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

In Re:	**Case No.: 25-70001-JAD**
WILSON CREEK ENERGY, LLC, *et al.*,[1]	**Chapter 11** ***Jointly Administered***
Debtors.	**Doc. No.:**
WILSON CREEK ENERGY, LLC, *et al.*,	**Related to Document No.**
Movant,	**Hearing Date:**
v.	**Hearing Time:**
NO RESPONDENTS.	**Response Deadline:**

DEBTORS' EXPEDITED MOTION FOR ENTRY OF AN ORDER (I) DISMISSING THE CHAPTER 11 CASES; (II) EXCULPATING CERTAIN PARTIES FROM LIABILITY IN CONNECTION WITH THE CHAPTER 11 CASES; (III) TERMINATING ENGAGEMENT OF CLAIMS AGENT; (IV) RECOGNITION OF FINAL FEE APPLICATIONS; AND (V) GRANTING RELATED RELIEF

The above-captioned debtors and debtors in possession (the "Debtors"), by and through their undersigned counsel, seek the entry of an order substantially in the form attached hereto as **Exhibit A** (the "Proposed Order"): (i) dismissing the Debtors' chapter 11 cases (collectively, these "Chapter 11 Cases"); (ii) exculpating certain parties in connection with the Chapter 11 Cases; (iii) terminating the services of Omni Agent Solutions, Inc., as claims and noticing agent (the "Claims Agent") in these Chapter 11 Cases; (iv) recognizing the Final Fee Applications (as defined herein);

[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 Holdings, 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.

and (v) granting related relief. In support of this expedited motion (the "Motion"), the Debtors respectfully state as follows:

I. Preliminary Statement

The Debtors filed these Chapter 11 Cases and the ancillary proceedings (the "Canadian Proceedings") in the Ontario Superior Court (Commercial List) in Toronto, Ontario, Canada (the "Canadian Court") due, in large part, to the economic challenges facing the coal industry, as more particularly discussed in the *Amended Declaration of Kevin Harrigan, President and Chief Executive Officer of Wilson Creek Energy, LLC and its Affiliated Debtors in Support of Chapter 11 Petitions and First Day Motions* [Doc. No. 51-1] (the "First Day Declaration")[2] and other pleadings and declarations that have been filed with this Court. Notwithstanding these macroeconomic headwinds, the Debtors, with the unrelenting assistance of their senior management, have worked diligently to not only seamlessly transition into these Chapter 11 Cases, but also develop, and in some instances implement, various value-maximizing strategies.

After securing the necessary relief sought in connection with the Debtors' First Day Motions, the Debtors explored a variety of available options with the goal of maximizing the value of their estates for the benefit of the stakeholders thereof. Ultimately, the Debtors determined that pursuing a sale of all or substantially all of their assets best served the purposes of these Chapter 11 Cases and, accordingly, obtained approval of three (3) separate sales consistent with their *Motion for Entry of Orders (A) Approving Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (C) Authorizing the*

[2] Capitalized terms not otherwise defined herein shall have the same definitions as ascribed to them in the First Day Declaration.

Debtors to Designate Stalking Horse Bidder and Approving Proposed Stalking Horse Bid Protections, (D) Scheduling Auction for and Hearing to Approve Sale of the Debtors' Assets, (E) Approving Form and Manner of Notice of Sale, Auction, and Sale Order Hearing, (F) Approving Assumption and Assignment Procedures, (G) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (H) Granting Related Relief [Doc. No. 116] (the "Sale Motion"). On April 4, 2025, the Debtors closed on the sales approved by the following orders (collectively, the "Sale Orders"):

1) *Order (I) Approving the Sale of Certain of the Debtors' Assets Free and Clear of all Liens, Claims, Encumbrances, and Other Interests, (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (III) Granting Related Relief* [Doc. No. 429] (the "LCT Sale Order");

2) *Order (I) Approving the Sale of Certain of the Debtors' Assets Free and Clear of all Liens, Claims, Encumbrances, and Other Interests, (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (III) Granting Related Relief* [Doc. No. 430] (the "Rosebud Sale Order"); and

3) *Order (I) Approving the Sale of Certain of the Debtors' Assets Free and Clear of all Liens, Claims, Encumbrances, and Other Interests, (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (III) Granting Related Relief* [Doc. No. 431] (the "KIA Sale Order" together with the LCT Sale Order and Rosebud Sale Order, the "Sale Orders").

Contemporaneous with the sale process and continuing thereafter, the Debtors had been working toward a broad resolution with the Pennsylvania Department of Environmental Protection (the "PA DEP"). The Debtors and the PA DEP reached a resolution of various disputes, as set forth more fully in the *Expedited Motion for Order Approving Settlement Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure* [Doc. No. 565] (the "9019 Motion"), which was approved by the Bankruptcy Court on May 29, 2025, *see* Doc. No. 578 (the "9019 Order"), and described below. This settlement addresses, among other things, the transfer of all or substantially all of the

Debtors' remaining real property assets burdened by environmental liability and certain treatment-related equipment into various water treatment trusts, the continued treatment of post-mining discharges that the Debtors are unable to treat, as well as a commitment by the PA DEP to refrain from bringing actions against the Debtors relating to post-mining discharges.

As a result of the sale of assets under the Sale Order and the transfer of properties to the PA DEP pursuant to the settlement approved in the 9019 Order, the remaining assets of the Debtors, are minimal and all subject to the senior secured claims of KeyBank, National Association ("KeyBank"), the Debtors' prepetition senior secured lender. KeyBank's secured claim, after application of $8,930,00.00 payments during the Chapter 11 Cases, remains outstanding in the aggregate amount of $7,415,848.11 and vastly exceeds the value of the Debtors' remaining assets by millions of dollars. As a result, dismissal would not negatively impact other creditors and is the favorable option to conversion to chapter 7 cases.

Although the Debtors have explored alternative options to bring these Chapter 11 Cases to their conclusion, the Debtors believe that dismissal is the most expeditious and cost-effective mechanism to fully and finally wind down these Chapter 11 Cases and, by extension, the corresponding Canadian Proceedings. The Debtors and their officers, directors, and senior management have consistently exercised their sound business judgment, in accordance with the fiduciary duties owed to their estates and stakeholders, in taking the necessary steps to maximize the value of the Debtors' estates. While the Debtors have maximized the value of their estates to and for the benefit of the stakeholders thereof, unfortunately such value was insufficient to satisfy the prepetition and postpetition secured claims of KeyBank. As there appears to be no remaining unencumbered assets of any value available for distribution to unsecured creditors or to support the administrative costs of pursuing anything other than the prompt exit from bankruptcy, the

Debtors seek to dismiss the Chapter 11 Cases on the terms set forth in the Proposed Order attached hereto to allow them to wind down under applicable law. A conversion to chapter 7 would not serve a purpose, as there are no unencumbered assets to administer the chapter 7 cases or otherwise provide a recovery to creditors other than KeyBank, and any further administration would be simply burdensome to creditors and any chapter 7 trustee. Dismissal best serves the interests of the Debtors' estates and creditors.

II. Jurisdiction and Venue

1. This Court has jurisdiction over these cases pursuant to 28 U.S.C. §§157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are Sections 105(a), 305(a), 349, and 1112(b) of title 11, United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended, the "Bankruptcy Code"), Rule 1017(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 9014-1 and 1017-2 of the Local Rules for the United States Bankruptcy Court for the Western District of Pennsylvania (the "Local Rules").

III. Background

4. On January 6, 2025 (the "Petition Date"), each of the Debtors commenced the Chapter 11 Cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code with this Court. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, however, have been winding down operations since entry of the Sale Orders.

5. Contemporaneously, a Notice of Application seeking to commence the Canadian Proceedings was filed with the Canadian Court pursuant to the Companies' Creditors Arrangement Act (Canada) R.S.C. 1985, c. C-36 (as amended, the "CCAA").

6. While no party has moved for, and this Court has not appointed, a trustee or examiner, on January 17, 2025, the Office of the United States Trustee for Region Three (the "U.S. Trustee") appointed the Official Committee of Unsecured Creditors (the "Committee").

A. First Day Motions and Recognition Motion

7. On the Petition Date, and in order to seamlessly transition into these Chapter 11 Cases, the Debtors sought the relief requested in the following motions (collectively, the "First Day Motions"):

a. *Debtors' Motion for Entry of An Order Directing Joint Administration of Chapter 11 Cases* [Doc. No. 9] ("Joint Administration Motion");

b. *Debtors' Emergency Motion for Entry of an Order Establishing Certain Notice, Case Management, and Administrative Procedures as well as Granting Related Relief* [Doc. No. 20] (as amended, "Case Management Motion");

c. *Debtors' Application for an Order Appointing Omni Agent Solutions, Inc. as Claims and Noticing Agent Pursuant to 28 U.S.C. § 156(c), 11 U.S.C. § 105(A), and W. Pa. LBR 1002-8* [Doc. No. 11] ("Omni Claims Agent Application");

d. *Debtors' Application Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 for Entry of an Order Authorizing the Employment and Retention of Omni Agent Solutions, Inc. as Administrative Agent, Nunc Pro Tunc to the Relief Date* [Doc. No. 13] ("Omni Administrative Agent Application");

e. *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File a Consolidated Creditor List and Matrix; (II) Approving the Form and Manner of Notifying Creditors of Commencement of These Chapter 11 Cases, and (III) Granting Related Relief* [Doc. No. 14] ("Creditors and Noticing Motion");

f. *Debtors' Motion Pursuant to Section 366 of the Bankruptcy Code, for Entry of Interim and Final Orders: (A) Prohibiting Utilities from Altering, Refusing or Discontinuing Services to, or Discriminating Against, the Debtors on Account of Prepetition Invoices; (B) Determining that the Utilities are Adequately*

Assured for Future Payment; and (C) Establishing Procedures for Determining Requests for Additional Assurance [Doc. No. 15] ("Utilities Motion");

g. *Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to (I) Continue their Insurance and Surety Bond Programs, (II) Continue to Finance Insurance Agreements, (III) Pay All Prepetition and Post-Petition Obligations with Respect Thereto, and (IV) Authorizing Banks to Honor and Process Checks and Transfers Related to Such Insurance Obligations* [Doc. No. 16] ("Insurance Motion");

h. *Debtors' Motion for Entry of Interim and Final Orders Authorizing Payment of Certain Prepetition Taxes and Directing Banks to Honor Checks for Payment of Taxes* [Doc. No. 17] ("Tax Motion");

i. *Motion of the Debtors and Debtors in Possession for Interim and Final Orders (I) Establishing Notice and Objection Procedures for Transfers of Equity Securities and (II) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates* [Doc. No. 19] ("NOL Motion");

j. *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Wages, Benefits, and Other Compensation Obligations, (II) Authorizing Financial Institutions to Honor All Related Obligations, and (III) Granting Related Relief* [Doc. No. 21] ("Wages Motion");

k. Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of (a) Critical Vendors, and (b) Potential Lien Claimants, and (II) Granting Related Relief [Doc. No. 22] ("Critical Vendor Motion");

l. *Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to (I) Perform Under Existing Coal Sale Contracts and Customer Programs in the Ordinary Course of Business, (II) Enter into and Perform Under New Coal Sale Contracts and Customer Program Transactions in the Ordinary Course of Business, and (III) Granting Related Relief* [Doc. No. 23] ("Contracts and Programs Motion");

m. *Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing the Debtors to (I) Maintain their Cash Management System and Pay Bank Fees, (II) Waive Certain U.S. Trustee Requirements, (III) Continue Using Existing Checks and Business Forms, (IV) Perform Intercompany Transactions, and (B) Granting Related Relief* [Doc. No. 24] ("Cash Management Motion"); and,

n. *Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Post-Petition Financing, (II) Authorizing the*

> *Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Approving Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Doc. No. 27] ("DIP Financing Motion").

8. On January 8, 2025, and for purposes of obtaining an order authorizing Debtor Corsa Coal Corp. ("Corsa Coal") to act as the Foreign Representative (as defined in the Recognition Motion) on behalf of the Debtors' estates in any judicial or other proceedings in Canada or any other foreign country, the Debtors filed their *Emergency Motion for Entry of an Order (I) Authorizing Corsa Coal Corp. to Act as Foreign Representative and (II) Granting Related Relief on an Expedited Basis* [Doc. No. 52] (the "Recognition Motion").

9. Following the hearings held January 8, 2025 (the "First Day Hearings"), this Court granted the relief requested in the First Day Motions and the Recognition Motion and, for those First Day Motions approved on an interim basis, scheduled a final hearing (the "Final First Day Hearings") for January 28, 2025, at 10:00 AM (EST).

10. Following the Final First Day Hearings, and to the extent this Court only granted the relief requested in the First Day Motions on an interim basis at the First Day Hearings, this Court granted the relief requested in the First Day Motions on a final basis.

B. The Case Professionals

11. In addition to the ordinary course professionals employed by the Debtors as authorized by this Court [Doc No. 191], the Debtors have retained and employed the following professionals for purposes of advising them on all matters arising from or relating to these Chapter 11 Cases:

a. Raines Feldman Littrell, LLP ("Raines"), as lead counsel, *see* Doc. No. 192;

b. Stikeman Elliott, LLP ("Stikeman"), as Canadian counsel, *see* Doc. No. 246;

c. BDO Consulting Group, LLC ("BDO Consulting"), as financial advisor, *see* Doc. No. 247; and,

d. BDO USA, P.C. ("BDO USA" and with BDO Consulting, "BDO"), as tax services consultants, *see* Doc. No. 380.

12. The Committee has retained and employed the following professionals for purposes of advising the Committee on all matters arising from or relating to these Chapter 11 Cases:

a. Dentons ("Dentons"), as counsel, *see* Doc. No. 379; and

b. Huron Consulting Services LLC ("Huron" together with Raines, Stikeman, BDO, and Dentons, the "Case Professionals"), as financial advisors, *see* Doc. No. 491.

13. The proposed Final Fee Procedures (as defined herein) do not apply to professionals engaged by the Debtors pursuant to the Ordinary Course Professionals Order, as the Debtors paid such professionals in the ordinary course of business during these Chapter 11 Cases.

C. DIP Financing

14. As noted above, the Debtors obtained interim and final orders, *see* Doc. Nos. 86 (the "Interim DIP Order") and 196 (the "Final DIP Order" and with the Interim DIP Order, the "DIP Orders"), respectively, authorizing and approving the relief requested in the DIP Financing Motion. Pursuant to and in accordance with the DIP Orders, the Debtors secured access to a senior secured post-petition financing facility on a super priority priming basis, as funded by KIA II, LLC (the "DIP Lender") in the aggregate principal amount of up to $15,000,000.00 (the "DIP Facility").

15. The Debtors utilized the DIP Facility to avert a cessation of the Debtors' operations and enable the Debtors to advance an orderly sale process to maximize recoveries for all stakeholders in the Chapter 11 Cases. The DIP Facility also allowed the Debtors to minimize

potential environmental issues that would have inevitably arisen from an abrupt closure of the Debtors' operations.

16. Pursuant to the Final DIP Order, the DIP Facility was set to mature upon the earliest to occur of: (a) March 18, 2025; (b) the closing of the sale of substantially all of the Debtors' assets; (c) the effective date of a confirmed Acceptable Plan (as defined in the Final DIP Order), or (d) the date of acceleration of the DIP Loans (as defined in the Final DIP Order) or termination by the DIP Lender following an Event of Default (as defined in the Final DIP Order).

E. <u>The Sale Process and Approved Sales</u>

17. Given the potential maturity date of March 18, 2025, for the DIP Facility, the Debtors had to act quickly to develop a process to maximize the value of their estates. While the Debtors contemporaneously explored both a sale process and a plan of reorganization, the Debtors filed their Sale Motion on January 16, 2025.

18. On January 28, 2025, the Court entered an *Order (A) Approving Bidding Procedures for Sale of Substantially all of the Debtors' Assets, other than Accounts, Free and Clear of all Liens, Claims, Encumbrances, and Interests, (B) Approving Stalking Horse Bid Protection, (C) Scheduling Auction for and Hearing to Approve Sale of Substantially all of the Debtors' Assets, (D) Approving Form and Manner of Notice of Sale, Auction, and Sale Order Hearing, (E) Approving Assumption and Assignment Procedures, (F) Authorizing Assumption and Assignment of Executory Contracts, and (G) Granting Related Relief* [Doc. No. 206] (the "<u>Bidding Procedures Order</u>"), which, among other things, established key dates and deadlines related to the Auction (as defined in the Sale Motion) for, and the sale of, the Purchased Assets (as defined in the Sale Motion).

19. The Bidding Procedures Order established key dates and deadlines relating to the Sale including, *inter alia*: (i) February 24, 2025 at 4:00 PM (EST) as the deadline to object to the Sale (as defined in the Sale Motion) and (ii) March 7, 2025 as the deadline to submit Bids (as defined in the Sale Motion).

20. By Order of Court dated March 11, 2025, *see* Doc. No. 346, this Court approved the *Stipulation and Consent Order Regarding (I) Rescheduled Sale Order Hearing, (II) Extension of Supplemental Objection Deadline, and (III) Convening a Status Conference,* which rescheduled the Sale Order Hearing (as defined in the Bid Procedures Order) to March 27, 2025, at 10:00 AM (EST).

21. On March 27, 2025, the Court convened a sale order hearing (the "Sale Hearing") and approved three (3) sales (the "Sales") for certain of the Debtors' assets to Rosebud Mining Company; LCT Energy, LP; and KIA II, LLC (collectively, the "Purchasers"), and on March 28, 2025, entered three sale orders: (i) the LCT Sale Order, *see* Doc. No. 429; (ii) the Rosebud Sale Order, *see* Doc. No. 430; and (iii) the KIA Sale Order, *see* Doc. No. 431. The Sales included the vast majority of the Debtors' assets. Any residual assets after consummation of the Sales either had minimal value or their value was offset by the related environmental claims and obligations related to such assets. Notably, the real properties with substantial environmental legacy obligations and the parcels adjacent thereto were excluded by the Purchasers. Numerous mining permits were likewise excluded due to the size and nature of the related environmental obligations, some of which are perpetual and purportedly have insufficient bonding or collateral for future performance.

22. The Debtors worked diligently with the Purchasers to finalize and close on the transactions authorized by the Sale Orders. The closings occurred on April 4, 2025, and on April 14, 2025, the Debtors filed their *Notice of Closing on Sale Transactions* [Doc. No. 479] (the

"Notice of Closing"). As set forth in the Notice of Closing, the Debtors used the proceeds of the Sales to satisfy the DIP Facility in fully and pay the sum of $6,250,000.00 to KeyBank, leaving $887,175.76 in escrow from the closings.

23. Throughout the sale process, the Debtors explored restructuring options. Among other things, the Debtors worked with their professionals to assess options to monetize the Debtors' net operating losses (the "NOLS"). Ultimately, the Debtors concluded that the restructuring options were not feasible.

24. Following the closings, the Debtors, the Committee, and KeyBank entered into and obtained approval of the *Stipulation and Agreed Order Between the Debtors, the Committee, and KeyBank National Association (I) Extending the Use of Cash Collateral and (II) Modifying Certain terms under the Final DIP Order* [Doc. No. 461] (the "Wind Down Stipulation"), thereby extending the Debtors' use of Cash Collateral through the Wind Down Period (as defined in the Wind Down Stipulation) in accordance with the Wind Down Budget (as defined in the Wind Down Stipulation).

25. During this Wind Down Period, the Debtors continued to negotiate and eventually finalized an agreement with the PA DEP as set forth in the 9019 Motion.

26. Notwithstanding the progress made to date on winding down the estates, additional time was needed to fully and finally conclude the Chapter 11 Cases; however, the Wind Down Budget attached to the Wind Down Stipulation, and consensual use of cash collateral, was set to expire on May 30, 2025.

27. As a result, the Debtors, the Committee, and KeyBank negotiated a *Second Stipulation and Agreed Order Between the Debtors, the Committee, and KeyBank National Association (I) Extending the Use of Cash Collateral and (II) Modifying Certain Terms Under the*

Final DIP Order, which was filed with and approved by the Court on May 29, 2025. [Doc. Nos. 580 and 581] (the "Extended Wind Down Stipulation" and with the Wind Down Stipulation, the "Wind Down Stipulations"), wherein KeyBank agreed to further extend the Debtors' use of its cash collateral through June 13, 2025, subject to certain conditions set forth therein.

F. The WARN Act Notice

28. As noted above, the Bid Procedures Order set March 7, 2025, as the Bid Deadline. Throughout the entire sale process, the Debtors and their management worked tirelessly toward preserving the jobs of their employees and remained hopeful that they would receive one or more offers to acquire all or substantially all of the Debtors' assets for purposes of continuing to operate the Debtors' business as a going concern. In fact, potential purchasers made overtures to the Debtors that they would acquire substantially all of the Debtors' operations, which would have allowed for the continued employment of the vast majority of the Debtors' workforce. Also, during this period, the Debtors' professionals were vetting alternative restructuring options, which as noted above proved to be infeasible.

29. Unfortunately, by the March 7, 2025, Bid Deadline, none of the Bids received provided for the acquisition of all or substantially all of the Debtors' enterprise as a going concern or the offer of continued employment for the majority of the Debtors' workforce. As it became apparent that the prospective purchasers were not going to hire the majority of the Debtors' workforce, and with no feasible restructuring option available, the Debtors provided their entire workforce with a detailed notice (the "WARN Notice"), as required under the Worker Adjustment and Retraining Notification Act of 1988, 29 U.S.C. § 2101 *et seq.* (as amended, the "WARN Act") a few days later.

30. After the Closings, the Debtors retained limited personnel in order to comply with their ongoing environmental obligations and to address various winddown issues. By April 4, 2025, however, the Debtors had no choice but to terminate the employment for the majority of their workforce.

31. Promptly after discovering their employees would not be transitioning to new ownership, the Debtors and their professionals started working with the applicable state agencies to ensure that the Debtors' workforce received the assistance needed to aid in securing new employment.

G. Rejection of Executory Contract and Unexpired Leases

32. In connection with the Sales, the Debtors assumed and assigned certain executory contracts and unexpired leases to certain of the Purchasers. With respect to the remaining executory contracts and unexpired leases not assumed and assigned, the Debtors sought to reject the same pursuant to two omnibus motions to reject. *See* Doc. Nos. 481 and 482.

33. On April 24, 2025, the Court entered two orders authorizing the Debtors to reject certain executory contracts effective as of April 4, 2025 (the "Rejection Orders"). *See* Doc. Nos. 514 and 515. A list of the rejected executory contracts and unexpired leases are attached to the Rejection Orders as Exhibit A.

34. With the entry of the Rejection Orders, the Debtors have ceased receiving any goods and/or services previously provided by third parties pursuant to executory contracts and likewise have ceased all mining operations on previously leased property in furtherance of the Debtors' wind-down process. The Debtors have, however, continued to purchase goods and services associated with required regulatory compliance on a purchase/service order basis.

H. Resolution of PA DEP Issues

35. Throughout these Chapter 11 Cases, the PA DEP actively engaged with the Debtors, and in several instances opposed the Debtors efforts to consummate the Sales, in furtherance of preserving the interests overseen by the PA DEP.

36. While the Debtors, and at times other case parties, contested the actions of the PA DEP, throughout these Chapter 11 Cases, the Debtors and their management have continued to work diligently and in good faith to both meet the Debtors' regulatory requirements and seek means for continued reclamation and water treatment. The Debtors explored standalone restructuring options as well as options to partner with a potential purchaser to exit these Chapter 11 Cases. The Debtors likewise encouraged potential purchasers during the sale process to assume mining permits and corresponding liabilities. In short, the Debtors and their management made best efforts to satisfy their environmental obligations based on the facts and circumstances.

37. To that end, and prior to the submission of the 9019 Motion, after a substantial amount of negotiation the Debtors, the Committee, and the PA DEP entered into a stipulation approved by this Court, *see* Doc. No. 513, that required the Debtors to transfer $800,000 to the PA DEP to distribute to the users of water supplies that were affected by the Debtors' mining operations. The Debtors have since transferred $800,000 to the PA DEP per the aforementioned stipulation.

38. The 9019 Motion was approved by the Court on May 29, 2025 [Doc. No. 578]. It provides for a resolution with the PA DEP that addresses one of the most significant challenges the Debtors face in the wind down process – continued treatment of post-mining discharges. Treatment of post-mining discharges is usually a perpetual obligation that is prohibitively expensive. As the Debtors simply do not have the funds to continue to treat the post-mining discharges that affect the

waters of the Commonwealth due to facts and circumstances beyond their control, the Debtors options were to contest the nature and extent of the claims/obligations of the PA DEP regarding continued compliance or resolve the pressing issue. Notably, as of the date of filing this motion, the Debtors are without the financial means to continue the purportedly required treatment.

39. The 9019 Motion generally contemplates, *inter alia*: (i) the transfer of all or substantially all of the Debtors' remaining real property assets and certain water treatment-related equipment into various water treatment trusts; (ii) the relinquishment of further obligations by the Debtors to continue such water treatment; (iii) the Debtors agreement not to challenge bond forfeiture relating to the real properties that are subject to the 9019 Motion, and (iv) an agreement by the PA DEP to refrain from taking actions against the Debtors relating to their post-mining discharges. The 9019 Motion not only eliminates a material post-bankruptcy financial burden but provides for the continue treatment of the post-mining discharges, which by extension reduces the risk of springing administrative claims that the Debtors otherwise could not pay resulting from potential effluent injury. Additionally, the 9019 Motion allows for the Debtors to divest their interests in those real properties that remained following the sale process as well as certain water treatment equipment. These assets had virtually no value to the Debtors, in particular due to the facts that: (i) the real properties were burdened by actual and potential liability under the Clean Streams Act and similar regulations, and (ii) the Debtors received no offers to acquire these real properties through their comprehensive sale process.

40. As the PA DEP maintains that the Debtors' obligations to perform reclamation and water treatment is required under 28 U.S.C. § 959 (whether in Chapter 11 or Chapter 7) and the Debtors' continued consensual use of cash collateral for such purpose expired on May 30, 2025,

the relief granted by the Court effectively eliminated material challenges the Debtors faced with respect to post-mining discharges.

41. The 9019 Motion effectively resulted in the turnover of the ongoing water treatment obligations of the Debtors to the PA DEP and/or trustee of the water treatment trusts (as may be subsequently addressed by the PA DEP, the water treatment trustee, the Debtors' sureties, and potentially third-party contractors), and likewise disposal of assets of the Debtors that were not otherwise of material value or saleable.

42. As for the Debtors' reclamation obligations, the Debtors' inability to perform the same will likely result in bond forfeiture followed by reclamation efforts by either an arm of the PA DEP, the sureties, or contractors retained by the same.

43. The 9019 Motion brings closure to issues that have burdened these Debtors for years. Additionally, it results in transfers of property that were largely burdensome to the Debtors, leaving very little left to administer other than some potential future refunds from insurance that are subject to the liens of KeyBank.

I. <u>Residual Assets</u>

44. As a result of the 9019 Motion, the Debtors are left with minimal residual assets. The Debtors anticipate some recovery from insurers and possibly other general intangibles; however, the Debtors' estimate the value of those recoveries to be less than $500,000 in the aggregate. Considering KeyBank is owed in excess of $7.4 million[3] as of the filing of this Motion and has a first lien against all of the Debtors' assets, there remains no residual benefit for other creditors in these Chapter 11 Cases or in potential Chapter 7 cases, if these cases are converted.

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[3] As noted above, KeyBank's prepetition secured claim totaled $16,345,848.11. After subtracting payments made to KeyBank during the course of these Chapter 11 Cases in the amount of $8,930,000.00, the current total of KeyBank's secured claim is $7,415,848.11.

45. In light of the above, the Debtors and KeyBank have agreed to coordinate post-dismissal for the turnover of any residual assets to KeyBank in a cost-effective manner.

J. <u>Committee Investigation</u>

46. On April 4, 2025, the Committee served the Debtors with a Notice of Rule 30(b)(6) Deposition of the Debtors and The Official Committee of Unsecured Creditors' Request for Production of Documents to the Debtors. The Debtors identified Kevin Harrigan, its President and Chief Executive Officer, as the 30(b)(6) deponent. Contemporaneous with the noticing of Mr. Harrigan's deposition, the Committee broadly advised the Debtors of their belief of potential claims against the Debtors' officers and directors.

47. The Debtors and Committee met and conferred on April 10, 2025, to discuss the deposition topics and clarify and narrow the scope of certain document requests.

48. The Debtors served formal responses to the document requests on April 17, 2025, and made three separate productions of documents as follows:

a. April 17, 2025 (Bates Nos. 1-1851);

b. April 23, 2025 (Bates Nos. 1852-3917); and,

c. April 25, 2025 (Bates Nos. 3918-3928).

49. Thereafter, the Committee deposed Mr. Harrigan on May 1, 2025. Following the Committee's investigation, the Debtors' professionals engaged with the Committee's professionals to explore what follow up was required, if any, as a result of its investigation.

50. Ultimately, the Committee declined to take any further action with respect to what it initially viewed as potential claims. Accordingly, the Debtors submit that, though diligent, the Committee's investigation confirmed the Debtors' position that, not only do their estates possess no claims against the officers, directors, and/or senior management of the Debtors, but also that

the Debtors' officers, directors, and senior management have consistently exercised their sound business judgment and adhered to their fiduciary duties.

51. As the Debtors have monetized any assets of value through their sale process, satisfied the DIP Facility, partially satisfied the claims of KeyBank, and have resolved some of the most material issues with the PA DEP pursuant to the settlement approved by the 9019 Order, the Debtors have no material assets remaining that justify conversion to Chapter 7 cases or any other actions beyond dismissing the Debtors' Chapter 11 Cases.

K. U.S. Trustee Fees

52. The Debtors have budgeted for and will pay all remaining U.S. Trustee fees in connection with the dismissal of these Chapter 11 Cases. The Debtors do not anticipate any further fees being due to the U.S. Trustee if this Motion is granted.

L. Post-Dismissal Administration

53. While the Debtors do not contemplate a significant amount of post-dismissal administration, the Debtors will nevertheless have some inevitable post-dismissal issues to attend to, such as: (i) completion of tax returns; (ii) dismissal of the Recognition Proceeding; (iii) coordination with U.S. and Canadian regulatory agencies relating to the publicly traded parent; (iv) interfacing with insurers for any available refunds; and (v) addressing creditor inquiries, among others.

54. The Extended Wind Down Stipulation provides the Debtors' professionals with a budget to address the post-dismissal issues but does not contemplate or authorize funding Chapter 7 administration. Accordingly, any chapter 7 trustee appointed in these cases would be without the funds necessary to complete tax returns, fund the Debtors' Canadian professionals in the

Recognition Proceeding, and coordinate winddown related issues with U.S. and Canadian regulatory agencies.

M. <u>Consent of Case Constituents</u>

55. Following consultation with various case constituents, the Debtors are pleased to report that KeyBank, the Committee, and Indemnity National Insurance Company support the dismissal of these Chapter 11 Cases. As these parties reflect the interests of the holders of the vast majority of the Debtors' indebtedness, the Debtors submit the relief sought herein best serves the interests of the creditors of the Debtors' bankruptcy estates.

IV. <u>RELIEF REQUESTED</u>

56. By this Motion, the Debtors request entry of the Proposed Order (i) dismissing the Debtors' Chapter 11 Cases; (ii) exculpating certain parties from liability in connection with the Chapter 11 Cases; (iii) terminating the services of the Claims Agent in these Chapter 11 Cases; (iv) approving the procedures for submission of Final Fee Applications by the Case Professionals; and (v) granting related relief.

V. <u>LEGAL BASIS FOR RELIEF REQUESTED</u>

A. This Court Should Dismiss The Chapter 11 Cases

(i) The Chapter 11 Cases Must Be Dismissed Under Section 1112(b)(1) of the Bankruptcy Code.

57. Upon the request of a party in interest, Section 1112(b)(1) of the Bankruptcy Code provides that, absent unusual circumstances, a court "shall" dismiss a chapter 11 bankruptcy case (or convert such case to a case under chapter 7) "for cause." *See* 11 U.S.C. § 1112(b)(1). The Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 (the "<u>BAPCPA</u>") changed the

statutory language with respect to conversion or dismissal from permissive to mandatory.[4] *See* H.R. Rep. No. 109-31(I), at 442, reprinted in 2005 U.S.C.C.A.N. 88, 94 (stating that the Act "mandate[s] that the court convert or dismiss a chapter 11 case, whichever is in the best interests of creditors and the estate, if the movant establishes cause, absent unusual circumstances"); *see also Nester v. Gateway Access Sols., Inc. (In re Gateway Access Sols., Inc.)*, 374 B.R. 556 (Bankr. M.D. Pa. 2007) (stating that the amendments to section 1112 limit the court's discretion to refuse to dismiss or convert a chapter 11 case upon a finding of cause); *accord In re TCR of Denver, LLC*, 338 B.R. 494, 498 (Bankr. D. Colo. 2006) ("Congress has purposefully limited the role of this Court in deciding issues of conversion or dismissal, such that this Court has no choice, and no discretion, in that it 'shall' dismiss or convert a case under Chapter 11 if the elements for 'cause' are shown under 11 U.S.C. § 1112(b)(4).").

58. The amendments to section 1112 of the Bankruptcy Code thus limit the Court's discretion to refuse to dismiss or convert a chapter 11 case upon a finding of cause. *See In re 3 Ram, Inc.*, 343 B.R. 113, 119 (Bankr. E.D. Pa. 2006) ("Under new § 1112 when cause is found, the court shall dismiss or convert unless special circumstances exist that establish that the requested conversion or dismissal is not in the best interests of creditors and the estate."); *see also In re Broad Creek Edgewater, LP*, 371 B.R. 752, 759 (Bankr. D.S.C. 2007) (finding cause under section 1112(b) existed to either dismiss case or convert chapter 7 case to one under chapter 11) . For reasons more fully explained below, the Court should dismiss the Chapter 11 Cases because cause

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[4] Prior to the enactment of the BAPCPA, a bankruptcy court had the discretion, pursuant to its broad equitable powers, to dispose of a debtor's case, including by means of dismissal. However, a court was not mandated to dismiss a case upon the showing of cause. H.R. Rep. No. 95-595, at 405 (1977), reprinted in 1978 U.S.C.C.A.N. 5963; S. Rep. No. 95-989, at 117 (1978), reprinted in 1978 U.S.C.C.A.N. 5787

exists. Further, dismissal (and not conversion to a case under chapter 7) is in the best interests of the Debtors, their creditors, and their estates because a dismissal allows the Debtors to exit the Chapter 11 Cases as efficiently as possible [and minimizes further impairment to creditors].

ii. Cause Exists Under Section 1112(b)(4) of the Bankruptcy Code

59. Section 1112(b) of the Bankruptcy Code provides a nonexclusive list of 16 grounds for dismissal for cause. 11 U.S.C. § 1112(b)(4)(A)-(P). *See In re Gateway Access Sols.*, 374 B.R. at 561 ("Generally, such lists are viewed as illustrative rather than exhaustive, and the Court should 'consider other factors as they arise.'") (quoting *First Jersey Nat'l Bank v. Brown (In re Brown)*, 951 F.2d 564, 572 (3d Cir. 1991)); *In re Commonwealth Renewable Energy, Inc.*, 550 B.R. 279, 282-83 (Bankr. W.D. Pa. 2016)(referencing section 1112(b) of the Bankruptcy Code's non-exclusive list of facts to assist in determining whether cause exists for dismissal of chapter 11 cases); *In re 3 Ram, Inc.*, 343 B.R. at 117 ("While the enumerated examples of 'cause' to convert or dismiss a chapter 11 case now listed in § 1112(b)(4) have changed under BAPCPA, the fact that they are illustrative, [and] not exhaustive has not.") (citation omitted).[5]

60. One such ground is where a party-in-interest shows that (i) there has been a "loss" or "diminution" of value of the estate and (ii) the debtor does not have a "reasonable likelihood of rehabilitation." *See* 11 U.S.C. § 1112(b)(4)(A); *see also In re Commonwealth Renewable Energy, Inc.*, 550 B.R. at 282-83 (dismissing chapter 11 case where there was no reasonable likelihood of the debtor's reorganization in the foreseeable future). Another such ground is a debtor's inability

[5] In *In re TCR of Denver*, the court recognized the apparent typographical error in section 1112(b)(4) of the Bankruptcy Code. 338 B.R. at 498. The sixteen illustrative examples of "cause" set forth in that section are linked by the word "and" after subsection (O). *Id*. Accordingly, strict construction of the statute would require that a debtor establish all of the items constituting "cause" before a case can be dismissed by the court. *Id.* The TCR Court held that Congress could not have intended to require a "perfect storm" of all sixteen circumstances listed before a case may be dismissed. *Id.*

to effectuate a successful plan of reorganization. *See* 11 U.S.C. § 1112(b)(4)(M); *In re Am. Cap. Equip., LLC*, 688 F.3d 145, 162 n.10 (3d Cir. 2012) ("the 'inability to effectuate a plan' remains a viable basis for dismissal because the listed examples of cause [in section 1112(b)] are not exhaustive"). Inability to effectuate a plan arises when a debtor lacks the capacity to "formulate a plan or carry one out" or where the "core" for a workable plan of reorganization "does not exist." *See Monsour Medical Center, Inc. v. Stein* (*In re Monsour Medical Center, Inc.*), 154 B.R. 201, 207 (Bankr. W.D. Pa. 1993) (holding that dismissal of the debtor's chapter 11 case was in the best interests of the creditors and debtor's estate because it was highly unlikely that debtor will put together a confirmable plan of reorganization if it remains in bankruptcy.") *Preferred Door*, 990 F.2d 547, 549 (10th Cir. 1993) (quoting *Hall v. Vance*, 887 F.2d 1041, 1044 (10th Cir. 1989)) (finding an inability to effectuate a plan arises where debtor lacks capacity to formulate a plan or carry one out); *In re Blunt*, 236 B.R. 861, 865 (Bankr. M.D Fla. 1999) (finding cause to dismiss debtor's case under section 1112(b)(2) of the Bankruptcy Code where "core" for a workable plan of reorganization found to be nonexistent).

61. As set forth above, the Debtors have liquidated all or substantially all of their assets through either closing on the Court-approved Sales or the transactions contemplated in the 9019 Motion. The Debtors no longer conduct any business and exist solely for purposes of winding down these Chapter 11 Cases. In other words, the Debtors no longer have any business to reorganize.

62. Moreover, due to the limited amount of funds remaining in the bankruptcy estates, the lack of operating assets to generate revenue, the continued diminution in cash from case administration, the lack of funds necessary to continue reclamation efforts coupled with the likelihood of bond forfeiture and corresponding post-petition claims arising therefrom, there

simply is no path to constructing and advancing a chapter 11 plan in these cases. Both the Debtors and the Committee have explored such options and concluded a chapter 11 plan process would be futile.

63. The Debtors exercised best efforts to maximize the value of their assets by exploring various restructuring options, including both a plan scenario and a sale process. Ultimately, the latter avenue was the only feasible approach. The Debtors advanced a sale process that did not yield sufficient proceeds to satisfy all of their senior secured debt, leaving KeyBank with a significant shortfall. As a result, any remaining collateral (which is minimal and insufficient to satisfy the balance of KeyBank's claim) is subject to the senior, properly perfected liens of KeyBank. In the process of administering these de minimis assets, the Debtors, their estates, the Committee, and creditors continue to accrue professional fees and expenses in connection with a process that cannot reasonably be expected to generate any meaningful recovery for stakeholders. Whether in a chapter 11 or a chapter 7, creditors, including KeyBank, and other parties in interest do not benefit from the continued accrual of professional fees, which are inevitable for so long as these Chapter 11 Cases are not dismissed.

64. There is no feasible or confirmable plan available for these Debtors. There is no longer a business to reorganize, assets to distribute,[6] or funds in excess of the Extended Wind Down Budget available to satisfy ongoing expenses, let alone fund a plan of reorganization or liquidation. Such efforts are a path to administrative insolvency, particularly considering the Debtors' inability to reclaim mining sites in the immediate future. Considering the efforts by both

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[6] As a result of KeyBank having a secured claim against any of the Debtors' remaining *de minimis* assets, the Debtors submit that, if and to the extent the Debtors receive any proceeds from collateral securing KeyBank's claim, the Debtors can and should disburse those proceeds to KeyBank unless and until its claim is satisfied in full.

the Debtors and the Committee to explore restructuring options and additional sources of recovery have borne no additional fruit, the creditors, parties in interest, and a chapter 7 trustee should not be further burdened temporally or financially by additional bankruptcy proceedings. Conversion would effectively be akin to rubbing salt into the wound. Accordingly, the Debtors respectfully submit that cause exists to dismiss the Chapter 11 Cases pursuant to section 1112(b)(4) of the Bankruptcy Code and related case law.

iii. Dismissal is in the Best Interests of the Debtors' Estates and the Creditors Thereof.

65. Since closing on the Court-approved Sales, the Debtors have diligently and efficiently attended to post-closing issues, addressing their state and federal law obligations as a coal mining operator, interfacing with the Committee, KeyBank, the PA DEP and other case constituents and otherwise advanced wind down efforts – all in furtherance of an orderly exit from the Chapter 11 Cases. Both the Debtors and the Committee have investigated whether other potential sources of recovery exist for the benefit of the body of creditors. The Debtors have taken steps to remove or otherwise transfer burdensome properties from the bankruptcy estates. The Debtors likewise have taken actions to reduce or otherwise minimize the administrative costs associated with the aforementioned efforts. There is no longer a business to reorganize or assets to distribute to anyone other than KeyBank, and thus there is no reason, nor are there funds available, to pursue a plan of reorganization or liquidation. Moreover, the Debtors and other parties in interest have investigated other potential sources of recovery and concluded that no value-enhancing paths to recovery exist. Accordingly, the Debtors submit that cause exists to dismiss the Chapter 11 Cases pursuant to section 1112(b)(4) of the Bankruptcy Code and related relevant case law.

66. Once a court determines that cause exists to dismiss a chapter 11 case, the court must also evaluate whether dismissal is in the best interests of the estate and creditors. *See In re*

Calrissian LP, 2018 WL 3854004, at *2 (Bankr. D. Del. 2018); *In re Superior Sliding & Window, Inc.*, 14 F.3d 240, 243 (4th Cir. 1994) ("Once 'cause' is established, a court is required to consider this second question of whether to dismiss or convert."). As set forth herein, a variety of factors demonstrate that it is in the best interests of the Debtors, their estates, and their creditors to dismiss the Chapter 11 Cases and authorize the relief sought herein.

67. *First*, dismissal of a debtor's case meets the best interests of creditors test where a debtor has nothing left to reorganize and the debtor's assets are fixed and liquidated. *See In re BTS, Inc.*, 247 B.R. 301, 310 (Bankr. N.D. Okla. 2000); *In re Camden Ordinance Mfg. Co. of Arkansas, Inc.*, 245 B.R. 794, 799 (E.D. Pa. 2000) (finding that a reorganization to salvage a business which ceased doing business was not feasible); *In re Brogdon Inv. Co.*, 22 B.R. 546, 549 (Bankr. N.D. Ga. 1982) (dismissing chapter 11 case in part where there was "simply nothing to reorganize" and no reason to continue the reorganization). This factor is easily satisfied based on the facts and circumstances surrounding these Chapter 11 Cases.

68. *Second*, courts have found that dismissal is in the "best interests of creditors" where an interested party, other than the debtor, supports the dismissal of the debtor's chapter 11 case. *See Camden Ordnance*, 245 B.R. at 799; *In re Mazzocone*, 183 B.R. 402, 414 (Bankr. ED. Pa. 1995), *aff'd*, 200 B.R. 568 (E.D. Pa. 1996) (factors weighed more heavily in favor of dismissal of chapter 11 case rather than conversion to chapter 7 where debtor and U.S. Trustee both favored dismissal). Here, both KeyBank - the only remaining creditor with any real economic interest in any remaining assets – and the Committee – who was integrally involved in these Chapter 11 Cases and investigated any remaining assets that could be monetized for value – support dismissal of these Chapter 11 Cases rather than conversion to chapter 7.

69. *Third*, a court may find dismissal to be in the "best interests of the creditors" where a debtor demonstrates the ability to oversee its own liquidation. *See Camden Ordnance*, 245 B.R. at 799-800; *Mazzocone,* 183 B.R. at 412 ("Only when a Chapter 11 debtor has no intention or ability to . . . perform its own liquidation . . . should a debtor be permitted to remain in bankruptcy[.]"). Here, the Debtors have already liquidated or otherwise transferred substantially all of their assets in advance of the requested dismissal, have secured funding for post-dismissal wind down via the Extended Wind Down Stipulation to address largely administrative functions associated with closure of the Recognition Proceeding and interfacing with applicable U.S. and Canadian regulatory agencies, and have proposed through this Motion a means to resolve any trailing issues should this Court grant the relief requested in this Motion.

70. *Fourth*, and finally, dismissal is appropriate where, as here, the dismissal of a chapter 11 case will maximize the value of a debtor's estate.[7] Conversion to chapter 7 would impose substantial and unnecessary additional administrative costs upon the Debtors' estates with no hope or expectation that the estate and unsecured creditors would receive more value. Under the circumstances, a chapter 7 trustee would have no funds to satisfy additional claims arising after conversion of the Chapter 11 Cases to cases under chapter 7 of the Bankruptcy Code and creditors/parties in interest who are monitoring the cases, both in the United States and the Recognition Proceeding in Canada, would inevitably be required to incur additional costs and waste valuable time and resources.

[7] One element of the best interest test focuses upon whether the economic value of the estate is greater inside or outside of bankruptcy. *In re Clark*, 1995 WL 495951, at 5 (N.D. Ill. 1995); *In re Staff Inv. Co.*, 146 B.R. 256, 261 (Bankr. E.D. Cal. 1993). The prime criterion for assessing the best interests of the estate is the maximization of value as an economic enterprise. *See id.*

71. The Debtors have determined that there are no remaining unencumbered assets of any material value that warrant keeping the Chapter 11 Cases open or that justify conversion to chapter 7. As a result, creditors would not receive greater recoveries in a chapter 7 liquidation and there would be nothing of value for a chapter 7 trustee to dispose of. Conversion will yield unnecessary burden and nothing more.

72. Numerous courts, in this District, the Third Circuit, and throughout the country, have approved orderly dismissals under similar circumstances to that of the Debtors, where the debtor lacks the requisite financial wherewithal to confirm a chapter 11 plan and/or where the costs associated with plan confirmation would eliminate the possibility of a meaningful creditor recovery. *See, e.g., In re Claim Jumper Acquisition Company, LLC, et al.*, Case No. 22-21941-GLT, [Doc. No. 337] (Bankr. W.D. Pa. Dec. 23, 2022) (entering the *Modified Order (I) Establishing Procedures With Respect to Final Fee Applications; (II) Authorizing the Debtors to Make Distributions to Claimants Holding Allowed Professional Fee claims; (III) Dismissing Certain of the Debtors' Chapter 11 Cases and Providing Procedures for Dismissal of the Remaining Debtor's Chapter 11 Case; and ([I]V) Granting Related Relief* following approval of a sale that did not provide for recoveries to general unsecured creditors); *The RP Co. Liquidating, LLC, et al.,* Case No. 23-10774, [Doc. No. 700] (BLS) (Bankr. D. Del. Mar. 27, 2024)*; Makeup Liquidating Holdings, LLC (f/b/a BHCosmetics Holdings, LLC)*, Case No. 22-10050, [Doc. No. 415] (Bankr. D. Del. Sept. 23, 2022)*; In re KB Toys, Inc.*, Case No. 08-13269, [Doc. No. 914] (Bankr. D. Del. Dec. 1, 2009); *In re CFM U.S. Corporation, et. al.*, Case No. 08-10668, [Doc. No. 1097] (Bankr. D. Del. 2009); *In re Wickes Holdings, LLC, et al.*, Case No. 08-10212, [Doc. No. 1418] (Bankr. D. Del. June 30, 2009); *In re Bag Liquidation, Ltd*, Case No. 08- 32096, [Doc. No. 688] (Bankr. N.D. Tex. Sept. 30, 2009); *In re Levitz Home Furnishings, Inc.*, Case. No. 05- 45189, [Doc. No. 1167]

(Bankr. S.D.N.Y. Mar. 28, 2008); *In re Princeton Ski Shop, Inc., et al*, Case No. 07-26206, [Doc. No. 546] (Bankr. D.N.J. Dec. 23, 2008); *In re Harvey Elecs., Inc.*, Case No. 07-14051, [Doc. No. 177] (Bankr. S.D.N.Y. Dec. 16, 2008).

73. For these reasons, the Debtors submit that dismissal pursuant to section 1112 of the Bankruptcy Code is in the best interest of the Debtors' creditors and their estates.

iv. Section 305(a) of the Bankruptcy Code Supports Dismissal of the Chapter 11 Cases.

74. Cause also exists to dismiss these Chapter 11 Cases pursuant to section 305(a) of the Bankruptcy Code, which provides that the "court, after notice and a hearing, may dismiss a case under this title . . . at any time if—(1) the interests of creditors and the debtor would be better served by such dismissal or suspension . . . ." *See* 11 U.S.C. § 305(a). *In re AMC Investors, LLC*, 406 B.R. 478, 487-88 (Bankr. D. Del. 2009).

75. Whether dismissal is appropriate under this provision is determined on a case-by-case basis and rests in the sound discretion of the bankruptcy court. *In re Sky Grp. Int'l, Inc.*, 108 B.R. 86, 91 (Bankr. W.D. Pa. 1989). Many factors are considered when determining the best interests of creditors and the debtor, a few of which include: (i) the economy and efficiency of administration, (ii) whether federal proceedings are necessary to reach a just and equitable solution, (iii) whether there is an alternative means of achieving an equitable distribution of assets, and (iv) whether the debtor and the creditors are able to work out a less expensive out-of- court arrangement that better serves all interests in the case. *AMC Investors*, 406 B.R. at 488

76. Here, as described above, cause exists for dismissal under section 305(a) of the Bankruptcy Code. The Debtors do not believe that there are any additional potential recoveries that would warrant keeping the Chapter 11 Cases open for further administration. Under the circumstances, conversion to chapter 7 would impose additional administrative costs with no

corresponding benefit to the Debtors' creditors or their estates. Dismissal of the Chapter 11 Cases as set forth in this Motion provides the most efficient, cost-effective method of effectuating the wind-down of the Debtors' estates and ensures payment of all U.S. Trustee fees. *See In re Monsour Medical Center, Inc.*, 154 B.R. at 207 (dismissing a debtor's chapter 11 case under section 305(a) where "it [was] highly unlikely that debtor will put together a confirmable plan of reorganization."). The interests of the Debtors and its creditors are best served by dismissal.

v. The Court Should Dismiss the Chapter 11 Cases Pursuant to Section 105(a) of the Bankruptcy Code.

77. Consistent with the aforementioned standards, the Debtors' Chapter 11 Cases should be dismissed under Section 1112(b) as soon as possible. Dismissal of these cases will not impair the rights of creditors, as dismissal will simply return such creditors to their relative priority positions immediately prior to filing of the Debtors' voluntary petitions. KeyBank, the Debtors' senior secured prepetition lender, continues to have a superior claim on all of the Debtors' assets by virtue of the DIP Orders, the Wind Down Stipulations, and its prepetition loan documents.

78. Section 105(a) of the Bankruptcy Code provides the Court with supplemental authority to effectuate the overall policy objectives of the Bankruptcy Code in connection with a motion to dismiss a chapter 11 case. *See* 11 U.S.C. § 105(a) ("The Court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.").

79. Here, given the circumstances discussed above, the Chapter 11 Cases should be dismissed to allow the Debtor entities to winddown their affairs and exit from the Chapter 11 Cases as efficiently as possible. The voluntary dismissal of the Chapter 11 Cases accomplishes this goal. Absent a dismissal, the Debtors would continue to incur substantial chapter 11 administrative expenses with no hope of satisfying them. The Debtors' creditors likewise would incur costs of professionals, whether in a chapter 11 or chapter 7.

80. Accordingly, the dismissal of the Chapter 11 Cases is consistent with the policy objectives of the Bankruptcy Code and this Court should dismiss such cases.

vi. All Orders Entered in these Chapter 11 Cases Should Remain in Effect.

81. The dismissal of a chapter 11 case ordinarily vacates all orders previously entered by the bankruptcy court and restores all parties to the prepetition status quo. *See* 11 U.S.C. § 349(b). A bankruptcy court may, however, "for cause, order otherwise" *Id*. Courts in the Third Circuit have regularly allowed orders, including those approving releases and settlements, to be given continued effect after a dismissal, notwithstanding section 349 of the Bankruptcy Code. *See, e.g., In re TSAWD Holdings, Inc.*, No. 16-10527 (MFW) (Bankr. D. Del. Mar. 23, 2021) [Doc. No. 4833] (giving continued effect to orders entered throughout the pendency of the chapter 11 cases, including sale orders)*; In re RM Wind-Down Holdco LLC*, No. 18-11795 (MFW) (Bankr. D. Del. Feb. 18, 2020) [Do. No. 721] (same); *In re The Bon-Ton Stores, Inc.*, No. 18- 10248 (MFW) (Bankr. D. Del. Feb. 1, 2019) [Doc. No. 1488] (same); *In re Sunco Liquidation, Inc.*, No. 17-10561 (KG) (Bankr. D. Del. Nov. 6, 2017) [Doc. No. 865] (same).

82. In these Chapter 11 Cases, the Debtors secured postpetition financing pursuant to the DIP Order and the Wind Down Stipulations, and sold substantially all of their assets to the Purchasers pursuant to three (3) highly negotiated asset purchase agreements and related Sale Orders. The Debtors have also assumed and assigned certain executory contracts and unexpired leases to certain of the Purchasers. The Debtors likewise secured a favorable settlement with the PA DEP pursuant to the Order approving the 9019 Motion. As the DIP Order, Wind Down Stipulations, Sales and the 9019 Motion accomplished substantial goals of these Chapter 11 Cases, the Debtors believe it is critical that all orders, including the DIP Order, Wind Down Stipulations, Sale Orders and the Order approving the 9019 Motion, be given continued effect after dismissal,

and that the relief requested is necessary to protect the Debtors and preserve the authority the Debtors had to act pursuant to the various orders entered by this Court. Given the facts and circumstances, the Debtors submit that ample cause exists to allow all prior orders, releases (including, without limitation, all releases granted to the DIP Lender through the Final DIP Order and all protections granted KeyBank in connection with the same, and the Wind Down Stipulations), other stipulations, settlements, rulings, and judgments entered by the Court in connection with the Chapter 11 Cases to be given continued effect, notwithstanding the requested dismissal, unless otherwise provided by a subsequent stipulation with the same party or parties.

vii. The Limited Exculpation Provisions in the Dismissal Order are Appropriate and Should be Approved.

83. The Debtors seek approval of limited exculpation provisions in connection with dismissal based on actions taken during the course of these Chapter 11 Cases.

84. The limited exculpation sought by the Debtors in the Proposed Order is appropriate because it is fair, necessary, and supported by the factual record and applies to parties that played significant roles in these Chapter 11 Cases. *See, e.g.*, *In re Great Atlantic & Pacific Tea Co., Inc., et al.*, No. 15-23007 (RDD) 2021 WL 5863393, at *12 (Bankr. S.D.N.Y. May 13, 2021) (approving exculpation of the debtors, creditors' committee and secured lender, among others, in dismissal order). The Debtors and their directors, officers, and employees who served during any portion of these Chapter 11 Cases, the Case Professionals, the DIP Lender and its counsel, and KeyBank and its counsel, (collectively, the "Exculpated Parties") worked diligently and cooperatively throughout these Chapter 11 Cases to advance a value-maximizing chapter 11 and accomplish an efficient wind-down of the Debtors' estates. In consideration of these efforts, the Debtors seek limited exculpation of the Exculpated Parties.

85. The exculpation provisions included in the Proposed Order will protect the Exculpated Parties from liability for any actions taken (or omitted to be taken) in good faith, relating to or in connection with these Chapter 11 Cases, including the formulation and implementation of this Motion and the Proposed Order. Courts in the Third Circuit have approved similar relief where, like here, it is warranted. *See, e.g., The RP Co. Liquidating, LLC, et al.,* Case No. 23-10774, [Doc. No. 700] (BLS) (Bankr. D. Del. Mar. 27, 2024)*; Makeup Liquidating Holdings, LLC (f/b/a BHCosmetics Holdings, LLC)*, Case No. 22-10050 (JKS) [Doc. No. 415] (Bankr. D. Del. September 23, 2022); *In re Destination Maternity Corp., et al.,* No. 19-12256 (BLS) [Doc. No. 1229] (Bankr. D. Del. Dec. 29, 2021) (approving release provision in dismissal order that relieved estate fiduciaries of liability related to actions taken in good faith in connection with the chapter 11 proceedings); *In re Great Atlantic & Pacific Tea Co., Inc., et al.*, 2021 WL 5863393, at *12 (approving exculpation of the debtors, creditors' committee, and secured lender, among others, in dismissal order); *In re Real Industry, Inc., et al.*, No. 17-12464 (KJC) [Doc. No. 1165] (Bankr. D. Del. Dec. 18, 2018) (approving exculpation of estate fiduciaries in dismissal order); *In re City Sports, Inc.*, No. 15-12054 (KG) [Doc. No. 647] (Bankr. D. Del. Mar. 4, 2016) (approving broad release provision); *In re Coach Am Grp. Holdings Corp.*, No. 12-10010 (KG) [Doc. No. 1568] (Bankr. D. Del. May 31, 2013) (approving consensual releases and broad exculpation). Further, the proposed exculpation provisions expressly exclude liability for any acts of gross negligence or willful misconduct on the part of the Exculpated Parties. The Debtors, therefore, submit that the limited exculpation provisions in the Proposed Order are appropriate and request that they be approved.

viii. Debtors' Authority to Terminate Engagement of Claims Agent

86. In connection with the closure of the Chapter 11 Cases, the Debtors request the claims and noticing services provided by the Claims Agent pursuant to: (i) the *Order Authorizing the Employment and Retention of Omni Agent Solutions, Inc., as Claims and Noticing Agent Pursuant to 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), and W. PA. LBR 1002-8 and Granting Related Relief* [Doc. No. 83] (the "156(c) Order"); and (ii) the *Order Authorizing the Employment and Retention of Omni Agent Solutions, Inc., as Administrative Agent, Nunc Pro Tunc to the Petition Date* [Doc. No. 85] (the "327 Order" and with the 156(c) Order, the "Omni Retention Orders"), be terminated. Upon termination of the Claims Agent's services, and except as otherwise provided in the Local Rules, the Debtors request that the Claims Agent shall have no further obligations under the Omni Retention Orders to the Debtors or to any other party in interest with respect to the Claims Agent's services.

87. The Debtors respectfully request a waiver of W. PA. LBR 1002-8(e) to the extent it requires a separate application to terminate the Claims Agent. The Debtors believe it is an appropriate exercise of their sound business judgment to include the request to terminate the services of the Claims Agent within the instant Motion, as doing so avoids the incurrence of unnecessary administrative expenses through the preparation and filing of a standalone application.

88. The Debtors further submit that the Proposed Order incorporates the material terms and conditions of Local Form 54, which is the *Proposed Order Terminating Services of Claims and Noticing Agent*, as modified to reflect these Chapter 11 Cases, thereby accomplishing the goals of the applicable Local Rules.

ix. Recognition of Final Fee Application Orders

89. In order to afford the Case Professionals an opportunity to file their final applications for allowance and approve of fees and expenses incurred in these Chapter 11 Cases, the Debtors have advised each of the Case Professionals of their intention to incorporate orders entered by this Court in respect of any previously filed interim applications for compensation, as well as forthcoming final applications for allowance and payment of fees and expenses (each, a "Final Fee Application").

90. The Debtors' Professionals intend to submit their Final Fee Application on or before June 4, 2025, such that this Court can hold hearings on the Final Fee Applications, if any, contemporaneously with the hearing to consider the relief requested in this Motion and have encouraged other case professionals to do the same.

91. If and to the extent this Court grants the relief requested in this Motion, the Debtors also submit that, consistent with the authority set forth above, any orders authorizing and approving fees and expenses for Case Professionals can, and should, survive dismissal of these Chapter 11 Cases.

VI. REQUEST FOR EXPEDITED CONSIDERATION

92. The Debtors respectfully request that this Court schedule an expedited hearing to consider the relief requested in this Motion. Attached hereto as **Exhibit B** is a proposed scheduling order.

93. The Debtors submit that, as more fully set forth herein, cause exists to expedite the hearing on this Motion because, *inter alia*: (i) the Debtors only have limited consensual use of cash collateral pursuant to the Wind Down Stipulations; (ii) the Debtors have liquidated or otherwise transferred all or substantially all of their assets of any value; and (iii) absent an

expedited hearing, the Debtors will continue to incur additional administrative fees and costs outside of the applicable Wind Down Budget.

94. Conversely, as the Debtors have no remaining unencumbered assets of any value and no other potential for reorganization, the Debtors submit that no other creditor or party in interest will be harmed by the scheduling of an expedited hearing on this Motion.

95. The Debtors submit that the need for an expedited hearing has not been caused by any fault of the Debtors or their professionals but has been brought about solely by circumstances outside of their control.

NOTICE

96. Notice of this Motion shall be provided in accordance with the *Revised Order Establishing Certain Notice, Case Management, and Administrative Procedures as well as Granting Related Relief* [Doc. No. 38] (the "Case Management Order") on the Master Service List and all parties who have requested notice in accordance with Bankruptcy Rule 2002 as well as the following parties: (a) the United States Office of Surface Mining Reclamation and Enforcement, (b) the United States Mine Safety and Health Administration, (c) the United States Environmental Protection Agency, (d) the United States Army Corps of Engineers, (e) the Borough of Somerset, (f) First National Trust Company, (g) the Department of Justice (Canada), (h) the Attorney General of Canada, (i) the Ontario Securities Commission, (j) the TSX-Venture Exchange, (k) the Canadian Investment Regulatory Organization, and (l) the Ministry of Finance (Ontario).

Dated: June 3, 2025

RAINES FELDMAN LITTRELL, LLP

By:*/s/ Michael J. Roeschenthaler*
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Counsel to the Debtors and
Debtors in Possession

Exhibit A

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

In Re:	**Case No.: 25-70001-JAD**
WILSON CREEK ENERGY, LLC, *et al.,*[1]	**Chapter 11** ***Jointly Administered***
Debtors.	**Doc. No.:**
WILSON CREEK ENERGY, LLC, *et al.,*	**Related to Document No.**
Movant,	**Hearing Date:**
v.	**Hearing Time:**
NO RESPONDENTS.	**Response Deadline:**

ORDER (I) DISMISSING THE CHAPTER 11 CASES; (II) EXCULPATING CERTAIN PARTIES FROM LIABILITY IN CONNECTION WITH THE CHAPTER 11 CASES; (III) TERMINATING ENGAGEMENT OF CLAIMS AGENT; AND (IV) GRANTING RELATED RELIEF

Upon consideration of the motion (the "Motion")[2] of the Debtors for entry of an order (i) dismissing the Debtors' chapter 11 cases (collectively, these "Chapter 11 Cases"); (ii) exculpating certain parties in connection with the Chapter 11 Cases; (iii) terminating the services of Omni Agent Solutions, Inc., as claims and noticing agent (the "Claims Agent") in these Chapter 11 Cases; and (iv) granting related relief, pursuant to sections 105(a), 305(a), 349 and 1112(b) of the Bankruptcy Code, Bankruptcy Rule 1017(a), and Local Rule 1017-2; and the Court having jurisdiction to

[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 Holdings, 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 not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

consider the Motion and to grant the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and the matter being a core proceeding under 28 U.S.C. § 157(b)(2); and venue being proper under 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been given, and it appearing that no other or further notice need be provided; and after due deliberation thereon and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.

2. All objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are overruled on the merits and denied with prejudice.

3. Pursuant to sections 1112(b), 305(a), and 105(a) of the Bankruptcy Code, each of the Chapter 11 Cases are hereby dismissed effective as of the date of entry of this Order.

4. The Clerk of the Court shall enter this Order individually on each of the dockets of the Chapter 11 Cases and thereafter each docket shall be marked as "Closed."

5. Notwithstanding anything to the contrary, including, without limitation, section 349 of the Bankruptcy Code, all prior orders, releases, stipulations, settlements, rulings, orders and judgments of this Court made during the course of the Chapter 11 Cases or any related adversary proceeding, including, without limitation, the Sale Orders, the DIP Orders, and the Wind Down Stipulations, shall remain final and in full force and effect, shall be unaffected by the dismissal of the Chapter 11 Cases, and are specifically preserved for all preclusive purposes, including, without limitation, collateral estoppel and *res judicata*.

6. Within ten (10) business days of entry of this Order, the Debtors shall remit all accrued and unpaid fees owed to the Office of the United States Trustee.

7. From and after the date of entry of this Order, the Debtors, their directors, officers and employees of the Debtors who served during any portion of these Chapter 11 Cases, and the Debtors' professionals retained in these Chapter 11 Cases, the Committee and the Committee's professionals retained in these Chapter 11 Cases, the DIP Lender and its professionals retained in these Chapter 11 Cases, and KeyBank National Association and its professionals retained in these Chapter 11 Cases (each an "Exculpated Party"), shall be exculpated from any liability for any act taken or omitted to be taken in good faith from the Petition Date through the date of entry of this Order in connection with or related to the Chapter 11 Cases, including but not limited to, the implementation of this Order (other than an act in contravention of this Order), except for any claim or cause of action arising from the fraud, gross negligence, or willful misconduct of such Exculpated Party.

8. Entry of this Order is without prejudice to (a) the rights of the Debtors or any other party in interest to seek to reopen the Chapter 11 Cases for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the right of the Debtors or any other parties in interest to dispute, object to or resolve all claims that were filed against the Debtors in the Chapter 11 Cases.

9. Upon entry of this Order, the Claims Agent is relieved of its responsibilities in these Chapter 11 Cases; *provided*, *however*, that the Claims Agent shall provide the services described in this paragraph. Within fourteen (14) days of entry of this Order, the Claims Agent shall: (i) prepare final claims registers for the Clerk's Office pursuant to any current guidelines for implementing 28 U.S.C. § 156(c); (ii) box and transport all claims to the Federal Archives, at the direction of the Clerk's Office; and (iii) to the extent not already uploaded, upload the creditor mailing list into CM/ECF. Should the Claims Agent receive any mail regarding the Chapter 11 Cases after entry of this Order, the Claims Agent shall collect and forward such mail monthly, to

counsel for the Debtors; *provided*, *however*, that the Claims Agent is authorized to destroy any undeliverable mail, correspondence, or other documents that it has in its possession related to the Debtors, other than the mail referenced in this paragraph.

10. The Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or relating to the implementation of any motion filed or order of this Court entered in these Chapter 11 Cases, including, without limitation, the Sale Orders, and to rule on the allowance of the interim and final compensation of professionals retained in these Chapter 11 Cases.

11. All orders allowing and approving the Final Fee Applications shall remain in full force and effect and shall not be subject to any further objection, challenge, contest, or dispute. Within two business days of payment of all fees approved by Final Fee Applications, including, without limitation, funding of any and all approved Post-Dismissal fees and costs, all funds remaining in the Professional Fee Weekly Escrow (as defined at Doc. No. 581) shall be distributed to KeyBank.

12. From and after the entry of this Order, the Debtors, and any of their respective directors, officers, employees, managers, attorneys, consultants and advisors shall neither have nor incur any liability to any person for any act taken or omitted, or to be taken, in connection with the preparation, filing, or prosecution of the Chapter 11 Cases including, but not limited to, seeking and effectuating the dismissal of the Chapter 11 Cases and implementation or consummation of this Order.

13. The Debtors shall continue to comply with the current Wind Down Budget (as defined at Doc. No. 581) and all cash not spent pursuant to the Wind Down Budget and/or otherwise agreed and approved pursuant to the Second Cash Collateral Stipulation, shall be

disbursed to KeyBank.

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

Prepared by: */s/ Michael J. Roeschenthaler*
Michael J. Roeschenthaler, Counsel to the Debtors.

BY THE COURT:

____
Jeffery A. Deller, Judge
United States Bankruptcy Court

Exhibit B

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

In Re:	**Case No.: 25-70001-JAD**
WILSON CREEK ENERGY, LLC, *et al.*,[1]	**Chapter 11**
Debtors.	***Jointly Administered***
WILSON CREEK ENERGY, LLC, *et al.*,	**Doc. No.:**
Movant,	**Related to Document No.**
v.	**Hearing Date:**
Respondents.	**Hearing Time:**
	Response Deadline:

ORDER SETTING EXPEDITED HEARING AND RESPONSE DEADLINE REGARDING DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) DISMISSING THE CHAPTER 11 CASES; (II) EXCULPATING CERTAIN PARTIES FROM LIABILITY IN CONNECTION WITH THE CHAPTER 11 CASES; (III) TERMINATING ENGAGEMENT OF CLAIMS AGENT; (IV) RECOGNITION OF FINAL FEE APPLICATIONS; AND (V) GRANTING RELATED RELIEF

AND NOW, this ____ day of ___________________**,** ***2025,*** **NOTICE IS HEREBY GIVEN THAT** a ***Request for an Expedited Hearing*** to consider entry of the *Debtors' Expedited Motion for Entry of an Order (I) Dismissing the Chapter 11 Cases; (II) Exculpating Certain Parties from Liability in Connection with the Chapter 11 Cases; (III) Terminating Engagement of Claims Agents; (IV) Recognition of Final Fee Applications; and (IV) Granting Related Relief* (the "Motion") filed in the above-referenced case:

[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 Resource, 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.

On or before* ____, *responses to the request for approval of the Motion shall be filed with the Clerk of the Bankruptcy Court and served on the parties in interest.

A hearing will be held on* ________________________________ *at* _________ __*.M (EST) before Judge Jeffery A. Deller in Courtroom D, 54th Floor, U.S. Steel Tower, 600 Grant Street, Pittsburgh, PA 15219. Unless otherwise ordered, parties may also appear for non-evidentiary matters remotely by utilizing the Zoom video conference platform ("Zoom"). To participate in the hearing via Zoom, use the following link no later than ten (10) minutes prior to your scheduled hearing time: https://www.zoomgov.com/j/16009283473, or alternatively, you may use the following Meeting ID: 160 0928 3473. All participants appearing remotely via Zoom or otherwise must comply with the Notice of Temporary Modification of Procedures Before the Honorable Jeffery A. Deller For Matters Scheduled On or After November 1, 2023 ("Judge Deller's Zoom Procedures"), which can be found on the Court's website at https://www.pawb.uscourts.gov/content/judge-jeffery-deller. Persons without video conferencing capabilities must immediately contact Chambers staff at (412) 644-4710 to make alternate arrangements if they desire to participate remotely. Absent emergency circumstances, such arrangements must be made no later than three (3) business days prior to the hearing. All persons are also reminded that pursuant to the Court's Notice and Order, and as set forth in Judge Deller's Zoom Procedures, the public's recording or duplication of any audio or video of the hearing is strictly prohibited.

The Debtors shall serve a copy of this completed Scheduling Order and the Motion by (1) overnight mail **or** (2) facsimile **or** (3) email (separate from CM/ECF) in accordance with the Case

Management Order [Doc. No. 39]. The Debtors shall immediately file a certificate of service indicating such service.

Prepared by: *<u>/s/ Michael J. Roeschenthaler</u>*
Michael J. Roeschenthaler, Counsel to the Debtors

BY THE COURT:

____
Honorable Jeffery A. Deller
United States Bankruptcy Court