

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE 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 FEE APPLICATION

TO: (I) THE OFFICE OF THE U.S. TRUSTEE; (II) THE DEBTORS; (III) COUNSEL TO THE DEBTORS

PLEASE TAKE NOTICE that Morrison & Foerster LLP (the “Applicant”) has filed its *Ninth Monthly Fee Application of Morrison & Foerster LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from June 1, 2019 through June 21, 2019* (the “Application”) with the Court. The Application seeks allowance of fees in the amount of \$77,749.25, less a twenty percent (20%) holdback in the amount of \$15,549.85 for a total fee request of \$62,199.40, plus reimbursement of expenses in the amount of \$4,270.83.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **August 12, 2019 at 4:00 p.m. (CT)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the Southern District of Texas, United States Courthouse, 515 Rusk Avenue, Houston, TX 77002. You must also serve any such objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, Westmoreland Coal Company, 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112, Attn: Jennifer Grafton (jgrafton@westmoreland.com); (ii) 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); (iii) co-counsel for the Debtors, Jackson Walker LLP, 1401 McKinney Street, Suite 1900, Houston, Texas 77010 Attn: Patricia B. Tomasco (ptomasco@jw.com), Matthew D. Cavanaugh (mcavanaugh@jw.com) and Jennifer F. Wertz (jwertz@jw.com); (iv) counsel to the ad hoc group of secured creditors of Westmoreland Coal Company, Kramer Levin Naftalis & Frankel LLP,

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. As used herein, “WMLP Debtors” refers to 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.

1177 Avenue of the Americas, New York, New York 10036, Attn.: Thomas Moers Mayer (tmayer@kramerlevin.com) and Stephen Zide (szide@kramerlevin.com); (v) 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); (vi) 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 Dr., Chicago, Illinois 60601, Attn.: Timothy Hoffmann (thoffmann@jonesday.com), Jones Day, 901 Lakeside Ave, Cleveland, OH 44114 Attn.: Heather Lennox (hlennox@jonesday.com); (vii) counsel to any statutory committee appointed in these cases; and (viii) the Office of the United States Trustee, 515 Rusk Street Houston, Texas 77002.

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS [DOCKET NO. 495], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE FEES AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION, WITHOUT FURTHER ORDER OF THE COURT.

PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURES AND CANNOT BE CONSENSUALLY RESOLVED WILL A HEARING BE HELD ON THE APPLICATION.

Dated: July 22, 2019

/s/ Michael D. Warner

Michael D. Warner, Esq. (TX Bar No. 00792304)

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Lorenzo Marinuzzi, Esq. (Admitted *Pro Hac Vice*)

Todd Goren, Esq. (Admitted *Pro Hac Vice*)

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Counsel to the Official Committee of Unsecured Creditors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE 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)

**NINTH MONTHLY FEE APPLICATION OF MORRISON & FOERSTER LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FROM JUNE 1, 2019 THROUGH JUNE 21, 2019**

Name of Applicant:	Morrison & Foerster LLP (“ <u>Morrison & Foerster</u> ”)	
Applicant’s Role in Case:	Counsel to the Official Committee of Unsecured Creditors (the “ <u>Committee</u> ”)	
Date Order of Employment Signed:	11/28/2018 [Docket No. 621]	
	Beginning of Period	End of Period
Time period covered by this Application:	06/01/2019	06/21/2019
Time period(s) covered by prior Applications:	10/22/2018	04/30/2019
Total amounts awarded in all prior Applications:	\$4,048,349.64	
Total fees requested in this Application:	\$77,749.25 (80% = \$62,199.40)	
Total professional fees requested in this Application:	\$74,545.25	
Total actual professional hours covered by this Application:	87.40	
Average hourly rate for professionals:	\$1,048.82	

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. As used herein, “WMLP Debtors” refers to 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.

Total paraprofessional fees requested in this Application:	\$3,204.00
Total actual paraprofessional hours covered by this Application:	8.90
Average hourly rate for paraprofessionals:	\$360.00
Reimbursable expenses sought in this application:	\$4,270.83

Morrison & Foerster LLP (“Morrison & Foerster” or the “Applicant”) hereby files its Ninth Monthly Fee Application (the “Application”) as counsel to the Official Committee of Unsecured Creditors (the “Committee”) for allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred for the period from June 1, 2019 through June 21, 2019 (the “Compensation Period”). Morrison & Foerster files this Application pursuant to sections 330, 331 and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 495] (the “Interim Compensation Order”), and the *Order Approving Application for Approval of the Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors, Effective October 22, 2018* [Docket No. 621] (the “Retention Order”). Morrison & Foerster makes this Application for allowance of compensation for professional services rendered in the amount of \$77,749.25, less a twenty percent (20%) holdback in the amount of \$15,549.85, for a total fee request of \$62,199.40, and reimbursement of actual and necessary expenses incurred in the amount of \$4,270.83, as counsel to the Committee during the Compensation Period. By this Application, Morrison & Foerster seeks allowance of compensation for services rendered and reimbursement of expenses incurred solely in connection with the WMLP Debtors’ estates.²

² In accordance with the *Order Authorizing and Approving Intercompany Settlement Term Sheet* [Docket No. 1548],

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended by Morrison & Foerster attorneys and paraprofessionals who rendered professional services on behalf of the Committee during the Compensation Period;
 - **Exhibit B** is a schedule of the blended rates for Morrison & Foerster attorneys and paraprofessionals who rendered professional services on behalf of the Committee during the Compensation Period;
 - **Exhibit C** is a schedule setting forth the professional services rendered by project category by Morrison & Foerster on behalf of the Committee during the Compensation Period;
 - **Exhibit D** is a schedule of the expenses incurred by Morrison & Foerster during the Compensation Period for which Morrison & Foerster is seeking reimbursement; and
 - **Exhibit E** consists of Morrison & Foerster's records of fees and expenses incurred by Morrison & Foerster on behalf of the Committee during the Compensation Period.

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Morrison & Foerster has allocated 30% of its joint fees and expenses to the WMLP Debtors.

CONCLUSION

WHEREFORE, Morrison & Foerster respectfully requests that allowance be made for compensation in the amount of \$77,749.25, less a twenty percent (20%) holdback in the amount of \$15,549.85, for a total fee request of \$62,199.40, together with reimbursement of expenses in the amount of \$4,270.83, and further requests such other and further relief as this Court deems necessary and just.

Dated: July 22, 2019

/s/ Michael D. Warner
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Counsel to the Official Committee of Unsecured Creditors

EXHIBIT A

**SUMMARY OF PROFESSIONAL SERVICES RENDERED
BY MORRISON & FOERSTER ON BEHALF OF THE
COMMITTEE DURING THE COMPENSATION PERIOD**

The Morrison & Foerster attorneys and paraprofessionals who rendered professional services in these cases during the Compensation Period are:

Name of Professional Person	Title, Department & Earliest Licensure / Experience	Hourly Billing Rate	WMLP Debtors		Joint Matters ¹	
			Total Billed Hours	Total Compensation	Total Billed Hours	Total Compensation
Goren, Todd M.	Title: Partner Dep't: Business, Restructuring & Insolvency Group ² Admission: 2003	\$1,150.00	28.00	\$32,200.00	0.60	\$690.00
Marinuzzi, Lorenzo	Title: Partner Dep't: BRIG Admission: 1996	\$1,300.00	26.00	\$33,800.00	1.00	\$1,300.00
Richards, Erica J.	Title: Of Counsel Dep't: BRIG Admission: 2007	\$925.00	0.50	\$462.50	0.00	\$0.00
Harris, Daniel J.	Title: Associate Dep't: BRIG Admission: 2008	\$895.00	14.60	\$13,067.00	0.00	\$0.00
Kissner, Andrew	Title: Associate Dep't: BRIG Admission: 2017	\$625.00	10.30	\$6,437.50	3.50	\$2,187.50

¹ As set forth in the Interim Compensation Order, all parties in interest, including all official committees appointed in these cases as well as the U.S. Trustee and any fee examiner appointed in these cases, has the right to object to any proposed allocation in connection with any interim or final fee application.

² Hereinafter referred to as "BRIG".

Name of Professional Person	Title, Department & Earliest Licensure / Experience	Hourly Billing Rate	WMLP Debtors		Joint Matters ¹	
			Total Billed Hours	Total Compensation	Total Billed Hours	Total Compensation
Richardson Arnould, Kat	Title: Associate Dep't: BRIG Admission: 2018	\$525.00	2.90	\$1,522.50	0.00	\$0.00
Delehanty, Danielle E.	Title: Paralegal Dep't: BRIG Experience: 6 years	\$360.00	8.90	\$3,204.00	0.00	\$0.00
Total Incurred:			91.20	\$90,693.50	5.10	\$4,177.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):				(\$14,197.50)		(\$0.00)
Joint Billing Deduction (70% of Fees Incurred):				N/A		(\$2,924.25)
Total Requested:			91.20	\$76,496.00	5.10	\$1,253.25

EXHIBIT B

Blended Rates

Professionals	WMLP Debtors			Joint Matters		
	Blended Rates	Total Hours Billed	Total Compensation	Blended Rates	Total Hours Billed	Total Compensation
Partners and Counsel	\$1,219.50	54.50	\$66,462.50	\$1,243.75	1.60	\$1,990.00
Associates and Attorneys	\$756.37	27.80	\$21,027.00	\$625.00	3.50	\$2,187.50
Total Incurred by All Attorneys:	\$1,063.06	82.30	\$87,489.50	\$819.12	5.10	\$4,177.50
Paraprofessionals and Non-Legal Staff	\$360.00	8.90	\$3,204.00	0.00	\$0.00	\$0.00
Subtotal:			\$90,693.50			\$4,177.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			(\$14,197.50)			(\$0.00)
Joint Billing Deduction (70% of Fees Incurred):			N/A			(\$2,924.25)
Total Requested:	\$838.77	91.20	\$76,496.00	\$245.74	5.10	\$1,253.25

EXHIBIT C

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY BY
MORRISON & FOERSTER ON BEHALF OF THE COMMITTEE DURING THE COMPENSATION PERIOD¹**

Project Category	Description	WMLP Debtors		Joint Matters	
		Hours	Fees	Hours	Fees
002	Asset Disposition	4.50	\$5,655.00	0.00	\$0.00
007	Case Administration	6.40	\$2,304.00	0.00	\$0.00
011	Employment and Fee Applications	0.00	\$0.00	4.60	\$3,527.50
012	Employment and Fee Applications Objections	0.00	\$0.00	0.50	\$650.00
015	Meetings and Communications with Creditors	6.90	\$5,264.50	0.00	\$0.00
016	Non-Working Travel	23.10	\$28,395.00	0.00	\$0.00
017	Plan and Disclosure Statement	22.80	\$22,042.50	0.00	\$0.00
024	Hearings	27.50	\$27,032.50	0.00	\$0.00
Total Incurred:		91.20	\$90,693.50	5.10	\$4,177.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			(\$14,197.50)		(\$0.00)
Joint Billing Deduction (70% of Fees Incurred):			N/A		(\$2,924.25)
Total Requested:		91.20	\$76,496.00	5.10	\$1,253.25

¹ The subject matter of certain time entries may be appropriate for more than one project category. In such cases, time entries generally have been included in the most appropriate category. Time entries do not appear in more than one category.

EXHIBIT D

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES
INCURRED BY MORRISON & FOERSTER ON BEHALF
OF THE DEBTORS DURING THE COMPENSATION PERIOD**

Expense Category	Total Expenses	
	WMLP Debtors	Joint Matters
Travel	\$3,486.14	
Epiq eDiscovery Managed Services	\$549.83	\$0.00
Business Meals	\$100.00	\$0.00
Travel Meals	\$134.86	\$0.00
Joint Billing Deduction (70% of Expenses Incurred):	N/A	N/A
Total:	\$4,270.83	\$0.00

EXHIBIT E

MORRISON | FOERSTER

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 LOS ANGELES
 CALIFORNIA 90074-2335
 TELEPHONE: 415 268 7000
 FACSIMILE: 415 268 7522
 WWW.MOFO.COM

MORRISON & FOERSTER LLP
 NEW YORK, SAN FRANCISCO,
 LOS ANGELES, WASHINGTON, D.C.,
 SAN DIEGO, PALO ALTO, BOSTON,
 DENVER, NORTHERN VIRGINIA
 TOKYO, BEIJING, SHANGHAI,
 HONG KONG, SINGAPORE
 LONDON, BRUSSELS, BERLIN

Westmoreland Coal Company
 9540 S. Maroon Circle
 Suite 300
 Englewood, Colorado 80112

Taxpayer ID # [REDACTED]
 Invoice Number: 5835779
 Invoice Date: July 16, 2019

Client/Matter Number: 016291-0000002

Matter Name: WMLP DEBTORS

RE: WMLP DEBTORS

For Professional Services Rendered and Disbursements Incurred through June 21, 2019

	<u>U.S.Dollars</u>
Current Fees	90,693.50
Client Accommodation - 1/2 Non-Working Travel	(14,197.50)
Current Fees Value	76,496.00
Current Disbursements	4,270.83
Total This Invoice	80,766.83

Payment may be made by Electronic Funds transfer to the firm's account

[REDACTED]

[REDACTED]

Our billing statements are due and payable within thirty days of receipt.
 Billing questions may be directed to our Billing Hotline at (415) 268-2594 or (866) 314-5320

MORRISON | FOERSTERMatter Number: 016291-0000002
Matter Name: WMLP DEBTORSInvoice Number: 5835779
Invoice Date: July 16, 2019**Time Detail**

Date	Services	Timekeeper	Hours	Value
Asset Disposition				
03-Jun-19	Analyze updated APA (.7) and Cowan declaration in support of sale (.3).	Marinuzzi, Lorenzo	1.00	1,300.00
05-Jun-19	Analyze updated drafts of sale order.	Goren, Todd M.	0.40	460.00
17-Jun-19	Correspond with H. Lennox (Jones Day) regarding sale status (.3); analyze correspondence with Jones Day regarding escrow agreement (.4); analyze APA on escrow terms (.4); correspond with Schulte concerning proposed change to liquidating trust agreement (.2); correspond with D. Harris regarding same (.2).	Marinuzzi, Lorenzo	1.50	1,950.00
21-Jun-19	Correspond with internal working group and Committee regarding sale/plan closing status (.6); participate on closing call with lenders and Debtors (.3).	Goren, Todd M.	0.90	1,035.00
21-Jun-19	Analyze funds flow memorandum and correspondence between Debtor and lenders regarding same (.4); participate on closing call with lenders and Debtors (.3).	Marinuzzi, Lorenzo	0.70	910.00
Total: 002	Asset Disposition		4.50	5,655.00
Case Administration				
03-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
04-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate same (1.0).	Delehanty, Danielle Ei	1.20	432.00
05-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
06-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
07-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate same (.6).	Delehanty, Danielle Ei	0.80	288.00
10-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00

MORRISON | FOERSTERMatter Number: 016291-0000002
Matter Name: WMLP DEBTORSInvoice Number: 5835779
Invoice Date: July 16, 2019

Date	Services	Timekeeper	Hours	Value
11-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate same (.6).	Delehanty, Danielle Ei	0.80	288.00
12-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
13-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
14-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate same (.6).	Delehanty, Danielle Ei	0.80	288.00
17-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
18-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate same (.4).	Delehanty, Danielle Ei	0.60	216.00
19-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
20-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
21-Jun-19	Analyze docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate same (.2).	Delehanty, Danielle Ei	0.40	144.00
Total: 007	Case Administration		6.40	2,304.00
Meetings and Communications with Creditors				
03-Jun-19	Analyze and revise correspondence to Committee regarding case update.	Goren, Todd M.	0.30	345.00
03-Jun-19	Correspond with Committee regarding upcoming confirmation hearing and recent versions of plan documents.	Harris, Daniel J.	0.30	268.50
11-Jun-19	Analyze and revise update for Committee and Committee call agenda.	Goren, Todd M.	0.30	345.00
11-Jun-19	Correspond with internal working group regarding upcoming Committee call agenda.	Harris, Daniel J.	0.30	268.50
11-Jun-19	Correspond with internal working group regarding Committee call agenda.	Kissner, Andrew	0.30	187.50

MORRISON | FOERSTERMatter Number: 016291-0000002
Matter Name: WMLP DEBTORSInvoice Number: 5835779
Invoice Date: July 16, 2019

Date	Services	Timekeeper	Hours	Value
11-Jun-19	Correspond with Jefferies and BRG regarding materials in advance of Committee call (.2); analyze docket and recently filed pleadings to prepare materials for Committee call (.5); correspond with internal working group regarding same (.2).	Richardson Arnould, Ka	0.90	472.50
12-Jun-19	Participate on weekly Committee call regarding case update.	Goren, Todd M.	0.40	460.00
12-Jun-19	Prepare for (.2) and participate on (.4) weekly Committee call regarding case update.	Marinuzzi, Lorenzo	0.60	780.00
12-Jun-19	Participate on weekly Committee call regarding case update (partial).	Richards, Erica J.	0.20	185.00
12-Jun-19	Prepare for (.3) and participate on (.4) weekly Committee call regarding case update.	Richardson Arnould, Ka	0.70	367.50
18-Jun-19	Analyze and revise June 19 Committee call agenda (.3); correspond with Committee regarding same (.2).	Kissner, Andrew	0.50	312.50
18-Jun-19	Correspond with Jefferies and BRG regarding June 19 Committee call agenda (.2); correspond with internal working group regarding same (.2); analyze docket (.2); revise agenda (.3).	Richardson Arnould, Ka	0.90	472.50
19-Jun-19	Participate on weekly Committee call regarding case status and update.	Kissner, Andrew	0.20	125.00
19-Jun-19	Prepare for (.1) and participate on (.2) weekly Committee call regarding case status and update.	Richards, Erica J.	0.30	277.50
19-Jun-19	Prepare for (.2) and participate on (.2) weekly Committee call regarding case status and update.	Richardson Arnould, Ka	0.40	210.00
21-Jun-19	Correspond with internal working group and Committee regarding notice of effective date.	Kissner, Andrew	0.30	187.50
Total: 015	Meetings and Communications with Creditors		6.90	5,264.50
Non-Working Travel				
04-Jun-19	Travel to Houston for confirmation hearing.	Goren, Todd M.	4.40	5,060.00
04-Jun-19	Travel to Houston for confirmation hearing.	Marinuzzi, Lorenzo	6.00	7,800.00
05-Jun-19	Return travel from Houston following hearing.	Goren, Todd M.	6.50	7,475.00
05-Jun-19	Return travel from Houston following hearing.	Marinuzzi, Lorenzo	6.20	8,060.00
Total: 016	Non-Working Travel		23.10	28,395.00
Plan and Disclosure Statement				
01-Jun-19	Analyze updated drafts of plan (.7) and case closing motion (.4).	Goren, Todd M.	1.10	1,265.00

MORRISON | FOERSTER

Matter Number: 016291-0000002
 Matter Name: WMLP DEBTORS

Invoice Number: 5835779
 Invoice Date: July 16, 2019

Date	Services	Timekeeper	Hours	Value
01-Jun-19	Analyze and revise plan (1.2); correspond with internal working group regarding same (.2); analyze liquidating trust agreement (.9); analyze confirmation order (.8).	Harris, Daniel J.	3.10	2,774.50
02-Jun-19	Analyze draft settlement agreement (.5); analyze further updated drafts of plan (.4) and case closing motion (.2); correspond with Debtors and lenders regarding same (.3); analyze draft confirmation order (.4).	Goren, Todd M.	1.80	2,070.00
02-Jun-19	Analyze revised draft of confirmation order (.3); correspond with internal working group regarding revisions to plan (.1); analyze case closing motion (.6); analyze revised draft of liquidation trust agreement (.4).	Harris, Daniel J.	1.40	1,253.00
02-Jun-19	Analyze updated draft of plan.	Marinuzzi, Lorenzo	1.10	1,430.00
03-Jun-19	Analyze updated drafts of plan (.4); correspond with internal working group regarding changes to same (.3).	Goren, Todd M.	0.70	805.00
03-Jun-19	Analyze revised version of plan and confirmation order (.4); call with L. Kweskin (Schulte) regarding same (.4); call with S. Williams (counsel to UMWA) regarding plan (.6); call with J. Stiff (Wolcott) regarding plan modifications regarding Ohio Cat agreement (.3); analyze recently filed declarations and pleadings in connection with confirmation and approval of sale (.8); call with G. Pesce (Kirkland) and L. Marinuzzi regarding case closing (.3).	Harris, Daniel J.	2.80	2,506.00
03-Jun-19	Analyze revised plan (.6) and plan supplement (.5); call with J. Stiff (Wolcott) regarding same (.3); draft and revise memorandum to Committee regarding same (.7).	Kissner, Andrew	2.10	1,312.50
03-Jun-19	Analyze case closing motion and comments from Jones Day and Kirkland (.7); call with G. Pesce (Kirkland) and D. Harris regarding case closing (.3).	Marinuzzi, Lorenzo	1.00	1,300.00
04-Jun-19	Analyze updated draft of plan (.3), sale order (.8) and confirmation order (.4).	Goren, Todd M.	1.50	1,725.00
04-Jun-19	Analyze revised draft of plan and confirmation order (.6); correspond with internal working group regarding same (.2).	Harris, Daniel J.	0.80	716.00
05-Jun-19	Analyze updated drafts of plan/confirmation order.	Goren, Todd M.	0.40	460.00
07-Jun-19	Analyze lender professional fees and historical amounts.	Marinuzzi, Lorenzo	0.40	520.00

MORRISON | FOERSTER

Matter Number: 016291-0000002
Matter Name: WMLP DEBTORS

Invoice Number: 5835779
Invoice Date: July 16, 2019

Date	Services	Timekeeper	Hours	Value
10-Jun-19	Call with R. Vitale (Alvarez) regarding professional fee escrow (.3); correspond with Alvarez and internal working group regarding same (.4); analyze MLP plan provisions regarding escrow (.2); analyze fee applications and invoices with respect to escrow (.3).	Kissner, Andrew	1.20	750.00
11-Jun-19	Call with Schulte regarding closing status (.4); correspond with internal working group regarding same (.2).	Goren, Todd M.	0.60	690.00
13-Jun-19	Correspond with C. Koenig (Kirkland) and R. Vitale (Alvarez) regarding plan escrow.	Kissner, Andrew	0.10	62.50
17-Jun-19	Correspond with Schulte and Jones Day regarding status of closing (.4); analyze markup of escrow agreement (.5).	Goren, Todd M.	0.90	1,035.00
17-Jun-19	Analyze escrow agreement (.2); correspond with Committee professionals regarding same (.1).	Kissner, Andrew	0.30	187.50
18-Jun-19	Analyze escrow agreement (.2); correspond with Committee professionals and internal working group regarding same (.4).	Kissner, Andrew	0.60	375.00
19-Jun-19	Correspond with Debtors and lenders regarding professional fee escrow.	Harris, Daniel J.	0.50	447.50
21-Jun-19	Correspond with Debtors, internal working group and Committee regarding effective date.	Harris, Daniel J.	0.40	358.00
Total: 017	Plan and Disclosure Statement		22.80	22,042.50
Hearings				
03-Jun-19	Draft index and prepare binder of fee application pleadings for June 5 hearing.	Delehanty, Danielle Ei	0.60	216.00
04-Jun-19	Draft index and prepare physical and electronic binders for June 5 confirmation hearing.	Delehanty, Danielle Ei	1.90	684.00
04-Jun-19	Correspond with K. Labrada (Cole Schotz) and E. Bromagen (Sidley) regarding omnibus hearing.	Kissner, Andrew	0.10	62.50
05-Jun-19	Attend confirmation/sale hearing.	Goren, Todd M.	7.80	8,970.00
05-Jun-19	Participate (telephonically) in confirmation/sale hearing (partial).	Harris, Daniel J.	4.10	3,669.50
05-Jun-19	Participate (telephonically) in confirmation/sale hearing (partial).	Kissner, Andrew	4.60	2,875.00
05-Jun-19	Attend confirmation/sale hearing.	Marinuzzi, Lorenzo	7.50	9,750.00
11-Jun-19	Participate on hearing regarding claims objections.	Harris, Daniel J.	0.90	805.50
Total: 024	Hearings		27.50	27,032.50
			Current Fees	76,496.00

MORRISON | FOERSTER

Matter Number: 016291-0000002
 Matter Name: WMLP DEBTORS

Invoice Number: 5835779
 Invoice Date: July 16, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
14140	Goren, Todd M.	1,150.00	28.00	32,200.00
14116	Marinuzzi, Lorenzo	1,300.00	26.00	33,800.00
18102	Harris, Daniel J.	895.00	14.60	13,067.00
19671	Kissner, Andrew	625.00	10.30	6,437.50
21823	Richardson Arnould, Ka	525.00	2.90	1,522.50
14078	Richards, Erica J.	925.00	0.50	462.50
18387	Delehanty, Danielle Ei	360.00	8.90	3,204.00
	Client Accommodation - 1/2 Non-Working Travel			(14,197.50)
	TOTAL		91.20	76,496.00

MORRISON | FOERSTER

Matter Number: 016291-0000002
 Matter Name: WMLP DEBTORS

Invoice Number: 5835779
 Invoice Date: July 16, 2019

Task Code Summary

Task Code	Description	Hours	Value
002	Asset Disposition	4.50	5,655.00
007	Case Administration	6.40	2,304.00
015	Meetings and Communications with Creditors	6.90	5,264.50
016	Non-Working Travel	23.10	28,395.00
017	Plan and Disclosure Statement	22.80	22,042.50
024	Hearings	27.50	27,032.50
	Client Accommodation - 1/2 Non-Working Travel		(14,197.50)
	TOTAL	91.20	76,496.00

MORRISON | FOERSTERMatter Number: 016291-0000002
Matter Name: WMLP DEBTORSInvoice Number: 5835779
Invoice Date: July 16, 2019**Disbursement Detail**

Date	Description	Value
21-May-19	Travel, plane, T. Goren, travel to/from Houston for hearing, 6/4-6/5/19	756.35
31-May-19	Travel, plane, L. Marinuzzi, travel to/from Houston for hearing, 6/4-6/5/19	1,409.60
03-Jun-19	Travel, taxi/car service, T. Goren, ground travel to airport, traveling to Houston for hearing, 6/3/19	50.38
04-Jun-19	Travel, taxi/car service, T. Goren, ground travel from airport to hotel in Houston for hearing, 6/4/19	72.78
04-Jun-19	Travel, taxi/car service, L. Marinuzzi, ground travel from airport to hotel in Houston for hearing, 6/4/19	41.25
04-Jun-19	Travel, taxi/car service, L. Marinuzzi, ground travel to airport, traveling to Houston for hearing, 6/4/19	87.65
04-Jun-19	Travel, hotel, L. Marinuzzi, one-night stay at Marriott in Houston for hearing, 6/4-6/5/19	576.98
04-Jun-19	Travel, hotel, T. Goren, one-night stay at Marriott in Houston for hearing, 6/4-6/5/19	366.38
05-Jun-19	Travel, taxi/car service, L. Marinuzzi, ground travel to airport, traveling from Houston following hearing, 6/5/19	32.20
05-Jun-19	Travel, taxi/car service, T. Goren, ground travel from airport to home, traveling from Houston following hearing, 6/5/19	42.75
05-Jun-19	Travel, taxi/car service, L. Marinuzzi, ground travel from airport to home, traveling to Houston for hearing, 6/5/19	49.82
01-Jun-19	E-Discovery, Epiq Managed Services, May 2019	549.83
11-Jun-19	Business meals, 5 attendees, Westmoreland meeting, 6/12/19	100.00
04-Jun-19	Travel meals, T. Goren, dinner, in Houston for hearing, 6/4/19	37.59
04-Jun-19	Travel meals, L. Marinuzzi, dinner, in Houston for hearing, 6/4/19	40.00
05-Jun-19	Travel meals, L. Marinuzzi, breakfast, in Houston for hearing, 6/5/19	38.99
06-Jun-19	Travel meals, T. Goren, lunch, traveling from Houston following hearing, 6/5/19	18.28
Current Disbursements		4,270.83

MORRISON | FOERSTER

Matter Number: 016291-0000002
Matter Name: WMLP DEBTORS

Invoice Number: 5835779
Invoice Date: July 16, 2019

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	76,496.00
Total Disbursements	4,270.83
Total Amount Due	<hr/> 80,766.83 <hr/>

MORRISON | FOERSTER

Matter Number: 016291-0000002
 Matter Name: WMLP DEBTORS

Invoice Number: 5835779
 Invoice Date: July 16, 2019

For your convenience, we have listed below previous invoices on this matter which our records show as outstanding and the total balance due on this account. If you have already submitted payment, we appreciate your promptness. If your records are not in agreement, or if we can provide additional assistance, please call our Billing Department at (415) 268-6446 or (866) 314-5320

Date	Invoice Number	Currency	Original Invoice Amount	Payments Applied	Amount Outstanding
29-Apr-19	5816191	USD	205,572.00	164,505.60	41,066.40
29-May-19	5824805	USD	79,530.63	63,948.63	15,582.00
16-Jul-19	5835778	USD	109,863.83	0.00	109,863.83

MORRISON | FOERSTER

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 LOS ANGELES, WASHINGTON, D.C.,
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 DENVER, NORTHERN VIRGINIA
 TOKYO, BEIJING, SHANGHAI,
 HONG KONG, SINGAPORE
 LONDON, BRUSSELS, BERLIN

Westmoreland Resource Partners, LP
 9540 S. Maroon Circle
 Suite 300
 Englewood, CO 80112

Taxpayer ID # [REDACTED]
 Invoice Number: 5836117
 Invoice Date: July 16, 2019

Client/Matter Number: 016291-0000003

Matter Name: JOINT MATTERS

RE: JOINT MATTERS

For Professional Services Rendered through June 21, 2019

	<u>U.S.Dollars</u>
Current Fees	4,177.50
Total This Invoice	4,177.50

Multipayor Amount(s)

The amount listed below represents your portion of this invoice

Payor Name	% Share	Total
WESTMORELAND RESOURCE PARTNERS,	30.00	1,253.25

Payment may be made by Electronic Funds transfer to the firm's account

[REDACTED]

[REDACTED]

Our billing statements are due and payable within thirty days of receipt.
 Billing questions may be directed to our Billing Hotline at (415) 268-2594 or (866) 314-5320

MORRISON | FOERSTERMatter Number: 016291-0000003
Matter Name: JOINT MATTERSInvoice Number: 5836117
Invoice Date: July 16, 2019**Time Detail**

Date	Services	Timekeeper	Hours	Value
Employment and Fee Applications				
05-Jun-19	Correspond with Sidley team regarding fee application orders.	Kissner, Andrew	0.20	125.00
06-Jun-19	Analyze proposed interim/final fee order (.3); correspond with Kirkland regarding same (.1).	Goren, Todd M.	0.40	460.00
06-Jun-19	Analyze proposed final fee order (.3); correspond with T. Goren and L. Marinuzzi regarding same (.2); calls with E. Bromagen (Sidley) (.3) and M. Haeverkamp (BRG) (.2) regarding same; revise fee order for Committee professionals (.4); draft correspondence to Kirkland regarding same (.3).	Kissner, Andrew	1.70	1,062.50
06-Jun-19	Analyze and revise fee order for Committee professionals	Marinuzzi, Lorenzo	0.50	650.00
11-Jun-19	Correspond with J. Bregman and R. Vitale (Alvarez) regarding first and second interim fee applications.	Kissner, Andrew	0.30	187.50
12-Jun-19	Correspond with company regarding fee accruals.	Goren, Todd M.	0.20	230.00
12-Jun-19	Analyze outstanding Committee professional invoices (.3); correspond with M. Duncan (WLB) regarding same (.2).	Kissner, Andrew	0.50	312.50
19-Jun-19	Analyze prior MoFo invoices (.3); call with R. Vitale (Alvarez) regarding payment of fee applications (.4).	Kissner, Andrew	0.70	437.50
20-Jun-19	Correspond with R. Vitale (Alvarez) regarding second interim fee applications for Committee professionals.	Kissner, Andrew	0.10	62.50
Total: 011	Employment and Fee Applications		4.60	3,527.50
Employment and Fee Application Objections				
03-Jun-19	Finalize response on MLP lender fee application ROR.	Marinuzzi, Lorenzo	0.50	650.00
Total: 012	Employment and Fee Application Objections		0.50	650.00
			Current Fees	4,177.50

MORRISON | FOERSTER

Matter Number: 016291-0000003
 Matter Name: JOINT MATTERS

Invoice Number: 5836117
 Invoice Date: July 16, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
14140	Goren, Todd M.	1,150.00	0.60	690.00
14116	Marinuzzi, Lorenzo	1,300.00	1.00	1,300.00
19671	Kissner, Andrew	625.00	3.50	2,187.50
TOTAL			5.10	4,177.50

Task Code Summary

Task Code	Description	Hours	Value
011	Employment and Fee Applications	4.60	3,527.50
012	Employment and Fee Application Objections	0.50	650.00
TOTAL		5.10	4,177.50

MORRISON | FOERSTER

Matter Number: 016291-0000003
Matter Name: JOINT MATTERS

Invoice Number: 5836117
Invoice Date: July 16, 2019

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	4,177.50
Total Amount Due	4,177.50

MORRISON | FOERSTER

Matter Number: 016291-0000003
 Matter Name: JOINT MATTERS

Invoice Number: 5836117
 Invoice Date: July 16, 2019

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Date	Invoice Number	Currency	Original Invoice Amount	Payments Applied	Amount Outstanding
29-Apr-19	5816218	USD	35,989.84	34,088.86	1,900.98
29-May-19	5824814	USD	13,690.50	3,285.72	10,404.78
16-Jul-19	5836116	USD	11,385.50	0.00	11,385.50