

**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)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF AMENDED PROPOSED FINAL DECREE CLOSING THE WMLP
DEBTORS' CHAPTER 11 CASES**

PLEASE TAKE NOTICE THAT on June 3, 2019, the WMLP Debtors filed the *Emergency Motion of the WMLP Debtors for Entry of Final Decree Closing the WMLP Debtors' Chapter 11 Cases* [Docket No. 1916] (the "Case Closing Motion"),² which attached a proposed final decree closing the WMLP Debtors' Chapter 11 Cases (the "Original Proposed Final Decree").

PLEASE TAKE FURTHER NOTICE THAT the WMLP Debtors hereby file a revised form of the proposed final decree (the "Revised Proposed Final Decree"), including a redline against the Original Proposed Final Decree:

- **Exhibit A:** Revised Proposed Final Decree.
 - **Exhibit A-1:** Redline to the Original Proposed Final Decree.

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 not otherwise defined herein shall have the meanings ascribed to them in the Case Closing Motion.

Houston, Texas
June 4, 2019

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh (Bar No. 24062656)
JACKSON WALKER LLP
1401 McKinney Street, Suite 1900
Houston, Texas 77010
Telephone: (713) 752-4200
Facsimile: (713) 752-4221
Email: mcavanaugh@jw.com

*Conflicts Counsel to the WLB Debtors and Local
Counsel to the Debtors and Debtors in Possession*

- and -

James H.M. Sprayregen, P.C.
Michael B. Slade (Bar No. 24013521)
Gregory F. Pesce (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: james.sprayregen@kirkland.com
michael.slade@kirkland.com
gregory.pesce@kirkland.com

Counsel to the Debtors and Debtors in Possession

Edward O. Sassower, P.C.
Stephen E. Hessler, P.C. (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: edward.sassower@kirkland.com
stephen.hessler@kirkland.com

- and -

Anna G. Rotman, P.C. (Bar No. 24046761)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
609 Main Street
Houston, Texas 77002
Telephone: (713) 836-3600
Email: anna.rotman@kirkland.com

Certificate of Service

I certify that on June 4, 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

Exhibit A

Revised Proposed Final Decree

**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 proofs of Claim arising from the rejection of any Executory Contracts and Unexpired Leases and timely filed before the applicable Rejection Bar Date, 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 a timely 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. Likewise, proofs of Claim arising from the rejection of Executory Contracts and Unexpired Leases filed before the Rejection Bar Date but after the entry of this Final Decree, are properly filed, administered and adjudicated in the Lead Case. 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

Exhibit A-1

Redline to the Original Proposed Final Decree

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

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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)

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

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

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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:

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Claim arising from the rejection of Executory Contracts and Unexpired Leases filed before the Rejection Bar Date but after the entry of this Final Decree, are properly filed, administered and adjudicated in the Lead Case. 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:

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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

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Description	#62036434v2<LEGAL> - WCC - WMLP Case Closing Order [Revised 6.4]
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<u>Insertion</u>	
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Style change	
Format change	
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Deleted cell	
Moved cell	
Split/Merged cell	
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