

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 JACKSON WALKER LLP’S MONTHLY FEE STATEMENT FOR
COMPENSATION OF SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS CO-COUNSEL TO THE WMLP DEBTORS FOR THE PERIOD FROM
MARCH 1, 2019 THROUGH MARCH 31, 2019**

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [ECF No. 495], each party receiving notice of the monthly fee statement will have until 4:00 p.m. (Prevailing Central Time), 21 days after service of the monthly fee statement to object to the requested fees and expenses. Upon the expiration of such 21-day period, the Debtors are authorized and directed to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

Pursuant to sections 327, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Fee Procedures Order”)

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.

[ECF No. 495], Jackson Walker LLP (“JW”), co-counsel to the WMLP Debtors,² hereby files its *Monthly Fee Statement of Jackson Walker LLP for Compensation of Services Rendered and Reimbursement of Expenses as Co-Counsel to the WMLP Debtors for the Period from March 1, 2019 through March 31, 2019* (“March Monthly Fee Statement”).

1. By this March Monthly Fee Statement and pursuant to the Interim Compensation Order, JW seeks interim payment of: (i) \$126,022.80 (80% of \$157,528.50) as compensation for professional services rendered to the Debtors during the period from March 1, 2019 through March 31, 2019 (the “Fee Period”); and (ii) \$449.70 for reimbursement of actual and necessary expenses, for a total of \$126,472.50 for the Fee Period. In support of the March Monthly Fee Statement, JW submits a Summary of Expenses for the Fee Period, attached hereto as **Exhibit A**, a Summary of Legal Fees by Category for the Fee Period, attached hereto as **Exhibit B**, and a Detailed Record of Fees and Expenses for the period from March 1, 2019 through March 31, 2019, attached hereto as **Exhibit C**.

2. Pursuant to the Fee Procedures Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall, within 21 days of service of the March Monthly Fee Statement, serve via email to the following Application Recipients (as defined in the Fee Procedures Order) a written notice setting forth the precise nature of the objection and the amount at issue:

- A. the Debtors, Westmoreland Coal Company, 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112, Attn: Jennifer Grafton (jgrafton@westmoreland.com);

² 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.

- B. counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Gregory F. Pesce (gregory.pesce@kirkland.com) and Timothy R. Bow (timothy.bow@kirkland.com);
- C. co-counsel for the Debtors, Jackson Walker L.L.P., 1401 McKinney Street, Suite 1900, Houston, Texas 77010, Attn: Matthew D. Cavanaugh (mcavanaugh@jw.com) and Jennifer F. Wertz (jwertz@jw.com);
- D. counsel to the ad hoc group of secured creditors of Westmoreland Coal Company, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Thomas Moers Mayer (tmayer@kramerlevin.com) and Stephen Zide (szide@kramerlevin.com);
- E. counsel to the ad hoc group of secured creditors of Westmoreland Resource Partners, LP, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn: David M. Hillman (david.hillman@srz.com) and Kristine G. Manoukian (kristine.manoukian@srz.com);
- F. counsel to the Conflicts Committee of the Board of Directors for Westmoreland Resource Partners GP, LLC, and conflicts counsel for the WMLP Debtors, Jones Day, 77 W. Wacker Drive, Chicago, Illinois 60601, Attn: Timothy Hoffmann (thoffmann@jonesday.com), Jones Day, 901 Lakeside Avenue, Cleveland, OH 44114, Attn: Heather Lennox (hlennox@jonesday.com);
- G. Office of the United States Trustee, 515 Rusk Street, Houston, Texas 77002 (hector.duran.jr.@usdoj.gov; stephen.statham@usdoj.gov); and
- H. counsel to the Official Committee of Unsecured Creditors, Cole Schotz P.C., 301 Commerce Street, Suite 1700, Fort Worth, Texas 76102, Michael D. Warner (mwarner@coleschotz.com) and Benjamin L Wallen (bwallen@coleschotz.com).

3. If an objection is timely served pursuant to the Fee Procedures Order, the Debtors shall be authorized to pay JW an amount equal to 80% of the fees and 100% of the expenses that are not subject to an objection. Any objection must set forth the precise nature of the objection and the amount at issue; it shall not be sufficient to simply object to all fees and expenses.

4. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. JW reserves the right to make further application to this Court for allowance of such fees and expenses not included herein.

Subsequent Monthly Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Interim Compensation Order.

Dated: July 17, 2019
Houston, TX

/s/ Jennifer F. Wertz

JACKSON WALKER LLP

Matthew D. Cavanaugh

State Bar No. 24062656

Jennifer F. Wertz

State Bar No. 24072822

1401 McKinney Street, Suite 1900

Houston, TX 77010

(713) 752-4200 – Telephone

(713) 752-4221 – Facsimile

Email: mcavanaugh@jw.com

Email: jwertz@jw.com

**COUNSEL TO THE DEBTORS AND
DEBTORS IN POSSESSION**

EXHIBIT A

SUMMARY OF EXPENSES FOR THE FEE PERIOD

EXPENSE	AMOUNT
Research Services	\$4.70
Westlaw Research	\$195.40
Transcripts	\$249.60
TOTAL	\$449.70

EXHIBIT B**SUMMARY OF LEGAL FEES AND EXPENSES
BY CATEGORY FOR THE FEE PERIOD**

	DESCRIPTION	FEES FOR	EXPENSES FOR FEE PERIOD	TOTAL
110	Case Administration	\$10,905.00		\$10,905.00
130	Asset Disposition	\$2,160.00		\$2,160.00
185	Assumption/Rejection of Leases and Contracts	\$1,757.00		\$1,757.00
240	Tax Issues	\$825.00		\$825.00
310	Claim Administration/ Objections	\$16,374.00		\$16,374.00
320	Plan and Disclosure Statement	\$125,507.50		\$125,507.50
	Expenses		\$449.70	\$449.70
	Totals	\$157,528.50		\$157,978.20

Legal Fees 03/01/2019 – 03/31/2019	\$157,528.50
20% Fee Holdback for Fee Period	\$31,505.70
80% of Fees Amount for Fee Period	\$126,022.80
Expenses for Fee Period	\$449.70
TOTAL REQUEST	<u>\$126,472.50</u>

EXHIBIT C**DETAILED RECORD OF FEES AND EXPENSES FOR
PERIOD FROM MARCH 1, 2019 THROUGH MARCH 31, 2019**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<u>Case Administration:</u>				
03/04/19	B. Ruzinsky	0.5	437.50	Meeting with Matt Cavanaugh, Liz Freeman, Jennifer Wertz and Kendra Gradney regarding case status and manner of proceeding.
03/08/19	M. Cavanaugh	4.0	2,700.00	Review WMLP chapter 11 case materials re upcoming priority items (1.5); prepare for and participate in telephone conference with Jones Day team re chapter 11 planning (1.5); telephone conference with JW team re coordination meeting agenda (1.0)
03/14/19	J. Wertz	0.1	56.50	Correspond with E. Freeman concerning approach to election of new CEO.
03/15/19	B. Ruzinsky	0.1	87.50	Correspond with Liz Freeman, Jennifer Wertz, and Heather Lennox regarding Office of Resignations.
03/20/19	J. Wertz	7.3	4,124.50	Review proposed 8-K for background information relative to selection of new acting CEO (.4); draft motion for authority to approve WMLP debtors' selection of new acting CEO (6.4); and draft proposed order granting same (.5).
03/21/19	B. Ruzinsky	0.1	87.50	Correspond with Jennifer Wertz regarding acting CEO Motion.
03/21/19	B. Ruzinsky	0.1	87.50	Correspond with Oliver Zeltner, Heather Lennox, and Jonathan Edel regarding same.
03/21/19	B. Ruzinsky	0.1	87.50	Review further revised CEO Motion.
03/21/19	B. Ruzinsky	0.1	87.50	Correspond with Jennifer Wertz regarding same.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/21/19	J. Wertz	1.4	791.00	Review revisions from acting CEO to draft WMLP motion to approve compensation to acting CEO and JD revisions to same; correspond with Jones Day concerning same; update draft to include additional compensation and more particularly describe compensation; revise to add background to footnote; correspond with Morrison Foerster and SRZ concerning draft.
03/22/19	B. Ruzinsky	0.1	87.50	Correspond with Oliver Zeltner and Gerry Tywoniuk regarding the Acting CEO Motion.
03/22/19	B. Ruzinsky	0.1	87.50	Correspond with Oliver Zeltner regarding his revisions to the Liquidating Trust Agreement.
03/25/19	J. Wertz	2.1	1,186.50	Complete draft of case closing motion and proposed final decree.
03/25/19	K. Gradney	0.5	92.50	Prepare application for final decree.
03/27/19	J. Wertz	1.0	565.00	Revise draft motion to approve CEO interim compensation based on comments from G. Tywoniuk (.2); review comments from SRZ (.2) and correspond with Jones Day concerning same (.2); correspond with G. Tywoniuk concerning same (.2); and confirm revisions made with SRZ prior to filing (.2).
03/27/19	J. Wertz	0.2	113.00	Telephone conference with O. Zeltner concerning approach to filing case closing motion (.1); and correspond with JW team concerning same (.1).
03/27/19	J. Wertz	0.1	56.50	Coordinate request for filing of affidavits of production by DRC.
03/28/19	J. Wertz	0.1	56.50	Correspond with A. Alonzo (court clerk) concerning filing of motion for CEO compensation.
03/29/19	J. Wertz	0.2	113.00	Review order entered on acting CEO compensation motion and Judge's interlineations on same (.1); and correspond with G. Tywoniuk and Jones Day with respect to same (.1).
Total Case Administration		18.2	\$ 10,905.00	

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<u>Asset Disposition:</u>				
03/23/19	M. Cavanaugh	3.2	2,160.00	Review / analyze application for preliminary injunction barring sale of WMLP mine (2.1); strategy call with advisor teams re same (1.1).
Total Asset Disposition		3.2	\$ 2,160.00	
<u>Assumption/Rejection of Leases and Contracts:</u>				
03/19/19	J. Wertz	0.2	113.00	Telephone conference with J. Edel concerning need to file motion to assume supplemental contracts related to Oxford sale.
03/20/19	J. Wertz	1.2	678.00	Review and provide comments to draft motion to assume supplemental agreements related to Oxford sale.
03/20/19	J. Wertz	0.5	282.50	Telephone conference with R. Esposito concerning contracts to be assumed to Liquidating Trust and notice of same (.2); email correspondence with DRC with respect to same (.3).
03/21/19	B. Ruzinsky	0.1	87.50	Correspond with Jennifer Wertz regarding the Motion to Assume.
03/21/19	J. Wertz	0.4	226.00	Correspond with J. Edel concerning status of motion to assume and approach to hearing with respect to same.
03/23/19	B. Ruzinsky	0.1	87.50	Review revised version of assumption/assignment Motion.
03/23/19	J. Wertz	0.5	282.50	Correspond with Jones Day concerning timing of filing of motion to assume (.1); review Jones Day revisions to same (.4).
Total Assumption/Rejection of Leases and Contracts		3.0	\$ 1,757.00	
<u>Tax Issues:</u>				
03/24/19	J. Ransom	0.4	330.00	Review tax aspects of revisions to Liquidating Trust Agreement.
03/24/19	J. Ransom	0.1	82.50	Follow-up with J. Wertz regarding tax aspects of revisions to Liquidating Trust Agreement.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/27/19	J. Ransom	0.4	330.00	Review Jones Day tax comments to Liquidating Trust Agreement.
03/27/19	J. Ransom	0.1	82.50	Correspond with J. Wertz regarding comments to Liquidating Trust Agreement.
Total Tax Issues		1.0	\$ 825.00	
<u>Claims Administration and Objections:</u>				
03/05/19	B. Ruzinsky	0.1	87.50	Correspondence regarding upcoming call with Alvarez regarding claim objections and more.
03/19/19	J. Wertz	0.5	282.50	Participate in conference call with Jones Day with respect to M&M claims and objection thereto.
03/19/19	V. Anaya	0.7	294.00	Call with co-counsel regarding claim objections (0.5); Coordinate claim objections internally (0.2).
03/21/19	V. Anaya	6.9	2,898.00	Continue drafting objection to GT Nix's claims.
03/22/19	J. Wertz	1.3	734.50	Review and revise draft objection to claim of GT Nix prepared by V. Anaya (1.1) and suggest further additional drafting necessary to V. Anaya (.2).
03/22/19	J. Wertz	1.9	1,073.50	Research Wyoming law with respect to priority of mechanics lien with respect to prior recorded mortgage.
03/22/19	V. Anaya	3.5	1,470.00	Continue drafting Objection to GT Nix's Claim.
03/23/19	J. Wertz	1.4	791.00	Draft introduction to objection to GT Nix claim (1.1); and revise draft by V. Anaya (.3)
03/23/19	V. Anaya	2.7	1,134.00	Review and revise objection to GT Nix's Claim No. 77-1 by incorporating lien priority argument.
03/24/19	J. Wertz	0.3	169.50	Plan for strategy for filing objections to GT Nix claim with JW team.
03/24/19	J. Wertz	0.5	282.50	Review claim filed by Kilgore and correspond with V. Anaya concerning preparation of claim objection for same.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/24/19	V. Anaya	2.7	1,134.00	Draft Objection to Claim No. 11-1 of Kilgore (1.2); Continue editing Objection to Claim No. 11-2 of Kilgore including argument section (1.5).
03/24/19	V. Anaya	2.6	1,092.00	Revise GT Nix Objection to five separate claim objections.
03/25/19	J. Wertz	2.9	1,638.50	Review and revise draft objections to claims of GT Nix prepared by V. Anaya., including to add introductory section and strengthen arguments.
03/25/19	V. Anaya	0.5	210.00	Prepare declarations in support of GT Nix Claims.
03/26/19	J. Wertz	0.4	226.00	Brief review of claim filed by alleged priority claimant (.2) and correspond with O. Zeltner concerning objection to same (.2).
03/26/19	V. Anaya	0.3	126.00	Revise Kilgore Objections for consistency with declarations in support of same.
03/26/19	V. Anaya	0.3	126.00	Revise Kilgore Objection for grammar.
03/28/19	J. Wertz	1.5	847.50	Review and analyze claim filed by Cozort for potential objection grounds (.9); compile background on objections to FLSA and class claims (.5); and correspond with V. Anaya concerning approach to objection (.1).
03/28/19	V. Anaya	2.1	882.00	Revise GT Nix Claim Objections to be asserted by appropriate Debtor entity.
03/28/19	V. Anaya	0.2	84.00	Coordinate drafting of new claim objection with J. Wertz.
03/29/19	J. Wertz	1.1	621.50	Update draft objection to Kilgore claim to include argument that claim should be deemed filed only against Westmoreland Coal Company.
03/29/19	J. Wertz	0.3	169.50	Correspond with O. Zeltner with respect to suggested strategy relating to objection to GT Nix claims.
Total Claims Administration and Objections		34.7	\$ 16,374.00	

Plan and Disclosure Statement (including Business Plan):

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/04/19	B. Ruzinsky	0.6	525.00	Review Sherwin Alumina filings regarding conditional approval of Disclosure Statement for purposes of Westmoreland case.
03/04/19	E. Freeman	3.4	2,431.00	Conference call to discuss transition matters (.5); review the WMLP documents (2); work on conditional approval issues (.9);
03/05/19	B. Ruzinsky	2.8	2,450.00	Review draft Disclosure and Plan.
03/05/19	E. Freeman	1.2	858.00	Review the disclosure statement draft (1.2).
03/05/19	J. Wertz	3.9	2,203.50	Review and analyze draft proposed joint WMLP plan.
03/05/19	J. Wertz	5.1	2,881.50	Draft motion to establish solicitation procedures and for conditional approval of disclosure statement for WMLP debtors.
03/05/19	J. Wertz	2.9	1,638.50	Begin draft of proposed order granting motion for conditional approval of disclosure statement, and exhibits for notices for various holders of claim with respect to respective voting rights.
03/05/19	K. Gradney	2.7	499.50	Draft framework for disclosure statement and solicitation procedures motion with order granting same.
03/06/19	B. Ruzinsky	1.2	1,050.00	Complete review/revision to draft Disclosure Statement.
03/06/19	B. Ruzinsky	1.8	1,575.00	Review draft Motion and Order for combined Disclosure Statement/Plan Confirmation hearing, and procedures for Plan Solicitation and voting.
03/06/19	B. Ruzinsky	0.9	787.50	Review portions of draft Plan.
03/06/19	B. Ruzinsky	0.5	437.50	Telephone conference with Jennifer Wertz regarding draft Plan, Disclosure Statement, and Motion and Order on Plan Confirmation procedures, including solicitation and voting.
03/06/19	B. Ruzinsky	0.1	87.50	Correspond with Kirkland & Ellis and Jones Day attorneys regarding call tomorrow regarding Plan Solicitation, voting, and logistical issues.
03/06/19	B. Ruzinsky	0.5	437.50	Review Kirkland & Ellis revisions to draft Plan.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/06/19	J. Wertz	2.4	1,356.00	Complete initial draft of conditional disclosure statement and solicitation procedures order.
03/06/19	J. Wertz	1.0	565.00	Participate in telephone conference with B. Ruzinsky concerning draft solicitation procedures motion (.5) and revise same (.5).
03/07/19	B. Ruzinsky	0.5	437.50	Telephone conference with Liz Freeman, Jennifer Wertz and representatives from Jones Day, Kirkland & Ellis, and Donlin regarding manner of proceeding regarding conditional approval of Disclosure Statement and the Plan Confirmation process.
03/07/19	B. Ruzinsky	0.1	87.50	Correspond with Matt Cavanaugh, Liz Freeman and Jennifer Wertz regarding same.
03/07/19	B. Ruzinsky	0.2	175.00	Correspond with Oliver Zeltner regarding Liquidating Trust Agreement.
03/07/19	B. Ruzinsky	0.1	87.50	Correspond with Jennifer Wertz, Matt Cavanaugh, and John Ransom regarding same.
03/07/19	B. Ruzinsky	0.1	87.50	Correspond with Jung Song regarding plan solicitation and voting materials coordination.
03/07/19	E. Freeman	2.2	1,573.00	Conference call regarding plan and solicitation (.5); Conference call regarding procedures (.2); confer with the court (.1); review and comment on the motion for conditional approval and solicitation procedures (1.4).
03/07/19	J. Wertz	0.9	508.50	Review comments by E. Freeman and incorporate same to draft solicitation motion.
03/07/19	J. Wertz	0.6	339.00	Prepare for and participate in call with Jones Day, KE, and DRC concerning planning for plan and disclosure filing and flow of same, including planned service of solicitation materials.
03/07/19	J. Wertz	1.9	1,073.50	Begin review of disclosure statement.
03/07/19	J. Wertz	0.6	339.00	Review KE comments to Jones Day draft of proposed WMLB plan.
03/08/19	B. Ruzinsky	0.1	87.50	Correspond with Liz Freeman regarding revised draft Order Conditionally Approving Disclosure Statement.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/08/19	B. Ruzinsky	0.1	87.50	Correspond with Jennifer Wertz regarding same.
03/08/19	B. Ruzinsky	0.1	87.50	Correspond with Heather Lennox regarding Plan Confirmation hearing scheduling and filing Plan and Disclosure Statement by 3/13/19.
03/08/19	E. Freeman	1.6	1,144.00	Review and comment on the order for conditional approval of the disclosure statement (.7); Work on plan matters (.9).
03/08/19	J. Wertz	1.4	791.00	Review E. Freeman revisions to form of proposed solicitation order (.6); review motion for consistency with same (.7); and circulate drafts to KE JD, and DRC for comments (.1).
03/09/19	B. Ruzinsky	1.0	875.00	Review revised version of Plan sent by Jones Day.
03/09/19	B. Ruzinsky	0.3	262.50	Correspond with Jennifer Wertz and Liz Freeman regarding same.
03/09/19	B. Ruzinsky	0.4	350.00	Review revised Motion for Conditional Approval of Disclosure Statement and Solicitation Procedures.
03/09/19	B. Ruzinsky	0.3	262.50	Correspond with Jennifer Wertz and Liz Freeman regarding same.
03/09/19	B. Ruzinsky	0.3	262.50	Review draft Order on Conditional Disclosure Statement Approval and Solicitation Procedures.
03/09/19	B. Ruzinsky	0.5	437.50	Review revised Disclosure Statement sent by Jones Day.
03/09/19	E. Freeman	1.5	1,072.50	Review and comment on the motion for conditional approval of the disclosure statement (.4); review the proposed disclosure statement (1.1).
03/09/19	J. Wertz	4.9	2,768.50	Significant revisions to draft conditional approval/solicitation procedures motion and proposed order granting same.
03/09/19	J. Wertz	0.9	508.50	Review redline reflecting recent updates to draft plan and provide comments to same.
03/10/19	B. Ruzinsky	0.3	262.50	Correspond with Jennifer Wertz regarding solicitation/conditional approval Motion.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/10/19	B. Ruzinsky	0.2	175.00	Correspond with Jennifer Wertz, Liz Freeman, Oliver Zeltner and Jung Song regarding same.
03/10/19	B. Ruzinsky	0.2	175.00	Correspond with Jennifer Wertz, Oliver Zeltner, and Jung Song regarding the draft Plan.
03/10/19	B. Ruzinsky	0.3	262.50	Correspond with Kendra Gradney regarding the revised the Plan Solicitation and Voting Procedures Motion and Order.
03/10/19	M. Cavanaugh	3.4	2,295.00	Review and revise WMLP plan and related documents.
03/10/19	E. Freeman	1.4	1,001.00	Review the plan and disclosure statement changes (1.1); confer regarding changes (.3).
03/10/19	J. Wertz	1.6	904.00	Begin draft of Liquidating Trust Agreement.
03/10/19	J. Wertz	0.4	226.00	Draft correspondence to Jones Day team concerning review of updated version of plan, with particular respect to Fifth Circuit issue.
03/10/19	J. Wertz	2.2	1,243.00	Incorporate next round of revisions to draft solicitation procedures motion and proposed order (1.6); respond to questions with respect to same from Jones Day team (.5); and correspond with Jones Day with respect to same (.1).
03/10/19	J. Wertz	0.3	169.50	Correspond with DRC concerning questions with respect to current proposal for disclosure statement and order.
03/10/19	K. Gradney	0.6	111.00	Incorporate edits received from Donlin Recano into order approving disclosure statement.
03/11/19	B. Ruzinsky	0.2	175.00	Telephone conference with Jennifer Wertz, Liz Freeman, and Donlin representatives regarding voting solicitation related matters.
03/11/19	B. Ruzinsky	0.2	175.00	Correspond with Jennifer Wertz, Oliver Zeltner, and Jung Song regarding draft Solicitation papers, cure notices, and publication notice.
03/11/19	E. Freeman	3.4	2,431.00	Conference call regarding solicitation (.3); work on publication notice issues (1.2); work on disclosure issues (1.2); Confer regarding the final decree (.2); work on claims issues (.5).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/11/19	J. Wertz	1.1	621.50	Review of Jones Day comments to current draft of solicitation motion and proposed order and begin incorporating same.
03/11/19	J. Wertz	0.7	395.50	Prepare for and participate in planning call with Donlin Recano concerning solicitation motion and order.
03/11/19	J. Wertz	0.4	226.00	Review comments from DRC on current draft proposed form of order to begin incorporating them.
03/11/19	J. Wertz	0.1	56.50	Correspond with O. Zeltner concerning circulation of next draft of solicitation and order.
03/11/19	J. Wertz	0.8	452.00	Correspond with Jones Day team concerning publication notice (.1) and coordinate same with E. Freeman (.2); review WLB plan for approach to notice to mimic here (.5).
03/11/19	J. Wertz	0.3	169.50	Correspond with Jones Day team with respect to compilation of cure amounts for contractual counterparties.
03/11/19	V. Anaya	3.7	1,554.00	Review solicitation procedures and incorporate provisions regarding notice of Combined Hearing Notice (1.2); Review and revise Solicitation Motion (2.5).
03/11/19	K. Gradney	1.2	222.00	Revise motion and order for approval of disclosure statement including review of the exhibits regarding dates and deadlines.
03/12/19	B. Ruzinsky	0.1	87.50	Correspond with other counsel regarding hands on call tomorrow regarding the draft Plan.
03/12/19	B. Ruzinsky	0.2	175.00	Correspond with Matt cavenaugh, Liz Freeman, and Jennifer Wertz regarding timing issues regarding Plan, Disclosure Statement and Solicitation.
03/12/19	B. Ruzinsky	0.1	87.50	Correspond with Jung Song, Oliver Zeltner, and Heather Lennox regarding Plan Solicitation.
03/12/19	B. Ruzinsky	1.0	875.00	Review revised draft of Plan.
03/12/19	B. Ruzinsky	0.2	175.00	Review latest version of solicitation procedures/Disclosrue Statement Approval Motion.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/12/19	B. Ruzinsky	0.8	700.00	Review revised Disclosure Statement.
03/12/19	M. Cavanaugh	4.0	2,700.00	Review WCC/WMLP chapter 11 case materials re upcoming priority items (1.5); prepare for and participate in telephone conference with K&E and JD teams re chapter 11 planning (1.5); telephone conference with JW team re coordination meeting agenda (1.0)
03/12/19	E. Freeman	1.3	929.50	Review the revised plan and disclosure statement (.9); confer regarding voting issues (.4).
03/12/19	J. Wertz	1.1	621.50	Review and analyze lender revisions to WMLP draft plan.
03/12/19	V. Anaya	0.5	210.00	Continue drafting and revising Solicitation Motion.
03/13/19	B. Ruzinsky	0.1	87.50	Correspond with counsel regarding call today to discuss revised Plan.
03/13/19	B. Ruzinsky	1.3	1,137.50	Participate in call with Jones Day, Kirkland and Ellis & Cramer Levin regarding the revised Plan.
03/13/19	B. Ruzinsky	0.1	87.50	Correspond with Matt Cavanaugh, Oliver Zeltner, Heather Lennox, and John Burlacu regarding Plan Solicitation and voting coordination.
03/13/19	B. Ruzinsky	0.1	87.50	Correspond with Matt Cavanaugh, Liz Freeman, Jennifer Wertz, Todd Goren, Heather Lennox, and Kristine Manoukin regarding Plan Confirmation process and scheduling and filing deadlines.
03/13/19	B. Ruzinsky	0.3	262.50	Review latest revised version of Ch. 11 Plan.
03/13/19	M. Cavanaugh	3.7	2,497.50	Prepare for and attend strategy conference call with WMLP advisor teams regarding plan and deal documents.
03/13/19	E. Freeman	2.6	1,859.00	Plan conference call (2.2); work on the solicitation motion (.4).
03/13/19	V. Anaya	1.8	756.00	Continue revising Solicitation Motion and working through publication issues.
03/13/19	K. Gradney	0.8	148.00	Further revisions to the order approving the disclosure statement and exhibits thereto.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/14/19	B. Ruzinsky	1.1	962.50	Review revised Disclosure Statement prepared by Jones Day.
03/14/19	B. Ruzinsky	0.3	262.50	Correspond with Donlin, Jones Day, Alvarez, and Vienna Anaya regarding the Solicitation documents.
03/14/19	B. Ruzinsky	0.2	175.00	Correspond with Jennifer Wertz regarding same.
03/14/19	B. Ruzinsky	0.3	262.50	Correspond with Matt Cavanaugh, Jennifer Wertz, Jones Day, Shulte Roth, and Kirkland regarding the draft Plan.
03/14/19	B. Ruzinsky	0.5	437.50	Review revised Plan prepared by Jones Day.
03/14/19	M. Cavanaugh	3.5	2,362.50	Review and analyze WMLP chapter 11 case and deal materials (1.5); telephone conference with advisor teams re planning steps (1.0); prepare for and participate in telephone conference with JW team re next steps (1.0)
03/14/19	E. Freeman	3.0	2,145.00	Conference with G. Pesce (.3); review the plan and disclosure statement drafts (.9); work on solicitation issues (1.8).
03/14/19	J. Wertz	3.5	1,977.50	Incorporate necessary revisions to plan solicitation motion and proposed order (1.4); draft opt out notice (1.2); and update draft motion and order for new dates given new confirmation hearing setting (.9)
03/14/19	J. Wertz	0.7	395.50	Work on draft of liquidation trust agreement (.6) and correspond with V. Anaya concerning next steps with respect to same (.1).
03/14/19	J. Wertz	0.2	113.00	Correspond with WRC concerning form of notices for contractual counterparties.
03/14/19	J. Wertz	0.9	508.50	Review and respond to comments from L. Kweskin to draft solicitation motion and order.
03/14/19	J. Wertz	0.3	169.50	Review quotes from publications for publication of notice (.2) and correspond with V. Anaya concerning same (.1).
03/14/19	V. Anaya	3.1	1,302.00	Continue drafting and revising Solicitation Motion and exhibits.
03/15/19	B. Ruzinsky	0.6	525.00	Review revised Ch. 11 Plan from Schulte Roth.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/15/19	B. Ruzinsky	0.2	175.00	Correspond with Jennifer Wertz regarding my revisions to her comments to Schulte Roth comments to the Solicitation Procedures and Disclosure Statement Motion
03/15/19	B. Ruzinsky	0.2	175.00	Correspond with Donlin, Jones Day, Schulte Roth, Liz Freeman, Vienna Anaya, and Jennifer Wertz regarding same.
03/15/19	B. Ruzinsky	1.8	1,575.00	Participate in call with Jones Day, Schulte Roth, Morrison Forester, and Matt Cavanaugh regarding the Chapter 11 Plan as revised by Jones Day and Schulte Roth.
03/15/19	B. Ruzinsky	1.0	875.00	Correspond with Jones Day, Shulte Roth, Morrison Forester, and Kirkland & Ellis regarding revisions to the Plan and Plan related questions and issues.
03/15/19	M. Cavanaugh	3.9	2,632.50	Prepare for and attend WMLP plan discussion with MLP and MLP Lender advisor teams (2.0); strategy conference with JW Team re same (1.9).
03/15/19	E. Freeman	6.9	4,933.50	Conference call regarding plan issues (1.8); review the plan and disclosure statement (1.4); finalize and file the plan supplement (.2); confer regarding post-closing issues (.2); confer with V. Anaya regarding noticing issues (.3); Finalize matter related to the solicitation motion (1); exchange correspondence regarding plan issues (1.6); finalize and file the plan supplements (.4).
03/15/19	J. Wertz	2.3	1,299.50	Review and revise draft solicitation motion and proposed order for updated version of plan circulated by Jones Day and prior to filing same.
03/15/19	J. Wertz	0.9	508.50	Review updated version of plan circulated by Jones Day.
03/15/19	J. Wertz	0.6	339.00	Review updated version of disclosure statement circulated by Jones Day.
03/15/19	J. Wertz	0.3	169.50	Update opt out form to include case style and definitions of WMLP Debtors.
03/15/19	J. Wertz	0.9	508.50	Review and revise publication notice drafted by V. Anaya and prepared by Donlin Recano.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/15/19	J. Wertz	0.5	282.50	Review requested insertion to Combined Hearing Notice by Schulte (.4) and incorporate same into draft (.1).
03/15/19	J. Wertz	0.1	56.50	Correspond with M. Cavanaugh concerning publication notice invoice.
03/15/19	J. Wertz	0.2	113.00	Correspond with V. Anaya concerning 7-day deadline for cure objections.
03/15/19	V. Anaya	2.5	1,050.00	Continue reviewing and revising Solicitation Procedures Motion.
03/15/19	V. Anaya	3.0	1,260.00	Continue finalizing Plan, Disclosure Statement, and Solicitation Motion.
03/16/19	J. Wertz	0.2	113.00	Draft email correspondence to A. Alonzo to apprise court of filing of emergency motion to approve solicitation procedures.
03/16/19	J. Wertz	0.6	339.00	Review and comment on solicitation rubric created by Donlin Recano to align same with proposed solicitation procedures.
03/16/19	J. Wertz	7.1	4,011.50	Continue to prepare liquidating trust agreement, focusing on powers and limitations of trustee, in accordance with plan.
03/17/19	B. Ruzinsky	0.1	87.50	Correspondence regarding finalizing and filing Disclosure Statement and call Monday to discuss coordinating regarding the Plan and claim reconciliation process.
03/17/19	B. Ruzinsky	0.1	87.50	Correspond with Jennifer Wertz regarding professional fee escrow.
03/17/19	J. Wertz	2.9	1,638.50	Update draft amended disclosure statement to reflect amendment and correct filing date (.4); review amended disclosure statement prior to filing same (1.1); update proposed conditional approval order (.2); update exhibits to proposed conditional approval order (.6); correspond with Jones Day concerning approach to filing amended version in Southern District of Texas (.4); and correspondence with A&M with respect to status of contractual counterparty information for contracts to be assumed and cure amounts (.2)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/17/19	J. Wertz	0.3	169.50	Correspond with team concerning approach to professional fee escrow agreement under the plan.
03/18/19	B. Ruzinsky	0.4	350.00	Conference call with Jones Day, Liz Freeman, and Jennifer Wertz, regarding Plan exhibits and confirmation tasks.
03/18/19	B. Ruzinsky	0.2	175.00	Correspond with Oliver Zeltner, Jennifer Wertz, and Liz Freeman regarding process reports for Plan, Disclosure Statement, and Solicitation matters.
03/18/19	M. Cavanaugh	3.5	2,362.50	Review and analyze WMLP chapter 11 case and deal materials (1.5); telephone conference with advisor teams re planning steps (1.0); prepare for and participate in telephone conference with JW team re next steps (1.0)
03/18/19	E. Freeman	1.9	1,358.50	Review and forward the order for conditional approval of the disclosure statement (.2); work on publication and solicitation matters (.6); work on the pending matters chart (.3); Confer with the US Trustee regarding voting procedures (.2); exchange e-mails with J. Edlemen regarding lease issues (.2); address final decree issues (.4).
03/18/19	J. Wertz	0.6	339.00	Prepare for and participate in telephonic conference with Jones Day team concerning next steps in solicitation process.
03/18/19	J. Wertz	0.3	169.50	Telephone conference with A&M concerning publication notice. (.2) and correspond with team concerning same (.1).
03/18/19	J. Wertz	0.4	226.00	Correspond with R. Esposito concerning next steps in solicitation motion (.2) and telephone conference with R. Esposito concerning contractual counterparties and retained causes of action (.2).
03/18/19	J. Wertz	0.2	113.00	Coordinate updating of exhibits and forms of notice to disclosure statement order for circulation and service by DRC>
03/18/19	J. Wertz	0.1	56.50	Participate in telephone conference with H. Duran (UST) concerning service of opt out form on non voting classes.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/18/19	J. Wertz	0.4	226.00	Coordinate service of opt-out form with DRC.
03/18/19	J. Wertz	1.7	960.50	Revise draft liquidating trust agreement.
03/18/19	J. Wertz	0.9	508.50	Begin draft of proposed confirmation order.
03/18/19	V. Anaya	2.1	882.00	Finalize publication notice (0.4); Coordinate solicitation issues with claims agent (1.6); Provide Claims Agent with Order entered by Court Partially Approving Disclosure Statement (0.1).
03/18/19	V. Anaya	2.2	924.00	Review liquidation trust agreement.
03/18/19	K. Gradney	0.5	92.50	Prepare initial draft of confirmation order.
03/19/19	B. Ruzinsky	0.1	87.50	Correspond with Oliver Zeltner and Jennifer Wertz regarding Liquidating Trust Agreement.
03/19/19	B. Ruzinsky	0.1	87.50	Correspond with Oliver Zeltner and Jennifer Wertz regarding claim objections.
03/19/19	B. Ruzinsky	0.1	87.50	Correspond with Lucy Kweski and Oliver Zeltner regarding Plan supplement documents.
03/19/19	B. Ruzinsky	0.1	87.50	Correspond with Jonathan Edel and Jennifer Wertz regarding Solicitation Procedures Order.
03/19/19	B. Ruzinsky	0.1	87.50	Correspond with Rob Esposito, Calvin Dickson and Jennifer Wertz regarding status of list of claimant parties for contracts being rejected, assumed, or assigned, including Oxford contracts.
03/19/19	M. Cavanaugh	5.3	3,577.50	Telephone conference with JW team, plan revision process (.5); telephone conference with JW team re plan implementation strategy (.5); review, analyze WMLP deal materials (3.5); prepare for and attend telephone conference with advisor teams re sale hearing (.8).
03/19/19	E. Freeman	2.4	1,716.00	Work on the solicitation and publication (1.6); conference regarding executive retention (.2); review the liquidating trust agreement (.6).
03/19/19	J. Wertz	1.9	1,073.50	Review draft liquidating trust agreement prior to circulating same.
03/19/19	V. Anaya	0.9	378.00	Coordinate outstanding solicitation issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/19/19	K. Gradney	0.5	92.50	Review WIP report regarding case status and upcoming deadlines pertaining to solicitation and confirmation.
03/19/19	K. Gradney	0.4	74.00	Revise liquidating trust agreement.
03/19/19	K. Gradney	1.1	203.50	Prepare confirmation brief.
03/20/19	B. Ruzinsky	0.1	87.50	Correspond with Jennifer Wertz, Calvin Dickson, and Rob Esposito regarding executory contracts and the Liquidating Trust.
03/20/19	B. Ruzinsky	0.1	87.50	Review draft Motion to Assume and Assign certain agreements related to the Oxford assets.
03/20/19	B. Ruzinsky	0.1	87.50	Review draft Motion for Authority to Select Acting CEO.
03/20/19	E. Freeman	2.7	1,930.50	Work on voting matters (.8); conference call regarding plan issues (.6); confer regarding closing matters (.5); confer with G. Pesce and H. Lennox regarding a status conference (.2); review and finalize the status conference notice (.1); review and comment on the draft motion to assume (.5).
03/21/19	M. Cavanaugh	3.1	2,092.50	Prepare for and participate in telephone conference with Jones Day team re case status and next steps (1.1); correspond with JW team re same (.3); prepare for and attend status conference regarding sale (1.7)
03/21/19	E. Freeman	0.8	572.00	Review the emergency motion (.6); Conference with G. Pesce regarding the emergency motion (.2).
03/21/19	J. Wertz	0.2	113.00	Correspondence with J. Burlacu concerning success of publication notices by deadline.
03/22/19	M. Cavanaugh	3.1	2,092.50	Review, analyze issues re plan drafts, next steps (1.2); correspond with Jones Day team re same (1.8); correspond with advisor teams re plan document distribution (.1).
03/23/19	J. Ransom	0.7	577.50	Review and consider tax aspects for form of Liquidating Trust.
03/23/19	J. Ransom	0.1	82.50	Correspond with J. Wertz regarding tax aspects for form of Liquidating Trust.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/23/19	J. Wertz	1.2	678.00	Revise draft liquidating trust agreement to better incorporate concept of only holders of certain claims being beneficiaries of trust (1.1); and correspond with J. Ransom concerning same (.1).
03/24/19	B. Ruzinsky	0.1	87.50	Review latest revisions to draft Liquidating Trust Agreement.
03/24/19	J. Wertz	0.2	113.00	Correspond with J. Ransom concerning revisions to liquidating trust agreement (.1); and correspond with Jones Day team concerning same (.1).
03/26/19	B. Ruzinsky	0.1	87.50	Review latest draft of Liquidating Trust Agreement.
03/26/19	B. Ruzinsky	0.1	87.50	Review updated Plan work in process report.
03/26/19	J. Wertz	0.7	395.50	Review Jones Day revisions to liquidation trust agreement (.5); correspond with O. Zeltner concerning same (.1); and correspond with J. Ransom concerning revisions to tax provisions (.1).
03/26/19	J. Wertz	0.4	226.00	Participate in conference call with O. Zeltner concerning solicitation process and tasks related thereto.
03/27/19	J. Wertz	0.6	339.00	Review and draft responses to questions by G. Tywoniuk concerning draft liquidation trust agreement (.5); and correspond with Jones Day concerning same (.1).
03/27/19	V. Anaya	0.4	168.00	Finalize publication notice outstanding issues.
03/28/19	B. Ruzinsky	0.1	87.50	Correspond with J. Wertz, O. Zeltner, C Laduzinski, and G. Tywoniuk regarding the draft Liquidating Trust Agreement.
03/28/19	B. Ruzinsky	0.1	87.50	Review latest draft of Liquidation Trust Agreement.
03/28/19	J. Wertz	1.3	734.50	Correspond with G. Tywoniuk concerning revisions to draft liquidation trust agreement (.4); and update draft accordingly (.8); and correspond with Jones Day team concerning same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
03/29/19	J. Wertz	0.2	113.00	Correspond with R. Esposito concerning causes of action to be included in retained causes of action.
03/29/19	J. Wertz	0.6	339.00	Correspond with E. Tuggle concerning acquiring EIN and timing related to same (.2); correspond with G. Tywoniuk concerning same (.2); correspond with O. Zeltner concerning status of review of draft liquidation trust agreement (.2).
03/29/19	J. Wertz	1.4	791.00	Continue drafting proposed confirmation order.
03/31/19	J. Wertz	4.9	2,768.50	Draft proposed confirmation order.
03/31/19	J. Wertz	0.2	113.00	Correspond with O. Zeltner concerning status of review of liquidation trust agreement
Total Plan and Disclosure Statement (including Business Plan)		201.5	\$ 125,507.50	