

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

In re:)	
)	Chapter 11
)	
WESTMORELAND COAL COMPANY, <i>et al.</i> , ¹)	Case No. 18-35672 (DRJ)
)	
Reorganized Debtors.)	(Jointly Administered)
)	

**AGENDA FOR MATTERS SCHEDULED
FOR JUNE 5, 2019, AT 10:30 A.M. (PREVAILING CENTRAL TIME),
BEFORE THE HONORABLE DAVID R. JONES AT THE UNITED STATES
BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS,
AT COURTROOM 400, 515 RUSK STREET, HOUSTON, TEXAS 77002**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby file their agenda for matters set for hearing on June 5, 2019 at 10:30 a.m. (prevailing Central Time).

I. WMLP DEBTORS’ EXCLUSIVITY EXTENSION MOTION

1. WMLP Debtors’ Motion to Further Extend the Exclusivity Periods for the WMLP Debtors to File a Chapter 11 Plan and Solicit Acceptances Thereof [Docket No. 1839].

Responses Received:

- A. Declaration of Gerald A. Tywoniuk in Support of (A) Approval of the Kemmerer Credit Bid Sale, (B) Approval of the New WMLP Committee Settlement, (C) Approval of the Oxford Settlement, (D) Confirmation of the WMLP Plan, (E) Further Extending Exclusivity and (F) Motion for Final Decree [Docket No. 1917].

Related Documents:

- A. Affidavit of Service [Docket No. 1857].

Status: This matter is going forward.

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.

II. EMERGENCY JOINT MOTION TO APPROVE SETTLEMENT WITH CCU

2. Emergency Joint Motion of Westmoreland Coal Company, Westmoreland Resource Partners, LP, the Oxford Entities and CCU Coal and Construction, LLC for Entry of an Order Authorizing and Approving the Settlement of Claims Asserted in Adversary Proceeding Number 19-03354 [Docket No. 1914].

Responses Received: None

Related Documents:

- A. Affidavit of Service [Docket No. 1857].

Status: This matter is going forward.

III. WMLP DEBTORS' CHAPTER 11 PLAN, KEMMERER SALE MOTION, AND RELATED MATTERS

3. Expedited Motion of the WMLP Debtors for Entry of An Order Authorizing and Approving the New WMLP Committee Settlement [Docket No. 1901].

Responses Received:

- A. United Mine Workers of America's Limited Objection to Committee Settlement Motion [Docket No. 1903].
- B. Declaration of Gerald A. Tywoniuk in Support of (A) Approval of the Kemmerer Credit Bid Sale, (B) Approval of the New WMLP Committee Settlement, (C) Approval of the Oxford Settlement, (D) Confirmation of the WMLP Plan, (E) Further Extending Exclusivity and (F) Motion for Final Decree [Docket No. 1917].

Related Documents: None

Status: This matter is going forward.

4. Emergency Motion of the WMLP Debtors for Entry of Final Decree Closing the WMLP Debtors' Chapter 11 Cases [Docket No. 1916].

Responses Received:

- A. Declaration of Gerald A. Tywoniuk in Support of (A) Approval of the Kemmerer Credit Bid Sale, (B) Approval of the New WMLP Committee Settlement, (C) Approval of the Oxford Settlement, (D) Confirmation of the WMLP Plan, (E) Further Extending Exclusivity and (F) Motion for Final Decree [Docket No. 1917].

Related Documents: None

Status: This matter is going forward.

5. Expedited Motion of Westmoreland Resource Partners, LP and Its Subsidiaries for Entry of an Order (I) Approving the Sale of the Kemmerer Mine and Certain Other Assets Free and Clear of Substantially All Liens, Claims, Encumbrances and Interests Pursuant to a Credit Bid from Secured Lenders, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith and (III) Granting Related Relief [Docket No. 1863].

Responses Received:

- A. Limited Objection and Reservation of Rights of Zurich American Insurance Company and Affiliate to Expedited Motion of Westmoreland Resource Partners, LP and Its Subsidiaries for Entry of an Order Approving the Sale of the Kemmerer Mine, Certain Other Assets and Related Relief (Relates to Dkt. No. 1863) [Docket No. 1905].
- B. Declaration of Gerald A. Tywoniuk in Support of (A) Approval of the Kemmerer Credit Bid Sale, (B) Approval of the New WMLP Committee Settlement, (C) Approval of the Oxford Settlement, (D) Confirmation of the WMLP Plan, (E) Further Extending Exclusivity and (F) Motion for Final Decree [Docket No. 1917].
- C. Declaration and Expert Report of Tyler Cowan in Support of the Expedited Motion of Westmoreland Resource Partners, LP and its Subsidiaries for Entry of an Order (I) Approving the Sale of the Kemmerer Mine and Certain Other Assets Free and Clear of Substantially All Liens, Claims, Encumbrances and Interests Pursuant to a Credit Bid from Secured Lenders, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith and (III) Granting Related Relief [Docket No. 1918].
- D. Declaration of Keith E. Alessi in Support of the Sale of the Kemmerer Mine and Certain Other Assets to Kemmerer Operations, LLC [Docket No. 1927].
- E. Objection of Westmoreland Mining Holdings LLC to Expedited Motion of Westmoreland Resource Partners, LP and Its Subsidiaries for Entry of an Order (I) Approving the Sale of the Kemmerer Mine and Certain Other Assets Free and Clear of Substantially All Liens, Claims, Encumbrances and Interests Pursuant to a Credit Bid from Secured Lenders, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith and (III) Granting Related Relief [Docket No. 1942].

Related Documents:

- A. Schedule of Cure Amounts Related to Kemmerer Credit Bid Sale [Docket No. 1864].
- B. Affidavit of Service (Re Dkt. No. 1863) [Docket No. 1893].
- C. Affidavit Re: *Denver Post* Affidavit of Publication for Notice of Hearing on Expedited Motion of Westmoreland Resource Partners, LP and its Subsidiaries for

Entry of an Order (I) Approving the Sale of the Kemmerer Mine and Certain Other Assets Pursuant to a Credit Bid from Secured Lenders, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith and (III) Granting Related Relief [Docket No. 1936].

- D. Affidavit Re: *USA Today* Affidavit of Publication for Notice of Hearing on Expedited Motion of Westmoreland Resource Partners, LP and its Subsidiaries for Entry of an Order (I) Approving the Sale of the Kemmerer Mine and Certain Other Assets Pursuant to a Credit Bid from Secured Lenders, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith and (III) Granting Related Relief [Docket No. 1937].
- E. Affidavit Re: *Kemmerer Gazette* Affidavit of Publication for Notice of Hearing on Expedited Motion of Westmoreland Resource Partners, LP and its Subsidiaries for Entry of an Order (I) Approving the Sale of the Kemmerer Mine and Certain Other Assets Pursuant to a Credit Bid from Secured Lenders, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith and (III) Granting Related Relief [Docket No. 1938].
- F. Affidavit Re: *Salt Lake Tribune* Affidavit of Publication for Notice of Hearing on Expedited Motion of Westmoreland Resource Partners, LP and its Subsidiaries for Entry of an Order (I) Approving the Sale of the Kemmerer Mine and Certain Other Assets Pursuant to a Credit Bid from Secured Lenders, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith and (III) Granting Related Relief [Docket No. 1939].

Contract Cure Responses:

- A. Notice of Objection of Caterpillar Financial Services Corporation to the Amounts of Cure Costs Stated in the WMLP Debtors' Schedule of Cure Amounts Related to Kemmerer Credit Bid Sale [Docket No. 1885].
- B. Komatsu Financial Limited Partnership's Objection to the Schedule of Cure Amounts (Docket No. 1864) [Docket No. 1898].
- C. Limited Objection and Reservation of Rights of Wheeler Machinery Co. [Docket No. 1945].

Status: This matter is going forward.

- 6. Amended Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1932].

Plan Supplement Documents:

- A. Plan Supplement for the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1862].

- B. First Amendment to the Plan Supplement for the Amended Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1934].

Responses Received:

- A. United States' Limited Protective Objection to the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1867].
- B. Limited Objection of First Surety Corporation and Westchester Fire Insurance Company to Joint Chapter 11 Plan for the WMLP Debtors [Docket No. 1870].
- C. Limited Objection of Travelers Casualty and Surety Company of America to Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1872].
- D. Statement and Reservation of Rights of Lexon Insurance Company, Sompo International Insurance and Bond Safeguard Insurance Company to the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1873].
- E. Objection of the Chubb Companies to the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1874].
- F. United Mine Workers of America's Limited Objection to the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1875].
- G. Joinder and Reservation of Rights of Argonaut Insurance Company in Connection with WMLP Plan [Docket No. 1876].
- H. Objection and Reservation of Rights of Zurich American Insurance Company and Affiliate to Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1877].
- I. State of Ohio, Ohio Environmental Protection Agency's Limited Protective Objection to the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1886].
- J. Limited Protective Objection of the United States of America (Army Corps) to WMLP Debtors' Joint Plan of Liquidation [Docket No. 1887].
- K. Limited Objection and Reservation of Rights of Westmoreland Mining Holdings, LLC to the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1900].

Other Related Documents

- A. *Proposed Stipulation and Agreed Order Regarding Certain Privileged Documents of the WMLP Debtors* [Docket No. 1910].

Confirmation Briefs and Declarations in Support of Confirmation:

- A. WMLP Debtors' (I) Memorandum of Law in Support of (A) Confirmation of the Amended Joint Plan of Liquidation of the WMLP Debtors and (B) Approval of the

Disclosure Statement on a Final Basis and (II) Response to Objections to the Plan and Disclosure Statement [Docket No. 1904].

- B. Declaration of Gerald A. Tywoniuk in Support of (A) Approval of the Kemmerer Credit Bid Sale, (B) Approval of the New WMLP Committee Settlement, (C) Approval of the Oxford Settlement, (D) Confirmation of the WMLP Plan, (E) Further Extending Exclusivity and (F) Motion for Final Decree [Docket No. 1917].
- C. Declaration and Expert Report of Robert A. Campagna in Support of Confirmation of the Amended Joint Plan of Liquidation of Westmoreland Resource Partners, LP and Certain of its Debtor Affiliates [Docket No. 1919].

Voting Report:

- A. [To be Filed Prior to the Hearing]

Proposed Confirmation Order:

- A. *Proposed* Order Approving Disclosure Statement and Confirming Amended Joint Plan of Liquidation for The WMLP Debtors [Docket No. 1933].

Scheduling Related Documents:

- A. Notice of Reset of the WMLP Debtors' Combined Disclosure Statement and Confirmation Hearing and Modification of Certain Associated Deadlines [Docket No. 1740].
- B. Notice of Reset of WMLP Debtors' Combined Disclosure Statement and Confirmation Hearing and Modification of Certain Associated Deadlines [Docket No. 1804].
- C. Notice of WMLP Debtors' Combined Disclosure Statement and Confirmation Hearing and Modification of Certain Associated Deadlines [Docket No. 1880].
- D. Notice of Reset of Hearing Scheduled for June 5, 2019 [Docket No. 1924].

Previously Filed Plans:

- A. Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1612].

Disclosure Statements:

- A. Disclosure Statement with Respect to Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1613].

Affidavits Regarding Publication of Notice of Hearing and Service of Solicitation Related to Confirmation of the Chapter 11 Plan:

- A. Affidavit Re: USA Today Affidavit of Publication of Notice of A) Deadline To Cast Votes To Accept Or Reject Joint Chapter 11 Plan For The WMLP Debtors, (B) Combined Hearing To Consider Approval of Disclosure Statement Related Thereto, and (C) Related Matters and Procedures [Docket No. 1654].
- B. Affidavit Re: Columbus Dispatch Affidavit of Publication of Notice of A) Deadline To Cast Votes To Accept Or Reject Joint Chapter 11 Plan For The WMLP Debtors, (B) Combined Hearing To Consider Approval of Disclosure Statement Related Thereto, and (C) Related Matters and Procedures [Docket No. 1655].
- C. Affidavit Re: Kemmerer Gazette Affidavit of Publication of Notice of A) Deadline To Cast Votes To Accept Or Reject Joint Chapter 11 Plan For The WMLP Debtors, (B) Combined Hearing To Consider Approval of Disclosure Statement Related Thereto, and (C) Related Matters and Procedures [Docket No. 1656].

Witness and Exhibit Lists:

- A. Westmoreland Coal Company's Witness and Exhibit List for Hearing Scheduled for June 5, 2019 [Docket No. 1920].
- B. Westmoreland Mining Holdings, LLC's Exhibit and Witness List [Docket No. 1921].
- C. The WMLP Debtors' Witness and Exhibit List for the June 5, 2019 Hearing [Docket No. 1922].
- D. United Mine Workers of America's Witness and Exhibit List [Docket No. 1923].
- E. Witness and Exhibit List (The Official Committee of Unsecured Creditors) [Docket No. 1925].
- F. Zurich American Insurance Company and Affiliate's Witness and Exhibit List Related to June 5, 2019 Hearings on Joint Plan of Liquidation for the WMLP Debtors and Kemmerer Sale Motion [Docket No. 1926].
- G. MLP Lenders' Witness and Exhibit List [Docket No. 1928].
- H. Witness and Exhibit List of United States of America (Army Corps) [Docket No. 1929].
- I. State of Ohio, Ohio Environmental Protection Agency's Unsworn Declaration of Rachel Taulbee and Exhibit List [Docket No. 1944].

Status: This matter is going forward.

IV. FINAL FEE APPLICATIONS FOR WLB ESTATE PROFESSIONALS

7. Final Fee Applications:

- A. First and Final Fee Application of Centerview Partners LLC, Financial Advisor and Investment Banker for the Debtors and Debtors in Possession, for Allowance of an Administrative Expense Claim for Compensation and Reimbursement of Expenses for the Period From October 9, 2018 Through and Including February 28, 2019 [Docket No. 1723].
- B. Final Fee Statement of PricewaterhouseCoopers LLP for Services Rendered and Reimbursement of Expenses as Consultants for the Debtors for the Period October 9, 2018 through March 15, 2019 [Docket No. 1725].
- C. First Interim Fee Application of Jackson Walker LLP for Allowance and Payment of Fees and Expenses as Co-Counsel to the Debtors for the Period from October 9, 2018 through December 31, 2018 [Docket No. 1726].
- D. Second Interim and Final Fee Application [of Jackson Walker LLP] for Allowance and Payment of Fees and Expenses as Co-Counsel to the WLB Debtors for the Period from October 9, 2018 through February 28, 2019 [Docket No. 1731].
- E. First and Final Fee Application (WLB Debtors) of Drinker Biddle & Reath LLP as Special Labor and Employee Benefits Counsel to the Debtors and Debtors in Possession for the Period of January 7, 2019 Through March 2, 2019 [Docket No. 1733].
- F. Second Interim Fee Application for the Period from January 1, 2019 Through February 28, 2019 as it Relates to the WMLP Debtors and Second Interim and Final Fee Application for the Period from October 22, 2018 Through February 28, 2019 as it Relates to the WLB Debtors of Berkeley Research Group, LLC for Allowance of Compensation for Services Rendered as Financial Advisor to the Official Committee of Unsecured Creditors [Docket No. 1735].
- G. First and Final Fee Application of Baker & Hostetler LLP as Ordinary Course Professional to the WLB Debtors [Docket No. 1738].
- H. Second Interim and Final Fee Application of Jefferies LLC, as Investment Banker to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the Interim Period from January 1, 2019 Through February 28, 2019 (WMLP Debtors and WLB Debtors) and the Final Period from October 22, 2018 Through March 15, 2019 (WLB Debtors) [Docket No. 1739].
 - i. Amended Second Interim and Final Fee Application Of Jefferies LLC, as Investment Banker to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the Interim Period from January 1, 2019 Through February 28, 2019 (WMLP

Debtors and WLB Debtors) and the Final Period from October 22, 2018 Through March 15, 2019 (WLB Debtors) (Amending Docket No. 1739) [Docket No. 1780].

- I. Second Interim and Final Fee Application of Morrison & Foerster LLP for Allowance of Compensation for Services Rendered as Counsel to the Official Committee of Unsecured Creditors for the Period from October 22, 2018 Through February 28, 2019 [Docket No. 1744].
- J. Second and Final Fee Application for the WLB Debtors and Second Interim Fee Application for the WMLP Debtors of Alvarez & Marsal North America, LLC, Restructuring Advisor to the Debtors and Debtors in Possession for the Period from January 1, 2019 Through and Including March 1, 2019 [Docket No. 1746].
- K. Second Interim and Final Fee Application for the WLB Debtors and Second Interim Fee Application for the WMLP Debtors of Kirkland & Ellis LLP and Kirkland & Ellis International LLP Counsel to the Debtors and Debtors in Possession for the Period From January 1, 2019 Through and Including February 28, 2019 [Docket No. 1750].
 - i. Third Supplemental Declaration of Stephen E. Hessler in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date [Docket No. 1747].

Responses Received:

- A. Omnibus Limited Objection by the MLP Lenders to Final Fee Applications Against WLB Debtors (Relates to Docket Nos. 1724, 1725, 1731, 1733, 1734, 1735, 1738, 1739, 1744, 1746, 1750, and 1780) [Docket No. 1815].
- B. WLB Debtors' Statement Regarding the Omnibus Limited Objection by the WMLP Lenders to Final Fee Applications Against WLB Debtors [Docket No. 1915].
- C. Official Committee of Unsecured Creditors' Statement Regarding the Omnibus Limited Objection by the WMLP Lenders to Final Fee Applications against WLB Debtors [Docket No. 1931].

Related Documents:

- A. Omnibus Notice of Final Fee Applications of Certain Professionals for Allowance and Payment of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred [Docket No. 1844].
- B. Amended Omnibus Notice of Final Fee Applications of Certain Professionals for Allowance and Payment of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred [Docket No. 1847].

- C. Affidavit of Service (Re Docket Nos. 1723, 1724, 1726) [Docket No. 1757].
- D. Affidavit of Service (Re Docket Nos. 1731, 1733, 1734, 1735, 1739, 1740, 1744, 1745, 1746, 1747, 1750) [Docket No. 1776].
- E. Affidavit of Service (Re Docket No. 1780) [Docket No. 1817].

Status: These matters are going forward.

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Houston, Texas
June 3, 2019

/s/ Matthew D. Cavanaugh

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Certificate of Service

I certify that on June 3, 2019, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh