining Company, LLC	8-2-17 Daron deed extension with reversion	\$0.00 ⁽¹⁾
Harrison Resources, LLC	Consolidation Coal Company	6-25-07 Coal deed with reversion	\$0.00
Harrison Resources, LLC	Consolidation Coal Company	8-6-10 Harrison Tranche 4 coal deed with reversion	\$0.00 ⁽¹⁾
Harrison Resources, LLC	Consolidation Coal Company	10-8-14 Amendment 1 to Tranche 4 coal deed	\$0.00 ⁽¹⁾
Harrison Resources, LLC	Consolidation Coal Company	10-8-14 Tranche 4 Adjacent coal deed	\$0.00 ⁽¹⁾
Oxford Mining Company	Consolidation Coal Company	7-30-02 Coal deed with reversion	\$0.00
Oxford Mining Company, LLC	Eagle Creek Farm Properties, Inc	11-21-14 Belmont County Oil & Gas Sharing Agreement	\$0.00
Harrison Resources, LLC	Hess Ohio Developments, LLC	8-31-15 Oil & Gas deed with royalty provision	\$0.00
Oxford Mining Company, LLC	Hess Ohio Developments, LLC	6-12-13 Additional Property added to 3-13-12 Oil & Gas Agreement	\$0.00
Oxford Mining Company, LLC	Hess Ohio Developments, LLC	10-17-13 Additional Property added to 6-12-13 Oil & Gas Agreement	\$0.00
Oxford Mining Company, LLC	Hess Ohio Developments, LLC	7-11-18 Hess to Ascent Transfer of Oil & Gas Rights	\$0.00
Oxford Mining Company, LLC	Hochstetler Family Retreat, LLC	2-11-15 Limestone Lease	\$0.00
Oxford Mining Company, LLC	Hochstetler Family Retreat, LLC	7-2-18 Limestone Lease Addendum 1	\$0.00
Oxford Mining Company, LLC	Hochstetler Family Retreat, LLC	2-11-15 Memorandum of Limestone Lease	\$0.00
Oxford Mining Company, LLC	John S. Mauersberger and Susan V. Mauersberger, Tollgate Holdings, LLC, George A. Mauersberger and Christine M. Mauersberger, Jennifer K. Dean and Steven M. Dean, Joseph P. Shepherd, Jennifer K. Dean	1-5-19 Coal Lease Addendum 1	\$0.00
Oxford Mining Company, LLC	John S. Mauersberger and Susan V. Mauersberger, Tollgate Holdings, LLC, George A. Mauersberger and Christine M. Mauersberger, Jennifer K. Dean and Steven M. Dean, Joseph P. Shepherd, Jennifer K. Dean	1-5-19 Memorandum of Addendum to Coal Lease	\$0.00
Oxford Mining Company, LLC	ROBERT A. SHUGERT	5-4-2017 Lease Agreement	\$0.00
Oxford Mining Company, LLC	Rock Ridge Properties, Inc, Margaret Worner, Bonita K. Taylor, Laura Lee Biggs	9-2-15 Rice Heirs Oil & Gas Sharing Agreement	\$0.00
Oxford Mining Company, LLC	Sidco Development Inc.	9-1-17 Limestone Agreement Addendum 1	\$0.00
Oxford Mining Company, LLC	State of Ohio, Department of Natural Resources, Division of Mineral Resources Management	9-7-18 Powelson AML Contract	\$0.00
Oxford Mining Company, LLC	State of Ohio, Department of Natural Resources, Division of Mineral Resources Management	9-26-18 Powelson AML Contract extension letter	\$0.00
Oxford Mining Company, LLC	Sunoco Pipeline L.P.	6-30-15 Sunoco Piergallini Pipeline Agreement	\$0.00

(1) All cure costs for these contracts were already included in the Final Oxford Contract List previously filed (contract #11646 on 2-11-19 Executory Contract List (Tranche 5 Option)). No further cure is due for these contracts.

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

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Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 31, 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,
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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 +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,
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db +Texas Westmoreland Coal Company, 9540 South Maroon Circle, Suite 300,
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db +WCC Land Holding Company, Inc., 9540 South Maroon Circle, Suite 300,
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db +WEI - Roanoke Valley, Inc., 9540 South Maroon Circle, Suite 300, Englewood, CO 80112-5730
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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 Boults 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

District/off: 0541-4

User: VrianaPor
Form ID: pdf002Page 5 of 6
Total Noticed: 172

Date Rcvd: May 29, 2019

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

cr Henry Moore
 intp Hopedale Mining LLC
 cr Illinois Union Insurance Company
 cr J. Carano
 cr J. Collins
 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
 cr K. Dixon
 intp Kathleen Plaistd
 intp Kevin L.
 cr Kinder Morgan Utopia LLC
 cr L. Boone
 intp Larry Kennedy
 cr Lenders and Ad Hoc Noteholders
 intp Les Rex
 cr M. Baisden
 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 McLaughlin
 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
 intp State of Ohio
 cr Stephanie Crum
 cr Talen Montana, LLC
 cr Tenaska Power Services Co.
 intp Thayne Christensen
 cr The Official Committee of Unsecured Creditors
 cr The Sierra Club
 intp The WMLP Debtors, US
 cr Todd Manring
 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

District/off: 0541-4

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

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	Wyoming Office of State Lands and Investments
intp*	+G. R. Peart, P.O. Box 114, Randolph, UT 84064-0114

TOTALS: 138, * 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.

Transmission times for electronic delivery are Eastern Time zone.

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: May 31, 2019

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 29, 2019 at the address(es) listed below:
NONE.

TOTAL: 0