

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
APRIL 1, 2019 THROUGH APRIL 30, 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 April 1, 2019 through April 30, 2019* (“April Monthly Fee Statement”).

1. By this April Monthly Fee Statement and pursuant to the Interim Compensation Order, JW seeks interim payment of: (i) \$17,016.40 (80% of \$21,270.50) as compensation for professional services rendered to the Debtors during the period from April 1, 2019 through April 30, 2019 (the “Fee Period”); and (ii) \$103.29 for reimbursement of actual and necessary expenses, for a total of \$17,119.69 for the Fee Period. In support of the April 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 April 1, 2019 through April 30, 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 April 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 April 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 21, 2019
Houston, TX

/s/ Jennifer F. Wertz

JACKSON WALKER LLP

Matthew D. Cavanaugh

State Bar No. 24062656

Jennifer F. Wertz

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

EXHIBIT A

SUMMARY OF EXPENSES FOR THE FEE PERIOD

EXPENSE	AMOUNT
Research Services	\$4.20
Westlaw Research	\$99.09
TOTAL	\$103.29

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	\$1,070.50		\$1,070.50
130	Asset Disposition	\$214.50		\$214.50
185	Assumption/Rejection of Leases and Contracts	\$875.00		\$875.00
310	Claim Administration/ Objections	\$8,236.50		\$8,236.50
320	Plan and Disclosure Statement	\$10,874.00		\$10,874.00
	Expenses		\$103.29	\$103.29
	Totals	\$21,270.50		<u>\$21,373.79</u>

Legal Fees 04/01/2019 – 04/30/2019	\$21,270.50
20% Fee Holdback for Fee Period	\$4,254.10
80% of Fees Amount for Fee Period	\$17,016.40
Expenses for Fee Period	\$103.29
TOTAL REQUEST	<u>\$17,119.69</u>

EXHIBIT C**DETAILED RECORD OF FEES AND EXPENSES FOR
PERIOD FROM APRIL 1, 2019 THROUGH APRIL 30, 2019**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<u>Case Administration:</u>				
04/04/19	V. Anaya	0.3	126.00	Call with creditor regarding distributions under WMLP plan.
04/08/19	E. Freeman	0.3	214.50	Work on the notice of reset of confirmation.
04/11/19	E. Freeman	0.6	429.00	Confer with G. Pesce regarding outstanding issues (.2); confer with the court regarding scheduling (.1); prepare and circulate and notice of reset (.3).
04/12/19	E. Freeman	0.2	143.00	Revise and circulate a notice of reset of confirmation.
04/12/19	V. Anaya	0.2	84.00	Finalize and file witness and exhibit list for April 16, 2019 hearing.
04/15/19	K. Gradney	0.4	74.00	Draft notice of adjournment of April hearing (.2); review docket sheet for previously filed notice (.1); email correspondence with J Wertz regarding same (.1)
Total Case Administration		2.0	\$ 1,070.50	
<u>Asset Disposition:</u>				
04/04/19	E. Freeman	0.3	214.50	Review the Kemmerer proposal.
Total Asset Disposition		0.3	\$ 214.50	
<u>Assumption/Rejection of Leases and Contracts:</u>				
04/09/19	J. Wertz	0.2	113.00	Correspond with R. Esposito to confirm no other contract or lease should be assumed.
04/29/19	J. Wertz	0.2	113.00	Correspond with J. Edel concerning approach to requesting rejection nunc pro tunc.
04/30/19	J. Wertz	1.0	565.00	Correspond with J. Edel concerning nunc pro tunc rejection precedence (.5); review draft motion to reject prior to filing same (.5).
04/30/19	V. Anaya	0.2	84.00	Finalize and file rejection motion.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
Total Assumption/Rejection of Leases and Contracts		1.6	\$ 875.00	
<u>Claims Administration and Objections:</u>				
04/02/19	V. Anaya	2.4	1,008.00	Continue drafting and revising GT Nix objections (1.8); Emails to C. Koeing regarding same (0.6).
04/02/19	V. Anaya	1.3	546.00	Continue review of Cozort Claim to determine objection.
04/03/19	V. Anaya	1.5	630.00	Review authorities regarding FLSA issues in preparation for claim objection.
04/04/19	J. Wertz	0.3	169.50	Review high level claims analysis from R. Esposito and question with respect to strategy related to satisfied WMLP claims.
04/05/19	J. Wertz	0.2	113.00	Correspond with A. Alonzo concerning omnibus hearing dates to plan omnibus objection cadence for WMLP.
04/08/19	J. Wertz	0.5	282.50	Correspond with J. Edel concerning typical local approach to stipulations and forms of agreed orders.
04/09/19	J. Wertz	0.6	339.00	Review form of stipulation from J. Edel and provide comments to same.
04/09/19	J. Wertz	0.2	113.00	Correspond with R. Esposito with respect to inclusion of GT Nix and Kilgore objections on omnibus claim objection.
04/09/19	J. Wertz	0.2	113.00	Correspond with R. Esposito concerning claim for lien based on attorneys' fees.
04/16/19	V. Anaya	1.2	504.00	Review class certification issues in preparation for claim objection (0.5); Revise GT Nix claim objection (0.2); Review outstanding claim objection issues (0.5).
04/17/19	J. Wertz	0.2	113.00	Correspond with R. Esposito concerning omnibus hearing dates for claim objection.
04/18/19	J. Wertz	0.3	169.50	Review summary of Ohio CAT and Wheeler admin claims from J. Edel (.1); and correspond with J. Edel concerning local practice approach to same (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
04/22/19	K. Gradney	0.2	37.00	Draft first, second, third, fourth, fifth, sixth, seventh, and eight omnibus objection to claims with regard to the WMLP Debtors, including Esposito Declaration and proposed order granting same.
04/23/19	V. Anaya	0.6	252.00	Review first through eighth omnibus objections with regard to the WMLP Debtors.
04/24/19	J. Wertz	0.3	169.50	Review first, second, third, fourth, fifth, sixth, seventh, and eighth omnibus objections with regard to the WMLP Debtors, including declarations in support thereof, and proposed orders granting same; and revise same.
04/24/19	K. Gradney	0.1	18.50	Draft Notices of Omnibus Claim Objections for the First through Ninth Omnibus Objections to Certain Proofs of Claim with regard to the WMLP Debtors.
04/25/19	J. Wertz	0.2	113.00	Draft correspondence to WMLP lender counsel with respect to claim objections planned to be filed.
04/25/19	V. Anaya	0.8	336.00	Continue revising objection to GT Nix claims (0.5); Continue revising objection to Kilgore claim (0.3).
04/25/19	V. Anaya	0.6	252.00	Review first through thirteenth omnibus objections with regard to the WMLP Debtors; (.3); draft fourteenth omnibus objection with regard to the WMLP Debtors (.3).
04/26/19	J. Wertz	0.7	395.50	Discuss revisions to objection to GT Nix claim with V. Anaya and R. Esposito to finalize same.
04/26/19	J. Wertz	0.5	282.50	Final revisions to draft objection to Kilgore claim.
04/26/19	V. Anaya	0.2	84.00	Revise Kilgore Objection to include evidentiary support.
04/26/19	V. Anaya	0.7	294.00	Determine appropriate objections for GT Nix Claim and Kilgore Claim.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
04/26/19	K. Gradney	0.4	74.00	Prepare one through fourteen omnibus claims objections with regard to the WMLP Debtors, including declaration in support and schedules of subject claims.
04/29/19	J. Wertz	0.6	339.00	Review and revise response to administrative motion filed by Ohio CAT, drafted by V. Anaya.
04/29/19	V. Anaya	1.5	630.00	Draft limited response and reservation of rights to Wheeler administrative claim (0.7); Draft same for Ohio CAT administrative claim (0.8).
04/30/19	J. Wertz	1.0	565.00	Correspond with G. Pesce concerning administrative requests and proposed stipulations with respect to Ohio Machinery and Wheeler Machinery (.5); review and revise draft proposed responses with respect to same (.5).
04/30/19	V. Anaya	0.7	294.00	Determine applicable debtors related to administrative claims filed (0.3); Exchange emails with co-counsel regarding issues with same (0.2); Exchange emails with purchasers of assets regarding same (0.2).
Total Claims Administration and Objections		18.0	\$ 8,236.50	

Plan and Disclosure Statement (including Business Plan):

04/01/19	J. Wertz	1.8	1,017.00	Review schedule of retained causes of action from A&M (.5); correspond with A&M concerning same and need for description of same for Fifth Circuit law requirements (.3); draft schedule of retained causes of action (.6); and review A&M updated spreadsheet for incorporation of information about causes of action (.4).
04/01/19	J. Wertz	0.1	56.50	Correspond with J. Edel concerning status of motion to assume filing.
04/02/19	J. Wertz	0.2	113.00	Correspond with H. Lennox concerning G. Tywoniuk availability with respect to hearing.
04/02/19	J. Wertz	0.3	169.50	Review comments to draft objections to GT Nix claim from Jones Day (.2); and correspond with V. Anaya to incorporate same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
04/02/19	J. Wertz	0.2	113.00	Correspond with R. Esposito concerning retention language related to counterclaims.
04/05/19	J. Wertz	0.4	226.00	Prepare for and participate in telephone conference with A&M concerning launch of claim objection process.
04/08/19	B. Ruzinsky	0.1	87.50	Review updated version of WIP report relative to confirmation.
04/09/19	E. Freeman	0.5	357.50	Conference call and follow-up regarding plan confirmation issues.
04/09/19	J. Wertz	0.6	339.00	Prepare for and participate in work in process call with Jones Day team to plan for confirmation.
04/09/19	J. Wertz	0.2	113.00	Correspond with R. Esposito concerning status of opening of trust accounts for WMLP plan.
04/10/19	J. Wertz	0.2	113.00	Correspond with R. Esposito to confirm no other assumed contracts to be assigned to trust (.1); and correspond with O. Zeltner concerning same (.1).
04/10/19	J. Wertz	1.8	1,017.00	Draft beginning section of findings of fact of confirmation order.
04/11/19	J. Wertz	0.4	226.00	Telephone discussion with O. Zeltner concerning status of proceeding toward 4/24 confirmation hearing date (.2); email correspondence with respect to same (.1); and confer with M. Cavanaugh concerning related strategy (.1).
04/15/19	J. Wertz	0.8	452.00	Review and update notice of adjournment (.3); correspond with O. Zeltner concerning notice of reset to be filed in adversary proceeding (.2); and review draft of same by K. Gradney (.3)
04/15/19	J. Wertz	5.1	2,881.50	Continue to draft brief in support of confirmation.
04/18/19	B. Ruzinsky	0.1	87.50	Review updated version of WMLP Plan WIP report.
04/18/19	J. Wertz	0.8	452.00	Participate in work in progress conference call with respect to outstanding confirmation issues (.5); correspond with J. Edel concerning assumption of leases (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
04/24/19	V. Anaya	2.2	924.00	Begin reviewing and revising confirmation order.
04/25/19	B. Ruzinsky	0.2	175.00	Participate in conference call with Oliver, Johnny, Matt, Liz, and Jennifer, regarding Ch. 11 Plan status and claim objections.
04/25/19	J. Wertz	0.2	113.00	Participate in planning call with Jones Day for status of plan.
04/25/19	J. Wertz	0.2	113.00	Circulate current draft liquidation trust agreement and retained causes of action schedule for comment from lender group.
04/25/19	V. Anaya	1.8	756.00	Begin drafting confirmation order.
04/28/19	J. Wertz	0.1	56.50	Correspond with O. Zeltner concerning need to request reset of confirmation hearing date and related dates.
04/29/19	E. Freeman	1.0	715.00	Work on a wind down plan
04/30/19	B. Ruzinsky	0.1	87.50	Emails from Oliver Zeltner, Lorenzo Marinuzzi, Jennifer Wertz, and Todd Goren regarding Plan Confirmation hearing scheduling.
04/30/19	J. Wertz	0.2	113.00	Correspond with O. Zeltner concerning status of request of reset for confirmation date.
Total Plan and Disclosure Statement (including Business Plan)		19.6	\$ 10,874.00	