



ENTERED
06/25/2019

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

In re: WESTMORELAND COAL COMPANY, <i>et al.</i> ¹ Debtors.	§ § § § § § §	Chapter 11 Case No. 18-35672 (DRJ) (Jointly Administered)
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STIPULATION AND AGREED ORDER RESOLVING DEBTORS’ THIRD AND SIXTEENTH OMNIBUS OBJECTION TO CLAIM NO. 188-1 FILED IN CASE NO. 18-35672 (DRC CLAIM NO. 431) FILED BY CROWELL & MORING LLP

The Reorganized WLB Debtors² and the WMLP Debtors³ (collectively, with the Reorganized WLB Debtors, the “Debtors”) in the above-captioned cases and Crowell & Moring LLP (“Creditor,” and together with the Reorganized Debtors, the “Parties”) hereby enter into this stipulation and order (this “Stipulation and Agreed Order”) as follows:

WHEREAS, on October 9, 2018 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”). These chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) [ECF No. 71];

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 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 “WLB Debtors” and “Reorganized WLB Debtors” after the effective date, means all Debtors except for Westmoreland Resources GP, LLC, Westmoreland Resource Partners, LP (“WMLP”), and WMLP’s subsidiaries (collectively with WMLP, the “WMLP Debtors”).

³ Specifically, the WMLP Debtors are: (a) WMLP; (b) Westmoreland Kemmerer, LLC; (c) Oxford Mining Company, LLC; (d) Harrison Resources, LLC; (e) Oxford Mining Company-Kentucky, LLC; (f) Daron Coal Company, LLC; (g) Oxford Conesville, LLC; and (h) Westmoreland Kemmerer Fee Coal Holdings, LLC.

WHEREAS, on October 18, 2018, the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to § 1102 of the Bankruptcy Code (the “Committee”) [ECF No. 206];

WHEREAS, the Bankruptcy Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409;

WHEREAS, on March 2, 2019, the Bankruptcy Court entered the *Order Confirming the Amended Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (the “Confirmation Order”) [ECF No. 1561] confirming WLB Debtors’ plan of reorganization (the “WLB Plan”);

WHEREAS, on March 15, 2019, the effective date of the WLB Plan occurred (the “Effective Date”) [ECF No. 1608];

WHEREAS, the Debtors filed the *Debtors’ Third Omnibus Objection to Certain Proofs of Claim (Incorrect Debtor Claims)* (the “Third Omnibus Objection”) [ECF No. 1786] whereby the Debtors objected to Claim No. 515-1 filed in Case No. 18-35672 (DRC Claim No. 1275) filed by Creditor (such claim, the “Claim”) and the *Debtors’ Sixteenth Omnibus Objection to Certain Proofs of Claim (Modified Claims)* (the “Sixteenth Omnibus Objection,” and, collectively with the Third Omnibus Objection, the “Objections”) [ECF No. 1830] ; and

WHEREAS, the Debtors and Creditor have agreed to resolve the Objections, as provided herein.

NOW, THEREFORE, in consideration of the foregoing recitals, which are incorporated into this Stipulation and Agreed Order, the Parties hereby stipulate and agree as follows:

1. The Debtors hereby withdraw the Third Omnibus Objection solely with respect to the Claim.

2. The Creditor agrees that the administrative portion of the Claim in the amount of \$8,047.50 has been satisfied by the Debtors as stated in the Sixteenth Omnibus Objection.

3. The Creditor's Claim is hereby allowed as a general unsecured claim in the amount of \$23,741.69 against Debtor Westmoreland Coal Company (Case No. 18-35672).

4. Because the Creditor's Claim supersedes Debtor San Juan Coal Company's Scheduled Claim (Scheduled Claim No. 50236) (the "Scheduled Claim"), the Parties agree that the Scheduled Claim is hereby disallowed and expunged.

5. The Clerk of the Court is authorized and directed to update the claims register maintained in these chapter 11 cases to reflect the relief granted in this Stipulation and Agreed Order.

6. Except as otherwise provided herein, nothing in this Stipulation and Agreed Order, nor any actions taken pursuant hereto, shall be deemed: (a) an admission as to the validity of any prepetition claim against any Debtor entity; (b) a waiver of any Party's right to dispute any prepetition claim 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 herein; (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 of the Debtors' rights under the Bankruptcy Code or any other applicable law.

7. Neither this Stipulation and Agreed Order, nor any actions taken pursuant hereto, shall constitute evidence admissible against the Parties in any action or proceeding other than one to enforce the terms of this Stipulation and Agreed Order.

8. The terms and conditions of this Stipulation and Agreed Order shall be immediately effective and enforceable upon entry by the Bankruptcy Court.

9. This Stipulation and Agreed Order is intended by the Parties to be binding upon their successors, agents, assigns, including bankruptcy trustees and estate representatives, and any parent, subsidiary, or affiliated entity of the Parties.

10. The undersigned hereby represent and warrant that they have full authority to execute this Stipulation and Agreed Order on behalf of the respective parties and that the respective parties have full knowledge of, and have consented to, this Stipulation and Agreed Order.

11. The Parties agree that each of them, through their respective counsel, has had a full opportunity to participate in the drafting of this Stipulation and Agreed Order and, accordingly, any claimed ambiguity shall be construed neither for nor against either of the Parties.

12. This Stipulation and Agreed Order constitutes the entire agreement between the Parties with respect to the subject matter hereof and supersedes all prior discussions, agreements, and understandings, both written and oral, among the Parties with respect thereto.

13. This Stipulation and Agreed Order shall not be modified, altered, amended or supplemented except by a writing executed by the Parties or their authorized representatives.

14. The Bankruptcy Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation and Agreed Order, and the Parties hereby consent to such jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation and Order.

IT IS SO ORDERED.

Signed: June 25, 2019.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

IN WITNESS WHEREOF, the Parties, by their authorized counsel, executed this Stipulation and Agreed Order as of the date written below.

Dated: June 25, 2019

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COUNSEL TO THE DEBTORS

Dated: June 25, 2019

CROWELL & MORING LLP

/s/ Randall L. Hagen

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United States Bankruptcy Court
Southern District of Texas

In re:
Westmoreland Coal Company
Westmoreland Texas Jewett Coal Company
Debtors

Case No. 18-35672-drj
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4

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Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jun 27, 2019.

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Mooney, Green, Saindon, Murphy & Welch, 1920 L Street, N.W., Suite 400,
Washington, DC 20036-5041
aty +E-mail/Text: sst@lawtoll.com Jun 25 2019 21:57:04 Sheldon S Toll,
Law Office of Sheldon S. Toll PLLC, 29580 Northwestern Hwy., Suite 1000,
Southfield, MI 48034-1031
cr E-mail/Text: houston_bankruptcy@LGBS.com Jun 25 2019 21:59:56 Harris County,
Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, PO Box 3064,
Houston, TX 77253-3064
cr +E-mail/Text: stephen@youtzvaldez.com Jun 25 2019 21:57:11
International Union of Operating Engineers, Local, c/o Youtz & Valdez PC,
900 Gold Avenue SW, Albuquerque, NM 87102-3043
cr +E-mail/Text: TRD-bankruptcyunit@state.nm.us Jun 25 2019 21:58:22
New Mexico Taxation and Revenue Department, P.O. Box 8575, Albuquerque, NM 87198-8575
cr E-mail/Text: pat@pmfpc.com Jun 25 2019 22:00:57 United Mine Workers of America,
c/o Patrick M. Flynn, P.C., 1225 North Loop W, STE 1000, Houston, TX 77008-1775
TOTAL: 6

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

aty The WMLP Debtors and the Conflicts Committee of th
aty Vedder Price P.C.
cr A. Harper
cr ACE American Insurance Company
cr ACE Insurance Company of Texas
cr ACE Property & Casualty Insurance Company
intp Andrew Skillin
intp Ankura Trust Company, LLC
intp Anthony Winder
intp Argonaut Insurance Company
cr Avista Corporation
cr B. Grannon
cr Benjamin J. Smith
cr Bob Post
intp Brett Grunig
intp Brian Nelson
cr Brian Post
intp CCU Coal and Construction LLC
intp CIBC Bank USA
intp Calder Lutz
cr Canadian Imperial Bank of Commerce
intp Charles M. Hunzie
cr Chevron Products Company, a division of Chevron U.
cr Christopher K Seglem
cr Chrystella Montoya
cr Chubb Insurance Company of Canada
cr City of Dover, Ohio
intp Clarson Moore
cr Claud E Onrada
intp Claudia Ourada
intp Clint Bowen
op Coal Act Retirees Committee
intp Connie Gunter
cr Conveyors & Equipment, Inc.
intp David Auilg
intp Dower Rolex
sp Drinker Biddle & Reath LLP
intp Eddie W Gomez
intp Emily Oddino
intp Epsilon Palomins
inre Ethel Nadine Mead, Trust
cr Evan Pargeon
cr Everly I Silva, Sr.
cr Federal Insurance Company
cr First Surety Corporation
cr Floyd Cozort
cr GT Nix Construction, Inc.
intp Gary Biebinger, Jr.
cr Genesis Alkali, LLC
intp Gilbert Remmal
cr Great Northern Insurance Company

District/off: 0541-4

User: VrianaPor
Form ID: pdf002Page 5 of 6
Total Noticed: 174

Date Rcvd: Jun 25, 2019

***** BYPASSED RECIPIENTS (continued) *****

intp Great Northern Properties L.P.
 cr HYG Financial Services, Inc. fka NMHG Financial Se
 cr Henry Moore
 intp Hopedale Mining LLC
 cr Illinois Union Insurance Company
 cr J. Carano
 cr J. Collins
 cr James Cardill, Birdstone Gap, VT
 intp James W Barker
 intp Jason B Chandler
 intp Jason K.
 intp John B. McKnight, IV
 intp John Beachler
 intp Johnny L. Cantor
 intp Joni Henderson
 cr K. Dixon
 intp Kathleen Plaistd
 intp Kevin L.
 intp Kilgore Company
 cr Kinder Morgan Utopia LLC
 cr L. Boone
 intp Larry Kennedy
 cr Lenders and Ad Hoc Noteholders
 intp Les Rex
 cr M. Baisden
 intp MKiall
 cr MLP Ad Hoc Group
 intp Mar-Bow Value Partners, LLC
 cr Marie Crum
 consult McKinsey Recovery & Transformation Services U.S.,
 intp Mickil Klinginbury
 cr Mine Safety and Health, US Department of Labor
 cr Montana Department of Natural Resources and Conser
 cr Montana Department of Revenue
 intp Moody's Investors Service, Inc.
 cr NRG Texas Power LLC
 intp Natural Resource Partners L.P.
 intp Navakai, Inc
 intp Neil L Argyle
 cr Nelson Brothers Mining Services, LLC
 cr Norman R. Mestos
 intp North Dakota Public Service Commissio
 cr Northwest Colstrip Owners (NWCO)
 intp Ohio Department of Natural Resources
 intp Ohio Environmental Protection Agency
 cr Ohio Machinery Co. ("Ohio Cat") and OMCO Leasing C
 cr Paul Buchanan
 cr Pension Benefit Guaranty Corporation
 cr Portland General Electric Company
 consult PricewaterhouseCoopers LLP
 cr Prudential Retirement Insurance and Annuity Company
 cr Puget Sound Energy, Inc.
 intp Robert Huff
 cr Robert McLaughlin
 cr Robert T Sanchez
 cr Rock Springs Royalty Company LLC
 cr Ronald Crum
 intp Samoa Hale Jordan
 cr San Juan County Museum Association
 intp State of Montana, Department of Revenue
 intp State of Ohio
 cr Stephanie Crum
 cr Talen Montana, LLC
 cr Tenaska Power Services Co.
 intp Thayne Christensen
 crcm The Official Committee of Unsecured Creditors
 cr The Sierra Club
 intp The WMLP Debtors, US
 cr Todd Manring
 intp Tom Price
 cr Travelers Casualty and Surety Company of America
 intp Tyler Hysell
 cr U.S. Bank National Association
 cr United States Department of Labor
 cr United States Department of the Interior
 cr United States Secretary of Labor
 cr United States of America
 intp Verdie Winder
 intp Virgil Kent Service

District/off: 0541-4

User: VrianaPor
Form ID: pdf002

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Total Noticed: 174

Date Rcvd: Jun 25, 2019

***** BYPASSED RECIPIENTS (continued) *****

intp WPP LLC
 cr Wagner Equipment Co.
 cr Westchester Fire Insurance Company
 cr Westchester Surplus Lines Insurance Company
 intp Western Organization of Resource Councils
 cr Wheeler Machinery Co.
 intp Whitney Garrett
 cr Wilmington Savings Fund Society, FSB
 intp Wyoming Office of State Lands and Investments
 intp* +G. R. Peart, P.O. Box 114, Randolph, UT 84064-0114

TOTALS: 139, * 1, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jun 27, 2019

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on June 25, 2019 at the address(es) listed below:
NONE.

TOTAL: 0