

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

In re: WESTMORELAND COAL COMPANY, Debtor. Tax I.D. No. 23-1128670	Chapter 11 Case No. 18-35672 (DRJ)
In re: DARON COAL COMPANY, LLC, Debtor. Tax I.D. No. 34-1437835	Chapter 11 Case No. 18-35677 (DRJ)
In re: HARRISON RESOURCES, LLC, Debtor. Tax I.D. No. 57-1234445	Chapter 11 Case No. 18-35678 (DRJ)
In re: OXFORD CONESVILLE, LLC, Debtor. Tax I.D. No. 46-2137171	Chapter 11 Case No. 18-35680 (DRJ)
In re: OXFORD MINING COMPANY-KENTUCKY, LLC, Debtor. Tax I.D. No. 27-0990926	Chapter 11 Case No. 18-35681 (DRJ)

In re: OXFORD MINING COMPANY, LLC, Debtor. Tax I.D. No. 31-1136257	Chapter 11 Case No. 18-35682 (DRJ)
In re: WESTMORELAND KEMMERER FEE COAL HOLDINGS, LLC, Debtor. Tax I.D. No. 47-2887746	Chapter 11 Case No. 18-35695 (DRJ)
In re: WESTMORELAND KEMMERER, LLC, Debtor. Tax I.D. No. 27-2103673	Chapter 11 Case No. 18-35696 (DRJ)
In re: WESTMORELAND RESOURCE PARTNERS, LP, Debtor. Tax I.D. No. 77-0695453	Chapter 11 Case No. 18-35702 (DRJ)
In re: WESTMORELAND RESOURCES GP, LLC, Debtor. Tax I.D. No. 77-069545	Chapter 11 Case No. 18-35703 (DRJ)

FINAL DECREE CLOSING THE WMLP DEBTORS' CHAPTER 11 CASES

Upon the motion (the "Motion")¹ of the WMLP Debtors, for the entry of a final decree (this "Final Decree") closing the WMLP Debtors' chapter 11 cases (the "WMLP Debtors' Chapter 11 Cases"), all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the WMLP Debtors' estates, their creditors, and other parties-in-interest; and this Court having found that the WMLP Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth in this Final Decree.

¹ Capitalized terms used but not defined herein shall have the meanings given to them in the Motion.

2. The WMLP Debtors' Chapter 11 Cases, enumerated below, are hereby closed, effective as of the WMLP Plan Effective Date; provided that this Court shall retain jurisdiction as provided in the WMLP Plan and the proposed Confirmation Order:

WMLP Debtor	Case No.
Westmoreland Resources GP, LLC	18-35703
Westmoreland Resource Partners, LP	18-35702
Westmoreland Kemmerer, LLC	18-35696
Westmoreland Kemmerer Fee Coal Holdings, LLC	18-35695
Oxford Mining Company, LLC	18-35682
Harrison Resources, LLC	18-35678
Oxford Mining Company-Kentucky, LLC	18-35681
Daron Coal Company, LLC	18-35677
Oxford Conesville, LLC	18-35680

3. The Lead Case of Westmoreland Coal Company, Case No. 18-35672, shall remain open pending the entry of a final decree by this Court closing the Lead Case.

4. Notwithstanding the closure of the WMLP Debtors' Chapter 11 Cases, any remaining matters relating to the WMLP Debtors, including any claims objections, any interim or final fee application, the interpretation or enforcement of any order of the Court entered (or to be entered) in any of the above-captioned chapter 11 cases, and any matter for which the Court retains jurisdiction pursuant to the WMLP Plan, shall be filed, administered and adjudicated in the Lead Case without the need to reopen any of the WMLP Debtors' Chapter 11 Cases. Any failure of the WMLP Debtors, the Liquidation Trust, the Liquidation Trustee or any entity authorized pursuant to the WMLP Plan, as applicable, to file an objection to any claim or interest

in the WMLP Debtors' Chapter 11 Cases on or prior to entry of this Final Decree shall not constitute allowance of the claim or interest and shall not result in such claim or interest being deemed Allowed (as defined in the WMLP Plan) against or in any WMLP Debtor. Any objections to claims against or interests in the WMLP Debtors' Chapter 11 Cases may be filed, administered and adjudicated in the Lead Case. For the avoidance of doubt, the relief granted pursuant to this Order shall not affect the timing of the dissolution of the WMLP Debtors, which shall be governed by the WMLP Plan.

5. Entry of this Final Decree is without prejudice to (a) the rights of the WMLP Debtors or any party-in-interest to seek to reopen any of the WMLP Debtors' Chapter 11 Cases for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the rights of the WMLP Debtors, the Liquidation Trust, the Liquidation Trustee or any entity authorized pursuant to the WMLP Plan, as applicable, to dispute, in the Court or any applicable non-bankruptcy forum, any claims that were filed against the WMLP Debtors in these chapter 11 cases as contemplated by the WMLP Plan and the related proposed confirmation order. Notwithstanding anything to the contrary contained in the WMLP Plan, any failure of the WMLP Debtors, the Liquidation Trust, the Liquidation Trustee or any entity authorized pursuant to the WMLP Plan, as applicable, to file an objection to any claim in these chapter 11 cases shall not constitute allowance of the claim and shall not result in such claim being deemed Allowed (as defined in the WMLP Plan) against any WMLP Debtor.

6. All further reporting concerning the administration of the assets and liabilities of the WMLP Debtors shall occur only in the Lead Case. A docket entry shall be made in each of the WMLP Debtors' cases substantially similar to the following:

An order has been entered in this case directing all further reporting concerning the administration of the assets and liabilities

in this case will occur only in the case of Westmoreland Coal Company, Case No. 18-35672. The docket in Case No. 18-35672 should be consulted for all matters affecting this case.

7. Notwithstanding anything to the contrary in this Final Decree, all terms and conditions of this Final Decree are subject to, and shall be immediately effective and enforceable upon, the occurrence of the WMLP Plan Effective Date, which shall be conclusively and finally evidenced by the WMLP Debtors' filing of a notice of the occurrence of the WMLP Plan Effective Date on the docket as set forth in the WMLP Plan.

8. The WMLP Debtors, the Liquidation Trust, the Liquidation Trustee, or any entity authorized pursuant to the WMLP Plan, and their respective agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree.

9. Notwithstanding the relief granted in this Final Decree and any actions taken pursuant to such relief, nothing in this Final Decree shall be deemed: (a) an admission as to the validity of any prepetition claim against a WMLP Debtor; (b) a waiver of the right of the WMLP Debtors, the Liquidation Trust, the Liquidation Trustee or any entity authorized pursuant to the WMLP Plan, as applicable, to dispute any claims on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Final Decree or the Motion; (e) a request or authorization to assume any prepetition agreement, contract or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver or limitation of the WMLP Debtors' rights or the rights of any other person under the Bankruptcy Code or any other applicable law.

10. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Final Decree.

Dated: _____, 2019
Houston, Texas

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE