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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

In Re:	Case No.: 25-70001-JAD
WILSON CREEK ENERGY, LLC, <i>et al.</i>,¹	Chapter 11
Debtors.	<i>Jointly Administered</i>
WILSON CREEK ENERGY, LLC, <i>et al.</i>,	Doc. No.:
Movant,	Related to Document No. 102
v.	Hearing Date:
NO RESPONDENT.	Hearing Time:
	Response Deadline:

**ORDER (I) APPROVING PROCEDURES FOR (A) INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF RETAINED PROFESSIONALS AND
(B) EXPENSE REIMBURSEMENT FOR OFFICIAL COMMITTEE MEMBERS
AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the Debtors for entry of an order (the “Order”) (i) approving compensation procedures (the “Compensation Procedures”) establishing an (a) orderly and regular process for interim allowance and payment of compensation and reimbursement of expenses for retained Professionals in these Chapter 11 Cases, (b) expense reimbursement procedures for members of any official committee appointed in these Chapter 11 Cases (the “Committee Members”), and (ii) granting related relief; and this Court having found

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Wilson Creek Energy, LLC (6202); Wilson Creek Holding, Inc. (7733); Maryland Energy Resources, LLC (5299); Mincorp Acquisition Corp. (4858); Mincorp Inc. (5688); PBS Coals, Inc. (2413); Roxcoal, Inc. (3768); Quecreek Mining, Inc. (1745), Croner, Inc. (0529); Elk Lick Energy, Inc. (8551); and Corsa Coal Corp. (0027). The Debtors’ address is 1576 Stoystown Road, Friedens, Pennsylvania 15541.

² Capitalized terms used but not defined in this Order shall have the meanings ascribed to them in the Motion.

that it has jurisdiction to consider the Motion in accordance with 28 U.S.C. § 1334; and appropriate notice of and the opportunity for a hearing on the Motion having been given; and the relief requested in the Motion being in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED that:

1. The relief requested in the Motion is **GRANTED** as set forth herein.
2. The Compensation Procedures attached hereto as **Exhibit 1** are hereby approved.

Except as otherwise ordered by this Court, each Professional may request interim payment of compensation for services rendered and reimbursement of expenses in accordance with the Compensation Procedures.

3. Each Committee Member, to the extent any are appointed, shall be permitted to submit statements of actual and necessary out-of-pocket expenses (excluding any attorneys' fees and expenses of such Committee Member) incurred by such Committee Member, together with supporting receipts, to counsel to their respective Committee, which will collect and submit such requests for reimbursement in accordance with the Compensation Procedures as if such Committee Member were a Professional. Entry of this Order, however, shall not authorize reimbursement of a Committee Member's out-of-pocket expenses to the extent that such reimbursement is prohibited by any provision of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, or applicable law.

4. Service of the Monthly Fee Statements, Interim Fee Applications, Final Fee Applications, and the Hearing Notices in the following manner is hereby authorized and approved:

(a) the Notice Parties shall be entitled to receive copies of the applications and the Hearing Notices; and (b) all other parties in interest that have requested notice pursuant to Bankruptcy Rule 2002 shall be entitled to receive only a copy of the Hearing Notices. In each case, notice by ECF or email shall constitute good and sufficient notice. Service of such applications and the Hearing Notices given in accordance with this paragraph is deemed to be sufficient and adequate notice thereof in full compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

5. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

6. Notwithstanding entry of this Order, nothing herein shall create, or is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

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

Prepared by:

/s/ Michael J. Roeschenthaler

Michael J. Roeschenthaler, Proposed Counsel to the Debtors

Dated: January 13, 2025

Pittsburgh, PA

BY THE COURT:

1/27/2025

A handwritten signature in black ink, appearing to read 'J. Deller', is written over a horizontal line. To the right of the signature, the letters 'sjk' are printed.

Jeffery A. Deller
U.S. Bankruptcy Judge

EXHIBIT 1

Compensation Procedures

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

In Re: WILSON CREEK ENERGY, LLC, <i>et al.</i>,¹ Debtors.	Case No.: 25-70001-JAD Chapter 11 <i>Jointly Administered</i>
WILSON CREEK ENERGY, LLC, <i>et al.</i>, Movant, v. NO RESPONDENT.	Doc. No.: Related to Document No. Hearing Date: Hearing Time: Response Deadline:

COMPENSATION PROCEDURES

Pursuant to the *Order (I) Approving Procedures for (A) Interim Compensation and Reimbursement of Expenses of Retained Professionals and (B) Expense Reimbursement for Official Committee Members and (II) Granting Related Relief* (the “Order”),² the following Compensation Procedures shall apply with respect to the (i) orderly and regular process for interim allowance and payment of compensation and reimbursement of expenses for retained Professionals in these Chapter 11 Cases, and (ii) expense reimbursement procedures for

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Wilson Creek Energy, LLC (6202); Wilson Creek Holding, Inc. (7733); Maryland Energy Resources, LLC (5299); Mincorp Acquisition Corp. (4858); Mincorp Inc. (5688); PBS Coals, Inc. (2413); Roxcoal, Inc. (3768); Quecreek Mining, Inc. (1745), Croner, Inc. (0529); Elk Lick Energy, Inc. (8551); and Corsa Coal Corp. (0027). The Debtors’ address is 1576 Stoystown Road, Friedens, Pennsylvania 15541.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the *Debtor’s Motion for Entry of an Order (I) Approving Procedures for (A) Interim Compensation and Reimbursement of Expenses of Retained Professionals and (B) Expense Reimbursement for Official Committee Members and (II) Granting Related Relief* (the “Motion”).

members of any official committee appointed in these Chapter 11 Cases (the “Committee Members”), except in the event an order of the Court provides for different procedures with respect to the compensation and reimbursement procedures of such Professionals and/or Committee Members:

- (a) On or after the tenth (10th) day of each month following the month for which compensation and reimbursement is sought, each Professional may file with the Court an application (including the relevant time entry and description and expense detail), substantially in the form of **Exhibit B**, for interim allowance of compensation for services provided and/or reimbursement of expenses incurred in connection with such services during the preceding calendar month (each a “Monthly Fee Statement”) and serve such Monthly Fee Statement by email and first-class mail on each of the following parties (collectively, the “Notice Parties”):
 - (i) proposed counsel to the Debtors, Raines Feldman Littrell, LLP, 11 Stanwix St., Suite 1100, Pittsburgh, PA 15222, Attn: Michael J. Roeschenthaler (mroeschenthaler@raineslaw.com) and Mark A. Lindsay (mlindsay@raineslaw.com);
 - (ii) financial advisor to the Debtors, BDO Consulting Group, LLC, 200 Park Avenue, 38th Floor, New York, NY 10166, Attn: Evan Blum (ebblum@bdo-ba.com);
 - (iii) counsel to KIA II, LLC, Tucker Arensberg, P.C., 1500 One PPG Place, Pittsburgh, PA 15222, Attn: Michael A. Shiner (mshiner@tuckerlaw.com);
 - (iv) the Office of the United States Trustee for the Western District of Pennsylvania, Federal Building, 1000 Liberty Avenue, Suite 1316, Pittsburgh, PA 15222, Attn: Kate M. Bradley (kate.m.bradley@usdoj.gov), William M. Buchanan (william.buchanan@usdoj.gov), and Jodi L. Hause (jodi.hause@usdoj.gov); and
 - (v) if applicable, counsel to the Committee.
- (b) Any Professional that fails to file a Monthly Fee Statement for a particular month or months may subsequently submit a consolidated Monthly Fee Statement that includes a request for compensation earned and/or expenses incurred during previous months. All Monthly Fee Statements shall comply with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of this Court.

- (c) Objections, if any, to a Monthly Fee Statement must be filed before 4:00 p.m. (prevailing Eastern Time) fourteen (14) calendar days after service of a Monthly Fee Statement (the “Objection Deadline”) in accordance with the procedures described in subparagraph (d) below. Upon the expiration of the Objection Deadline, each Professional may file with the Court a certificate of no objection (a “CNO”) with respect to the unopposed portion of the fees and expenses requested in its Monthly Fee Statement. After a CNO is filed, the Debtors are authorized to pay the applicable Professional an amount (the “Actual Monthly Payment”) equal to the lesser of (i) 80% of the fees and 100% of the expenses requested in the Monthly Fee Statement (the “Maximum Monthly Payment”) and, if applicable, (ii) 80% of the fees and 100% of the expenses not subject to an objection pursuant to subparagraph (d) below.
- (d) If any party objects to a Monthly Fee Statement, it must file with the Court and serve on the Professional that filed the Monthly Fee Statement and each Notice Party a written objection (an “Objection”), so as to be received on or before the Objection Deadline. Any such Objection must identify with specificity the objectionable fees and/or expenses, including the amount of the fees and/or expenses that are the subject of the Objection, and the basis for such Objection. Thereafter, the objecting party and the affected Professional may attempt to resolve the Objection on a consensual basis. If the parties are able to resolve their dispute, the affected Professional shall serve on the Notice Parties a statement indicating that the Objection has been withdrawn or settled, and the Debtors shall promptly pay, in accordance with subparagraph (c), that portion of the Monthly Fee Statement that is no longer subject to an Objection up to the Maximum Monthly Payment. If the parties are unable to reach a resolution within fourteen (14) days after service of the Objection or such later date as both parties agree, the affected Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Monthly Payment and the Actual Monthly Payment made to such Professional (the “Incremental Amount”); or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing at which time the Court will consider and rule on the Objection if requested by the parties.
- (e) With respect to the first three-month period after the Petition Date, and each subsequent three-month period, each Professional may file with the Court and serve by email and first-class mail on the Notice Parties an application (an “Interim Fee Application”) for interim approval and allowance of compensation and reimbursement of expenses requested in the Monthly Fee Statements filed during each such three-month period (the “Interim Fee Period”) pursuant to section 331 of the Bankruptcy

Code. The Interim Fee Application must identify the covered Monthly Fee Statements and include any other information requested by the Court or required by the applicable Local Rules. Each Professional may file its first Interim Fee Application on or before March 31, 2025, which shall cover the Interim Fee Period from January 6, 2025. Thereafter, each Professional may file a subsequent Interim Fee Application within thirty (30) days, or the next business day if such day is not a business day, after the end of the applicable Interim Fee Period. Objections, if any, to an Interim Fee Application shall be filed and served upon the affected Professional and the Notice Parties, so as to be received before 4:00 p.m. (prevailing Eastern Time) fourteen (14) calendar days following service of such Interim Fee Application.

- (f) The Debtors may request that the Court schedule a hearing on Interim Fee Applications at least once every three (3) months or at such other intervals as the Court deems appropriate. The Court, in its discretion, may approve an uncontested Interim Fee Application without the need for a hearing, upon the filing of a certification of counsel for proposed interim fee order. Upon allowance by the Court of an Interim Fee Application, the Debtors shall be authorized to promptly pay such Professional all requested fees (including the 20% holdback) and expenses not previously paid.
- (g) The pendency of an Objection to payment of compensation or reimbursement of expenses shall not disqualify a Professional from the future payment of compensation or reimbursement of expenses pursuant to the Compensation Procedures.
- (h) Neither (x) the payment of or the failure to pay, in whole or in part, compensation for services rendered and reimbursement of expenses under the Compensation Procedures, nor (y) the filing of or the failure to file an Objection to any Monthly Fee Statement or Interim Fee Application shall bind any party in interest or the Court with respect to the allowance of interim or final applications for compensation for services rendered and reimbursement of expenses of Professionals.
- (i) Any Professional that fails to file a Monthly Fee Statement or an Interim Fee Application when due shall be ineligible to receive further monthly or interim payments of fees or expenses with respect to any subsequent period until such time as a Monthly Fee Statement or an Interim Fee Application is filed and served by the Professional. There shall be no other penalties for failing to file a Monthly Fee Statement or an Interim Fee Application in a timely manner.
- (j) Professionals shall file final applications for compensation for services rendered and reimbursement of expenses incurred (the "Final Fee

Applications”) by such deadline as may be established by order of the Court. All Final Fee Applications must comply with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of the Court.

- (k) Copies of all Monthly Fee Statements, Interim Fee Applications, Final Fee Applications, and notices of any hearings thereon (each a “Hearing Notice”) must be served by email and first-class mail upon only the Notice Parties. All other parties who file a request for service of notices pursuant to Bankruptcy Rule 2002 shall be entitled to receive only a copy of a Hearing Notice in connection with each Monthly Fee Statement, each Interim Fee Application, and each Final Fee Application. In each case, notice by ECF or email shall constitute good and sufficient notice. Notice given in accordance with the Order is deemed sufficient and adequate and in full compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rule, and the Local Rules.
- (l) No Professional may file and serve a Monthly Fee Statement, an Interim Fee Application, or a Final Fee Application until the Court enters an order approving the retention of such Professional pursuant to section 327 or 1103 of the Bankruptcy Code.

Each Committee Member, to the extent any are appointed, is permitted to submit statements of actual and necessary out-of-pocket expenses (excluding any attorneys’ fees and expenses of such Committee Member), together with supporting receipts, to counsel to their respective Committee, which will collect and submit such requests for reimbursement in accordance with the Compensation Procedures as if such Committee Member were a Professional.

EXHIBIT B

Monthly Fee Statement

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

In Re:	Case No.: 25-70001-JAD
WILSON CREEK ENERGY, LLC, <i>et al.</i>,¹	Chapter 11
Debtors.	<i>Jointly Administered Requested</i>
WILSON CREEK ENERGY, LLC, <i>et al.</i>,	Doc. No.:
Movant,	Related to Document No.
v.	Hearing Date:
NO RESPONDENT.	Hearing Time:
	Response Deadline:

MONTHLY FEE STATEMENT OF [•] FOR THE PERIOD FROM [•] THROUGH [•]

Name of applicant:

Authorized to provide professional services to:

Petition Date: January 6, 2025

Date of retention:

This is a:

Period for which compensation and reimbursement are sought:

Amount of compensation sought as actual, reasonable, and necessary:

Amount of expense reimbursement sought as actual, reasonable, and necessary:

Blended hourly rate for this application:

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SUMMARY OF PRIOR MONTHLY FEE APPLICATIONS

DATE FILED	PERIOD COVERED	REQUESTED		UNOPPOSED		PAID		HOLDBACK FEES
		FEES	EXPENSES	FEES	EXPENSES	FEES	EXPENSES	
	Totals:							

SUMMARY OF PRIOR INTERIM FEE APPLICATIONS

DATE FILED	PERIOD COVERED	ORDER ENTERED	REQUESTED		ALLOWED		PAID	
			FEES	EXPENSES	FEES	EXPENSES	FEES	EXPENSES
		Totals:						

COMPENSATION BY PROFESSIONAL

The attorneys who rendered professional services in these Chapter 11 Cases from [•] through [•] (the “Fee Period”) are:

NAME OF PROFESSIONAL	POSITION	DEPT.	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Total for Attorneys:						

The paraprofessionals and other staff who rendered professional services in these Chapter 11 Cases during the Fee Period are:

NAME OF PARAPROFESSIONAL OR STAFF MEMBER	POSITION	DEPT.	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Total for Paraprofessionals and Other Staff:					

COMPENSATION BY PROFESSIONAL CATEGORY

PROFESSIONALS	BLENDED RATE	TOTAL HOURS	TOTAL COMPENSATION
Partners			
Associates			
Paraprofessionals			
Blended Hourly Rate/Total Fees			
Less 20% Holdback			
Total Adjusted Fees Requested			

COMPENSATION BY PROJECT CATEGORY

NO.	PROJECT CATEGORY	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTAL:			

ITEMIZED EXPENSES

EXPENSE CATEGORY	TOTAL EXPENSES
TOTAL:	

Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.*, rule 2016 of the Federal Rules of Bankruptcy Procedure, rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Western District of Pennsylvania, and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals* [Doc. No. •] (the “Interim Compensation Order”), [•] (“[•]”), counsel for [•] hereby files this monthly fee statement relating to compensation for professional services rendered to [•] and for reimbursement of actual and necessary expenses incurred in connection therewith for the period commencing [•], through and including [•] (the “Fee Period”), and requests authorization, in accordance with the Interim Compensation Order, to be paid by the Debtors in the aggregate amount of \$[•], representing 80% of the total amount of fees and 100% of the expenses incurred during the Fee Period. Copies of [•] itemized time records for professionals and paraprofessionals performing services for the [•] during the Fee Period are attached hereto as **Exhibit [•]**.

Dated:

Respectfully submitted,

[signature block]

EXHIBIT [●]

Itemized Time Records by Project Category

PROPOSED HEARING NOTICE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

In Re:	Case No.: 25-70001-JAD
WILSON CREEK ENERGY, LLC, <i>et al.</i>,¹	Chapter 11
Debtors.	<i>Jointly Administered</i>
	Doc. No.:
WILSON CREEK ENERGY, LLC, <i>et al.</i>,	Related to Document No.
Movant,	Hearing Date:
v.	Hearing Time:
NO RESPONDENT.	Response Deadline:

**NOTICE OF MONTHLY FEE STATEMENT OF
[•] FOR THE PERIOD FROM [•] THROUGH [•]**

PLEASE TAKE NOTICE that, on [•], [•] (the “Applicant”) filed the attached *Monthly Fee Statement of [•] for the Period From [•] Through [•]* [Doc. No. •] (the “Statement”) with the United States Bankruptcy Court for the Western District of Pennsylvania (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Statement must be made in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals* [Doc. No. •] (the “Interim Compensation Order”), filed with the Clerk of the Bankruptcy Court, and served upon: (i) proposed counsel to the Debtors, Raines Feldman Littrell, LLP, 11 Stanwix St., Suite 1100, Pittsburgh, PA 15222, Attn: Michael J. Roeschenthaler (mroeschenthaler@raineslaw.com) and Mark A. Lindsay (mlindsay@raineslaw.com); (ii) proposed financial advisor to the Debtors, BDO Consulting Group, LLC, 200 Park Avenue, 38th Floor, New York, NY 10166, Attn: Evan Blum (ebblum@bdo-ba.com); (iii) counsel to KIA II, LLC, Tucker Arsenberg, P.C., 1500 One PPG Place, Pittsburgh, PA 15222 Attn: Michael A. Shiner (mshiner@tuckerlaw.com); (iv) the Office of the United States Trustee for the Western District of Pennsylvania, Federal Building, 1000 Liberty Avenue, Suite 1316, Pittsburgh, PA 15222, Attn: Kate M. Bradley

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(kate.m.bradley@usdoj.gov), William M. Buchanan (William.buchanan@usdoj.gov), and Jodi L. Hause (jodi.hause@usdoj.gov); and (v) counsel to the Committee, if applicable (collectively, the “Notice Parties”), on or before [•], 202[•] (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that, if no objections to the Statement are filed, served, and received prior to the Objection Deadline, the Applicant may file a certification of no objection with the Bankruptcy Court, after which the Debtors shall be authorized by the Interim Compensation Order to pay the Applicant an amount equal to 80% of the fees and 100% of the expenses requested in the Statement without the need for further order of the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that, if an objection to the Statement is filed, served, and received prior to the Objection Deadline, the Debtors shall be authorized by the Interim Compensation Order to pay the Applicant 80% of the fees and 100% of the expenses requested in the Statement not subject to such objection without the need for further order of the Bankruptcy Court.

Date:

Respectfully submitted,

[signature block]