

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

In re:	)	
	)	Chapter 11
WESTMORELAND COAL COMPANY,	)	
et al.,	)	Case No. 18-35672 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

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**NOTICE AND RESERVATION OF SET OFF RIGHTS**

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Kinder Morgan Utopia, LLC (“Kinder Morgan”), by and through its counsel, Gordon Rees Scully Mansukhani, LLP, hereby files this Notice and Reservation of Set Off Rights (this “Notice”) and states as follows:

1. Kinder Morgan has constructed an approximately 150 mile long common carrier interstate gas liquids pipeline system, consisting of a 12-inch nominal diameter pipeline, with an initial capacity of approximately 50,000 barrels per day (bpd) (the “Utopia Pipeline Project”) in Ohio. The Utopia Pipeline extends from local hydrocarbon production and supply areas in Harrison County, Ohio, through Michigan, across the United States / Canadian border near Detroit, Michigan, and terminates in Windsor, Ontario.

2. In furtherance of the Project, Kinder Morgan acquired valid pipeline Easements across property owned by Hochstetler Family Retreat LLC's property (“Hochstetler Property”) in Harrison County, Ohio. Kinder Morgan acquired these easements voluntarily without ever filing a condemnation action. Kinder Morgan purchased and closed the Original Easements on the Hochstetler Property on January 10, 2016 and recorded its Original Easements on February 24, 2016.

3. Kinder Morgan purchased and closed Subsequent Easements on the Hochstetler Property on March 29, 2016 and recorded its Subsequent Easements on April 8, 2016. Pursuant to the Easement Agreements, Kinder Morgan has the right to, among other things, construct, operate and maintain its pipeline for the Utopia Project.

4. After executing the Easements, Kinder Morgan attempted to negotiate additional temporary access roads for construction purposes from Hochstetler. Hochstetler, despite being offered significant compensation and having already successfully negotiated Easements with Kinder Morgan, refused to sell Kinder Morgan any additional access roads. Hochstetler claimed that he could not (or would not) do so because he was concerned about how such access roads might affect his interest, or the interests of Oxford Mining Company (“Oxford”), to mine the property. He then told Kinder Morgan agents expressly that he would not sell Kinder Morgan the access roads unless Kinder Morgan settled all claims with Oxford.

5. Oxford’s mineral interests in the Hochstetler property arise from two separate leases, one for the mining of coal and the other for the mining of limestone. Hochstetler granted Oxford a Lease to mine limestone from under the Hochstetler Property on February 11, 2015 and recorded a Memorandum of Lease on March 6, 2015.

6. With regard to Oxford’s right to mine coal, Hochstetler granted Buckeye Management Enterprises, Inc. (“Buckeye”) a lease to mine coal from under the Hochstetler Property on March 1, 2016, and recorded a Memorandum of Lease on March 4, 2016, clearly after the signing and filing of the Kinder Morgan pipeline Easement.

7. Buckeye assigned its coal lease to Oxford on March 1, 2016, and recorded the assignment on March 4, 2016. While Oxford had a limestone lease that predated Kinder Morgan’s pipeline Easements, the coal lease was recorded afterwards. The Oxford leases do not give Oxford

the exclusive right to the surface and Oxford has no legal right to obstruct the Kinder Morgan Utopia Pipeline Project pursuant to its validly purchased and recorded Easement rights.

8. Without warning, on or about May 25, 2017, while Kinder Morgan was constructing its Utopia Pipeline Project across the Hochstetler Property, Oxford purposefully, knowingly and intentionally obstructed Kinder Morgan's construction activities by the placement of a large piece of equipment in the center of Kinder Morgan's Permanent Easement. Despite requests by Kinder Morgan, Oxford refused to move the equipment and prevented Kinder Morgan's construction activities.

9. Due to this dispute, Kinder Morgan and Oxford filed competing lawsuits in the Common Pleas Court for Harrison County, Ohio, Case Nos. CVH 2017 0066 and CVH 2017 0067. The complaints for each action are attached to Kinder Morgan's proof of claim and are incorporated herein by reference. These two cases have been consolidated and are being heard under one case number (the "State Court Case").

10. Kinder Morgan, in accordance with the proposed Joint Plan of Liquidation for the WMLP Debtors, hereby provides notice of its set off rights arising from the above facts and currently at issue in the State Court Case.

DATED this 3rd day of June, 2019.

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**CERTIFICATE OF SERVICE**

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