

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

In re:	§ § Case No. 18-35672 (DRJ)
WESTMORELAND COAL COMPANY, <i>et</i> <i>al.</i> , ¹	§ § Chapter 11
Debtors.	§ § (Jointly Administered)

**COVER SHEET FOR FIRST AND FINAL FEE APPLICATION (WMLP DEBTORS)
OF DRINKER BIDDLE & REATH LLP AS SPECIAL LABOR AND EMPLOYEE
BENEFITS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD OF JANUARY 7, 2019 THROUGH JUNE 21, 2019**

Final Fee Application	
Name of Applicant:	DRINKER BIDDLE & REATH LLP
Applicant's professional role in case:	Special Labor and Employee Benefits Counsel to the Debtors and Debtors in Possession
Period for which compensation and reimbursement is sought:	January 7, 2019 through June 21, 2019
Time periods covered by any prior applications:	N/A
Total compensation sought this period:	\$17,367.25
Total expenses sought this period:	\$0.00

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.

Total professional fees requested in this application:	\$6,920.00
Total actual professional hours covered by this application:	10.90
Average hourly rate for professionals:	\$634.86
Total paraprofessional fees requested in this application:	\$10,447.25
Total actual paraprofessional hours covered by this application:	26.50
Average hourly rate for paraprofessionals:	\$394.24
Petition Date:	October 9, 2018 [Docket No. 1]
Retention Date:	January 7, 2019
Date of order approving employment:	February 20, 2019 [Docket No. 1421]
Total compensation approved by interim order to date:	N/A
Amount of retainer received in case:	\$0
Total expenses approved by interim order to date:	N/A
Total allowed compensation paid to date:	\$0
Total allowed expenses paid to date:	\$0
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$5,769.36
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$0

Number of professionals and paraprofessionals included in this application:	4
Number of professionals and paraprofessionals billing fewer than 15 hours to the case during this period:	3
Are any rates higher than those approved or disclosed at retention?	No
If a plan has been proposed, total to be paid to unsecured creditors under the plan:	Unknown at this time
If a plan has been proposed, percentage dividend to unsecured creditors under the plan:	Unknown at this time
If a plan has been proposed, total to be paid to all pre-petition creditors under the plan:	Unknown at this time
Date of confirmation hearing:	June 5, 2019
Indicate whether plan has been confirmed:	Yes for WMLP Debtors [Docket 1967]

<i>Question</i>	<i>Answer</i>
<i>Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.</i>	The hourly rates for this engagement are consistent with the rates that Drinker Biddle charges other comparable chapter 11 clients, and the rate structure provided by Drinker Biddle is appropriate and is not significantly different ² from (i) the rates that Drinker Biddle charges in other non-bankruptcy representations or (ii) the rates of other comparably skilled professionals for similar engagements.
<i>If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?</i>	Not applicable.
<i>Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?</i>	No.
<i>Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.</i>	No.
<i>Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.</i>	No.

² Gregory J. Ossi became a partner of Drinker Biddle on or about January 7, 2019. Prior to his employment at Drinker Biddle, Mr. Ossi represented the Debtors as their special labor and employee benefit counsel in his former role as partner of the law firm Venable LLP (“Venable”). Mr. Ossi withdrew from the partnership at Venable on or about January 4, 2019. In an effort to ensure that its retention would not result in additional costs to the Debtors’ estates beyond what the Debtors would have incurred had Mr. Ossi not left his previous employment, Drinker Biddle agreed to discount Mr. Ossi’s standard hourly rate from \$725 per hour to \$720 per hour in connection with these chapter 11 cases.

<p><i>If the fee application includes any rate increases since retention:</i></p> <p><i>i. Did your client review and approve those rate increases in advance?</i></p> <p><i>ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458.</i></p>	<p>Not applicable.</p>
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**FIRST AND FINAL FEE APPLICATION (WMLP DEBTORS)
OF DRINKER BIDDLE & REATH LLP
AS SPECIAL LABOR AND EMPLOYEE BENEFITS COUNSEL TO
THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD OF
JANUARY 7, 2019 THROUGH JUNE 21, 2019**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEYS.

Drinker Biddle & Reath LLP (“DBR”), special labor and employee benefits counsel to the above-captioned debtors and debtors in possession (the “Debtors”), files this First and Final

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.

Fee Application with respect to fees and expenses allocable to the WMLP Debtors² for the period from January 7, 2019 through June 21, 2019 (the “Application”) and states the following in support thereof:

JURISDICTION AND BACKGROUND

1. This Court has jurisdiction over this matter under 28 U.S.C. § 1334. This is a core proceeding under 28 U.S.C. § 157(b) and venue is proper in this Court under 28 U.S.C. §§ 1408 and 1409.

2. On October 9, 2018 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. During the course of these jointly-administered cases, the WMLP Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made.

3. On October 18, 2018, the United States Trustee for Region 7, including the Southern District of Texas (the “US Trustee”), appointed a committee of unsecured creditors (the “Committee”) in these chapter 11 cases [Docket No. 206].

4. On June 5, 2019, the Court entered its *Order Approving Disclosure Statement and Confirming Amended Joint Plan of Liquidation for the WMLP Debtors, as Modified* (the “WMLP Debtors Plan”) [Docket No. 1967].

5. The effective date of the WMLP Debtors Plan occurred on June 21, 2019 (the “Effective Date”). See *Notice of (I) Entry of Order Confirming the Amended Joint Plan of*

² The “WMLP Debtors” consist of the following entities: Westmoreland Resources GP, LLC, Westmoreland Resource Partners, LP, Westmoreland Kemmerer, LLC, Westmoreland Kemmerer Fee Coal Holdings, LLC, Oxford Mining Company, LLC, Harrison Resources, LLC, Oxford Mining Company-Kentucky, LLC, Daron Coal Company, LLC and Oxford Conesville, LLC.

Liquidation of the WMLP Debtors and (II) Occurrence of the Plan Effective Date [Docket No. 2068].

RETENTION OF DRINKER BIDDLE & REATH LLP

6. On February 20, 2019, the Court entered an *Order Authorizing Retention and Employment of Drinker Biddle & Reath LLP as Special Labor and Employee Benefits Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to January 7, 2019* [Docket No. 1421]. The Court previously entered an *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Procedures Order”) [Docket No. 495], which: (i) authorizes professionals, including DBR, to submit monthly fee statements to certain notice parties identified therein, (ii) authorizes the Debtors to pay eighty percent (80%) of the fees and one hundred percent (100%) of the monthly expenses requested after a twenty-one (21) day objection period in accordance with the Interim Procedures Order, and (iii) directs the Debtors to pay all unpaid requested fees, including the twenty percent (20%) holdback, after notice and a hearing (if necessary) for an interim or final fee application.

RELIEF REQUESTED

7. By this Application, DBR seeks entry of an order, in the form attached hereto as Exhibit A, pursuant to section 330 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2016, authorizing final allowance of \$17,367.25 in total fees for services rendered in connection with DBR’s representation of the WMLP Debtors as special labor and employee benefits counsel from January 7, 2019 through and including June 21, 2019 (the “Application Period”).

PRIOR INTERIM REQUESTS AND AWARDS

8. No previous request for interim allowance of compensation for professional services rendered to or expenses incurred on behalf of the WMLP Debtors has been made by DBR to the Court.

MONTHLY FEE STATEMENTS

9. The Interim Procedures Order provides, among other things, that case professionals may serve monthly statements of services rendered and expenses incurred (“Monthly Fee Statements”) on the Debtors, counsel for the Debtors, counsel for the Committee, the U.S. Trustee, counsel for the ad hoc group of secured creditors of Westmoreland Coal Company, counsel for the ad hoc group of secured creditors of Westmoreland Resource Partners, LP and counsel for the Conflicts Committee of the Board of Directors for Westmoreland Resource Partners GP, LLC and conflicts counsel for the WMLP Debtors. Upon passage of the objection period, if no objections were received, the Debtors are authorized to pay such case professionals 80% of the fees and 100% of the expenses requested.

10. In compliance with the Interim Procedures Order, DBR submitted three (3) Monthly Fee Statements relating to the Application Period. Payment on account of these Monthly Fee Statements was requested as follows:

- a. Pursuant to the Monthly Fee Statement for the period January 7, 2019 through January 31, 2019 (the “January Fee Statement”), DBR requested \$5,115.24, which is 80% of the fees requested for services rendered (i.e., \$6,394.05) incurred during the period with no expenses incurred during the period.³

³ After having filed the January Fee Statement, DBR discovered that it inadvertently had charged Mr. Ossi’s standard hourly rate of \$725 per hour in the January Fee Statement. On April 15, 2019 filed a corrected January Fee Statement (the “Amended Fee Statement”) reflecting the discounted rate of \$720 per hour. Because none of Mr. Ossi’s time reflected in the January Fee Statement was attributable to the WMLP Debtors, DBR’s payment request attributable to the WMLP Debtors in the Amended Fee Statement is identical to its payment request attributable to the WMLP Debtors in the January Fee Statement.

- b. Pursuant to the Monthly Fee Statement for the period February 1, 2019 through February 28, 2019 (the “February Fee Statement”), DBR requested \$654.12, which is 80% of the fees requested for services rendered (i.e., \$817.65) incurred during the period with no expenses incurred during the period.
- c. Pursuant to the Monthly Fee Statement for the period March 1, 2019 through March 31, 2019 (the “March Fee Statement”), DBR requested \$1,825.32, which is 80% of the fees requested for services rendered (i.e., \$2,281.65) incurred during the period with no expenses incurred during the period.

11. In both the Monthly Fee Statements and this Application, DBR allocated shared fees and expenses between the WLB Debtors and the WMLP Debtors as required by the Interim Procedures Order and the *Order Authorizing and Approving Intercompany Settlement Term Sheet* [ECF No. 1548] (the “Intercompany Settlement Order”). Pursuant to the WLB Debtors Plan, on April 15, 2019, DBR filed the *First and Final Fee Application (WLB Debtors) of Drinker Biddle & Reath LLP as Special Labor and Employee Benefits Counsel to the Debtors and Debtors in Possession for the Period January 7, 2019 Through March 2, 2019* [ECF No. 1733] seeking final approval of fees totaling \$151,745.70 and expenses totaling \$6,362.46 by the WLB Debtors. On June 6, 2019, the Court entered an order granting DBR’s First and Final Fee Application with respect to the WLB Debtors [ECF No. 1976].

FINAL FEE APPLICATION

12. Throughout these cases, the Debtors and their professionals, including DBR, worked to maximize the value of recoveries for Holders of Allowed Claims and to provide for the distribution of all property of the WMLP Debtors’ Estates that is or becomes available for distribution in accordance with the priorities established by the Bankruptcy Code. The Debtors’ successful prosecution of their motion seeking authority to reject certain collective bargaining agreements (“CBAs”) (including the CBA with the UMWA for the Debtors’ Kemmerer mine) and to modify the Debtors’ retiree benefits obligations with respect to certain retired employees

at the Kemmerer mine owned by the WMLP Debtors (and their spouses and dependents) is attributable in no small part to the significant expertise and experience that DBR and its partner Gregory J. Ossi provided to the Debtors. Accordingly, DBR respectfully submits that the compensation and expense reimbursement sought herein for the necessary and beneficial services DBR provided to the Debtors during the Application Period is reasonable and appropriate under the facts and circumstances of these cases and should be allowed on a final basis.

13. DBR is a full-service law firm, which maintains offices for the practice of law at 1717 Main Street, Suite 5400, Dallas, Texas, and in twelve other offices in the U.S. and the U.K. DBR possesses extensive expertise and knowledge in chapter 11 restructuring, as well as bankruptcy litigation, commercial transactions, banking, real estate, intellectual property and other complementary areas of law. DBR's extensive experience in labor and employee benefits matters allowed it to advise the Debtors so as to most effectively achieve the modification of retiree benefits obligations and the reduction of the Debtors' legacy labor liabilities, which have been crucial for the WMLP Debtors' successful chapter 11 liquidation.

14. DBR maintains detailed daily time records in the ordinary course of its business. These time records are prepared contemporaneously with the rendition of services to the client. These time records describe the person performing the services, the date the person performs the services, a detailed description of the services and the length of time the person spent delivering the services. These time records are kept in increments of tenths of an hour. The names, positions, and hourly rates of each professional and paraprofessional who billed the time in connection with DBR's engagement by the Debtors is attached hereto as Exhibit B.

15. During the Application Period, DBR expended an aggregate total of 37.40 hours for professional and paraprofessional services rendered on behalf of the Debtors. DBR's services during the Application Period have been actual, reasonable, and necessary. Reasonable compensation for its services based on the time, nature, extent, and value of services amounts to fees of \$17,367.25. A summary of the total fees organized by project category is attached hereto as Exhibit C. Detailed time records for the Application Period are attached hereto as Exhibit D.

16. DBR has incurred no expenses during the Application Period in connection with the services it rendered to the WMLP Debtors.

17. As noted above, DBR has submitted three monthly fee statements for the fees and expenses incurred in the months of January, February and March 2019, in accordance with the Interim Procedures Order. As further noted, (i) the January Fee Statement incorrectly reflects Mr. Ossi's standard hourly rate of \$725 per hour, and not the discounted rate of \$720 per hour that DBR agreed to charge the Debtors for Mr. Ossi's time in connection with these cases, and (ii) DBR filed the Amended Fee Statement reflecting the correct discounted hourly rate.⁴ A summary of the Amended Fee Statement, the February and March Fee Statements, plus invoices for fees and expenses from April 1, 2019 through the Effective Date, is set forth in Exhibit E.

18. DBR's standard rates are consistent with fees charged by DBR's peers in similar cases. Further, all professional services for which an allowance is requested were reasonable and necessary for services rendered on behalf of the Debtors in these cases. The rates charged by DBR for services rendered by its attorneys are the same as the rates charged on similar matters, without considering the size and degree of responsibility, difficulty, complexity, and results achieved.

⁴ Also as noted, because none of Mr. Ossi's time reflected in the January Fee Statement was attributable to the WMLP Debtors, DBR's payment request attributable to the WMLP Debtors in the Amended Fee Statement is identical to its payment request attributable to the WMLP Debtors in the January Fee Statement.

SUMMARY OF SERVICES

19. During the Application Period, DBR performed work primarily in 2 different areas: employment/fee applications and labor and employee benefits matters. The professional hours and rates per task for those categories in the application period are summarized below:

B160 – Fee/Employment Applications. This category includes all matters relating to the retention of DBR as special labor and employee benefits counsel for the Debtors and the preparation and submission of DBR’s monthly and final fee applications. DBR billed 37.40 hours to this task code for a total amount billed of \$17,367.25.

B736 – Employee Benefits/Pension. This project category includes time spent by DBR attorneys advising and assisting the Debtors in connection with various issues relating to employee benefit- and pension-related matters. Among other things, DBR reviewed and analyzed employee benefit issues in connection with the sale of the Debtors’ mining assets, including the successful sale by credit bid of the Kemmerer mine, and contingency planning for a potential mine workers’ strike. DBR advised the Debtors with respect to and assisted in the negotiation of the rejection of collective bargaining agreements. DBR’s Mr. Ossi also provided testimony at the trial on the Debtors’ 1113/1114 motion to reject certain collective bargaining agreements and modify retiree benefits. DBR also advised the Debtors with respect to their obligations under the Coal Industry Retiree Health Benefit Act of 1992. DBR advised and assisted the Debtors in connection with preparing certain required reports and disclosures and in communicating with third parties regarding employee benefit and pension-related matters. DBR attorneys also prepared materials for discovery production, prepared necessary papers and other filings, assisted in drafting new labor agreements, and communicated and negotiated with various non-debtor third parties in connection with various employee benefit- and pension-

related matters. While DBR provided these services to the WMLP Debtors during the Application Period, under the Intercompany Settlement Order none of DBR's fees and expenses for such services were allocated to the WMLP Debtors.

BASIS FOR RELIEF

20. Section 330 of the Bankruptcy Code provides that the Court may award a professional employed under section 327 "reasonable compensation for actual, necessary services" and "reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also outlines specific criteria that the Court shall consider in determining the amount of reasonable compensation, including:

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, or a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

21. Bankruptcy courts have relied upon various factors to consider in awarding compensation in a bankruptcy case. *See, e.g., Johnson v. Georgia Highway Express, Inc.*, 874 F.2d 714 (5th Cir. 1974) (the "Johnson Factors"). DBR's fees and expenses, as requested in this Application, are reasonable and satisfy the Johnson Factors, as set forth below:

- (A) Time and Labor Required. The time spent in assisting, representing and advising the Debtors with respect to labor and employee benefits matters in these chapter

11 cases covering the Application Period totals 246.80.⁵ The number of hours spent in these cases was reasonable given the size and complexity of these cases, including the complexity of the labor and employee benefits-related issues. The detail of the specific time entries described in Exhibit D reflects the reasonableness of the compensation requested, as all of the services identified were necessary to an adequate and effective representation of the Debtors with respect to labor and employee benefits matters in these cases.

- (B) Novelty and Difficulty of Questions Presented by the Case. DBR devoted a substantial amount of time and resources to representing the Debtors in complex labor and employee benefits restructuring transactions, which presented difficult and challenging legal issues in the bankruptcy and non-bankruptcy context. More detailed descriptions of the labor and employee benefits restructuring issues presented by these chapter 11 cases are provided in the specific time entries attached as Exhibit D hereto.
- (C) Skill Requisite to Perform the Legal Services Properly. DBR's attorneys possess the knowledge and skills necessary to efficiently and effectively provide legal services relating to labor and employee benefits to the Debtors, which require considerable knowledge of both bankruptcy and labor/employee benefits law. DBR attorney Gregory J. Ossi also had extensive experience as counsel for the Debtors on labor and employee benefits matters prior to the filing of these Bankruptcy Cases.
- (D) Preclusion of Other Employment. Because of the time commitment involved in these cases and deadlines imposed on DBR, DBR's ability to take on certain other engagements was limited to some degree.
- (E) Customary Fees for Similar Work in the Community. DBR's fees for services rendered by lawyers, paralegals and other professionals are customary and usual in the legal community in which DBR practices. The hourly rates set forth in Exhibit B are those customarily charged by DBR for similar legal services.
- (F) Contingent Nature of Fees. DBR charges an hourly billing rate for its attorneys and paraprofessionals.
- (G) Amount Involved and Results Obtained. DBR achieved valuable results for the Debtors during these chapter 11 cases. DBR assisted the Debtors' efforts in achieving significant reductions in the Debtors' legacy labor liabilities. The fees requested by DBR are reasonable given the size and complexity of these chapter 11 cases and the results obtained. The dates that DBR performed these services for the Debtors during these chapter 11 cases, the individuals performing such services, a description of the services and the time expended are all detailed in the invoices attached as Exhibit D hereto. DBR believes that such information, as

⁵ As noted above, while DBR provided labor and employee benefits matter services to the WMLP Debtors during the Application Period, under the Intercompany Settlement Order none of DBR's fees and expenses relating to labor and employee benefits matters for the Application Period were allocated to the WMLP Debtors

well as the narrative provided herein with regard to each category of service, establishes that its requested compensation is reasonable.

- (H) Time Limitations Imposed by the Circumstances. Throughout these chapter 11 cases, DBR has assisted the Debtors in achieving their goal of an expeditious emergence from chapter 11 while maximizing recoveries to all holders of allowed claims and distributing all property of the WMLP Debtors' estates that becomes available for distribution after the successful sale of the WMLP Debtors' assets and implementation of the WMLP Debtors' plan of liquidation. Significantly, DBR has helped the Debtors to meet their chapter 11 goals by working to modify the Debtors' legacy labor liabilities. The WMLP Debtors' plan of liquidation became effective less than nine (9) months after filing these cases. During that time, DBR assisted the Debtors in successfully seeking court authorization to reject certain CBAs at mines owned by the WMLP Debtors and to modify retiree benefits for certain retirees at mines owned by the WMLP Debtors.
- (I) Experience, Reputation, and Ability of Attorneys and Legal Assistants. DBR is reputable, possesses ability adequate to perform the tasks outlined in this Application, and has worked on numerous bankruptcies similar in size to this case. The attorneys who provided the bulk of the services in these cases during the Application Period reflected herein possess specialized skills in bankruptcy, labor and employee benefits, as well as particularly the intersection of those two areas of law, to merit the award of the requested fees. Moreover, Mr. Ossi's considerable knowledge of and experience with the Debtors' labor and employee benefits legal issues prepetition allowed the Debtors' labor and employee benefits restructuring efforts to proceed expeditiously and without undue delay during the Application Period.
- (J) Undesirability of the Case. DBR does not consider these chapter 11 cases to be an undesirable representation.
- (K) Nature and Length of the Professional Relationship with the Client. At various times since 2007, DBR's Mr. Ossi has represented the Debtors on a variety of labor and employee benefits and legislative matters. Mr. Ossi's lengthy history as counsel to the Debtors prepetition meant that DBR was in a position to respond quickly and with crucial knowledge and insight to the Debtors' labor and employee benefits issues in these Bankruptcy Cases.
- (L) Awards in Similar Cases. The compensation requested by DBR is commensurate with fees requested and awarded by this Court and other bankruptcy courts in similar bankruptcy cases.

22. The services provided by DBR for which compensation is sought in this Application were necessary for, beneficial to, and in the best interests of the Debtors. The

services rendered by DBR were performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved.

23. There is no agreement as to the sharing of any compensation to be paid to DBR other than sharing among the partners of DBR. Compensation previously paid to DBR, if any, has not been shared with any person, other than the partners of DBR.

24. The fees and expenses requested in this Application are in substantial compliance with the requirements of the applicable local rules, the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, the Bankruptcy Code, and the Federal Rules of Bankruptcy Procedure.

[Remainder of page intentionally left blank.]

CONCLUSION

WHEREFORE, DBR respectfully requests that the Court (i) allow to DBR the sum of \$17,367.25 as compensation for necessary professional services rendered and the sum of \$0.00 as reimbursement of actual and necessary costs and expenses, for a total of \$17,367.25, during the Application Period, (ii) authorize and direct the Debtors to pay DBR all unpaid amounts for the Application Period; and (iii) grant such other and further relief as it may deem just and proper.

Dated: July 18, 2019
Dallas, Texas

DRINKER BIDDLE & REATH LLP

By: /s/ Vincent P. Slusher
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Possession*