



ENTERED
06/12/2019

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

In re:

Westmoreland Coal Company, et al.,¹

Debtors.

Chapter 11

Case No. 18-35672 (DRJ)

(Jointly Administered)

**ORDER GRANTING SECOND INTERIM APPLICATION OF JONES DAY, AS
COUNSEL FOR THE CONFLICTS COMMITTEE OF THE BOARD OF DIRECTORS
OF WESTMORELAND RESOURCES GP, LLC AND CONFLICTS COUNSEL
FOR WESTMORELAND RESOURCE PARTNERS, LP AND ITS SUBSIDIARIES,
FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES FOR THE PERIOD JANUARY 1, 2019 THROUGH MARCH 31, 2019**

(Docket No. 1837)

This matter coming before the Court on the *Second Interim Application of Jones Day, as Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and its Subsidiaries, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period January 1, 2019 through March 31, 2019*

(the "Application");² the Court having reviewed the Application and the certification of Heather Lennox in connection therewith (the "Lennox Certification"); the Court having found that

(a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Application was sufficient under the circumstances, (d) the compensation requested in the Application is reasonable and for

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 have the meanings given to them in the Application.

actual and necessary services rendered by Jones Day during the Compensation Period,
(e) the expenses for which reimbursement is sought in the Application are actual and necessary expenses and (f) the Application fully complies with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines and the Interim Compensation Order; and the Court having determined that the legal and factual bases set forth in the Application and the Lennox Certification establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. Jones Day is awarded, on an interim basis, compensation for professional services rendered during the Compensation Period in the amount of \$4,431,132.50 and reimbursement for actual and necessary expenses incurred by Jones Day during the Compensation Period in the amount of \$81,780.83.
3. The WMLP Debtors are authorized to pay promptly to Jones Day the amount of fees and expenses approved by this Order, to the extent that such amounts have not previously been paid.
4. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

Signed: June 11, 2019



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE