

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

<p>In re:</p> <p>WESTMORELAND COAL COMPANY, <i>et al.</i>¹</p> <p style="text-align: center;">Debtors.</p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 18-35672 (DRJ)</p> <p>(Jointly Administered)</p>
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**ORDER SUSTAINING TWENTY-FOURTH
OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM
(RECLASSIFIED CLAIMS AND NO LIABILITY CONTRACT CLAIMS) FILED BY
THE WMLP LIQUIDATION TRUST**

(Relates to ECF No. ___)

Upon the objection (the "Objection")² of the Liquidation Trust in the above-captioned cases for entry of an order (this "Order") sustaining the *Twenty-Fourth Omnibus Objection to Certain Proofs of Claim (Reclassified Claims and No Liability Contract Claims) filed by the WMLP Liquidation Trust*, all as more fully set forth in the Objection; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and this Objection in this district is permissible pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Objection is in the best interests of the Debtors' estates, their creditors and other parties in interest; and this Court having

¹ Due to the large number of debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtors and the last four digits of their tax identification, registration or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at www.donlinrecano.com/westmoreland. Westmoreland Coal Company's service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Objection.

found that the notice of the Objection and opportunity for a hearing on the Objection was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Objection and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained as set forth herein.
2. Each Reclassified Claim identified on Exhibit A attached to this Order is modified and reclassified; *provided that* the Liquidation Trust reserves the right to object to the Corrected Claims on any applicable grounds.
3. Each No Liability Contract Claim identified on Exhibit B attached to this Order is disallowed and expunged to the extent set forth on Exhibit B.
4. The Clerk of the Court is authorized and directed to update the claims register maintained in these chapter 11 cases to reflect the relief granted in the Order.
5. To the extent a response is filed regarding any Objected Claim, each such Objected Claim, and the Objection as it pertains to such Objected Claim, will constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order will be deemed a separate order with respect to each Objected Claim.
6. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any prepetition claim against the Liquidation Trust; (b) a waiver of the Liquidation Trust's right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition

claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order granting the relief requested by this Objection; (e) a request or authorization to assume any prepetition agreement, contract or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Liquidation Trust's rights under the Bankruptcy Code or any other applicable law.

7. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

8. The Liquidation Trust is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Objection.

9. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

Dated: _____, 2019
Houston, Texas

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Reclassified Claims

Westmoreland Coal Company 18-35672 (DRJ)

Reclassified Claims

Exhibit A

NAME	CLAIM# / ECF#	DATE FILED	ASSERTED			MODIFIED		
			DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1 DUKE ENERGY KENTUCKY INC HAYNSWORTH SINKLER BOYD PA MARY M CASKEY 1201 MAIN ST STE 2200 COLUMBIA, SC 29201	1365 / 99.1	4/11/2019	Oxford Mining Company, LLC	Administrative	\$413,667.67	Oxford Mining Company, LLC	Administrative	\$0.00
						Oxford Mining Company, LLC	Unsecured	\$413,667.67
							Subtotal	\$413,667.67
Reason: The contract forming the basis of this claim was entered into prior to the Petition Date and expired by its own terms on December 31, 2018. Any claim for a failure to provide minimum post-petition coal sales and asserted shortages during the course of the Debtors' bankruptcy cases are not entitled to administrative expense priority, because they do not constitute an "actual and necessary cost" beneficial to the estate.								
2 DUKE ENERGY KENTUCKY INC HAYNSWORTH SINKLER BOYD PA MARY M CASKEY 1201 MAIN ST STE 2200 COLUMBIA, SC 29201	1366 / 30.1	4/11/2019	Westmoreland Resource Partners, LP	Administrative	\$413,667.67	Westmoreland Resource Partners, LP	Administrative	\$0.00
						Westmoreland Resource Partners, LP	Unsecured	\$413,667.67
							Subtotal	\$413,667.67
Reason: The contract forming the basis of this claim was entered into prior to the Petition Date and expired by its own terms on December 31, 2018. Any claim for a failure to provide minimum post-petition coal sales and asserted shortages during the course of the Debtors' bankruptcy cases are not entitled to administrative expense priority, because they do not constitute an "actual and necessary cost" beneficial to the estate.								
TOTAL					\$ 827,335.34	TOTAL		\$ 827,335.34

Exhibit B

No Liability Contract Claims

Westmoreland Coal Company 18-35672 (DRJ)
 No Liability
 Exhibit B

NAME	DATE FILED	DEBTOR	CLAIM # / ECF #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
1 CATERPILLAR FINANCIAL SERVICES CORPORATION 2120 WEST END AVENUE NASHVILLE, TN 37203	12/3/2018	Westmoreland Kemmerer, LLC	266 / 20.1	\$ 10,390,660.19	No liability exists on the Debtor's books and records. This claim is related to a contract which was assumed and assigned to the buyer of the Kemmerer assets.
2 CIBC BANK USA ATTN: DOUG J. LIPKE 222 N. LASALLE STREET CHICAGO, IL 60601	12/10/2018	Westmoreland Kemmerer, LLC	808 / 42.1	Undetermined*	No liability exists on the Debtor's books and records. Claim is filed for potential future amounts pursuant to a Master Letter of Credit Agreement which was assumed by the WLB Debtors.
TOTAL				\$ 10,390,660.19*	

* - Indicates claim contains unliquidated and/or undetermined amounts