

**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) |
| |) | |

**OMNIBUS ORDER AWARDING INTERIM ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the fee applications identified on **Schedule 1** attached hereto (the “Fee Applications”) seeking allowance of final compensation and reimbursement of expenses for professional services rendered and expenses incurred in the above-captioned chapter 11 cases during the period from October 9, 2018, through February 28, 2019 (the “Fee Period”); and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that venue of this proceeding and the Fee Applications in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the notice of the Fee Applications and opportunity for a hearing on the Fee Applications were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Fee Applications and having heard the statements in support of the relief requested therein at a hearing before this Court on June 5, 2019 (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Fee Applications and at the Hearing establish just cause for the relief granted herein;

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.

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. Compensation for professional services rendered and reimbursement for expenses incurred during the Fee Period is allowed on an interim basis to the extent set forth for each applicable professional in **Schedule 1** attached hereto.

2. The relief granted herein does not limit any professional's right to seek allowance of the fees and expenses set forth in the Fee Applications on a final basis.

3. The Debtors are authorized and directed to promptly pay all fees and expenses allowed pursuant to this Order.

4. The Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: _____, 2019
Houston, Texas

THE HONORABLE DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

| Name of Applicant | Nature of Representation | Fee Period | Total Fees Requested | Total Expenses Requested | Total Fees and Expenses Allowed |
|---|--|---|-----------------------------|---------------------------------|--|
| Kirkland & Ellis LLP and Kirkland & Ellis International LLP | Co-Counsel to the Debtors | October 9, 2018 - February 28, 2019 | \$6,025,913.50 | \$167,845.19 | \$6,193,758.69 |
| Jackson Walker LLP | Co-Counsel to Debtors | October 9, 2018 - February 28, 2019 | \$392,659.50 | \$77,878.90 | \$470,538.40 |
| Ernst & Young LLP | Independent Auditors to Debtors | October 9, 2018 - March 2, 2019 | \$946,161.00 | \$34,123.53 | \$980,284.53 |
| PricewaterhouseCoopers LLP | Consultants to the Debtors | October 9, 2018 - March 15, 2019 | \$3,049,930.70 | \$90,398.20 | \$3,140,328.90 |
| Drinker Biddle & Reath LLP | Special Labor and Employee Benefits Counsel | January 7, 2019 - March 2, 2019 | \$151,745.70 | \$6,362.46 | \$158,108.16 |
| Cole Schotz P.C. | Co-Counsel to the Official Committee of Unsecured Creditors | October 22, 2018 - February 28, 2019 (WLB Debtors) -and- January 1, 2019 - February 28, 2019 (WMLP Debtors) | \$434,522.54 | \$15,228.59 | \$449,751.13 |
| Berkeley Research Group, LLC | Financial Advisor to the Official Committee of Unsecured Creditors | October 22, 2018 - February 28, 2019 (WLB Debtors) -and- January 1, 2019 - February 28, 2019 (WMLP Debtors) | \$347,882.85 | \$230.75 | \$348,113.60 |
| Baker & Hostetler LLP | Ordinary Course Professional to the WLB Debtors | October 9, 2018 - March 2, 2019 | \$353,796.73 | \$5,808.72 | \$359,605.45 |

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|-------------------------------------|--|--|----------------------|--------------------------|---------------------------------|
| Jefferies LLC | Investment Banker to the Official Committee of Unsecured Creditors | October 22, 2018 - March 15, 2019 (WLB Debtors) -and- January 1, 2019 – March 15, 2019 (WMLP Debtors) | \$1,534,263.55 | \$61,694.36 | \$1,595,957.91 |
| Morrison & Foerster LLP | Counsel to the Official Committee of Unsecured Creditors | October 22, 2018 - February 28, 2019 (WLB Debtors) -and- January 1, 2019 - February 28, 2019 (WMLP Debtors) | \$3,169,603.75 | \$58,525.34 | \$3,228,129.09 |
| Alvarez & Marsal North America, LLC | Restructuring Advisor to the Debtors | January 1, 2019 - March 1, 2019 | \$2,994,287.50 | \$106,750.30 | \$3,101,037.80 |