

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

	)	
In re:	)	Chapter 11
	)	
BLACKHAWK MINING LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 19-11595 (LSS)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF AMENDED<sup>2</sup>AGENDA ON MATTERS SCHEDULED FOR  
HEARING ON OCTOBER 25, 2019 AT 2:00 P.M. (ET)<sup>3</sup>**

**I. MATTER UNDER CERTIFICATION OF COUNSEL:**

1. Debtors’ Motion for Entry of an Order (I) Authorizing the Debtors to Amend the Term DIP Credit Agreement to Increase the Size of the Facility, (II) Granting Related Liens and Conferring Superpriority Expense Status, and (III) Granting Related Relief [Docket No. 280 – filed October 3, 2019]

Response/Objection Deadline: October 18, 2019 at 4:00 p.m. (ET)

Responses/Objections Received: None to date.

Related Documents:

- i. Declaration of Kevin Nystrom in Support of the Debtors’ Motion for Entry of an Order (I) Authorizing the Debtors to Amend the Term DIP Credit

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number include: Blackhawk Mining LLC (5600); Blackhawk Coal Sales, LLC (9456); Blackhawk Land and Resources, LLC (7839); Blackhawk River Logistics, LLC (3388); Blue Creek Mining, LLC (2427); Blue Diamond Mining, LLC (3488); Eagle Shield, LLC (6721); FCDC Coal, Inc. (6188); Guyandotte Mining, LLC (4882); Hampden Coal, LLC (8241); Kanawha Eagle Mining, LLC (0586); Logan & Kanawha, LLC (3178); Panther Creek Mining, LLC (0627); Pine Branch Land, LLC (9661); Pine Branch Mining, LLC (9681); Pine Branch Resources, LLC (9758); Redhawk Mining, LLC (0852); Rockwell Mining, LLC (3874); Spruce Pine Land Company (2254); Spurlock Mining, LLC (2899); Triad Mining, LLC (7713); and Triad Trucking, LLC (6112). The location of the Debtors’ service address in these chapter 11 cases is 3228 Summit Square Place, Suite 180, Lexington, Kentucky 40509.

<sup>2</sup> **Amended items appear in bold.**

<sup>3</sup> The hearing will be held before The Honorable Laurie Selber Silverstein at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6<sup>th</sup> Floor, Courtroom 2, Wilmington, Delaware 19801. Any person who wishes to appear telephonically at the **October 25, 2019** hearing must contact COURTCALL, LLC at 866-582-6878 prior to the hearing to register his/her telephonic appearance in accordance with *The Instructions for Telephonic Appearances Effective January 5, 2005, Revised May 11, 2018*. All motions and other pleadings referenced herein are available online free of charge at the following address: <https://cases.primeclerk.com/blackhawkmining>.

Agreement to Increase the Size of the Facility, (II) Granting Related Liens and Conferring Superpriority Administrative Expense Status, and (III) Granting Related Relief and the Debtors' Motion for Entry of an Order (A) Approving the Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization, (B) Approving the Form of Notice and Schedule of Dates and Deadlines Relating Thereto, and (C) Granting Related Relief [Docket No. 282 – filed October 3, 2019]

- ii. Declaration of Marc D. Puntus in Support of the Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Amend the Term DIP Credit Agreement to Increase the Size of the Facility, (II) Granting Related Liens and Conferring Superpriority Administrative Expense Status, and (III) Granting Related Relief and the Debtor' Motion for Entry of an Order (A) Approving the Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization, (B) Approving the Form of Notice and Schedule of Dates and Deadlines Relating Thereto, and (C) Granting Related Relief [Docket No. 283 – filed October 3, 2019]
- iii. Order Shortening the Notice and Objection Periods with Respect to Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Amend the Term DIP Credit Agreement to Increase the Size of the Facility, (II) Granting Related Liens and Conferring Superpriority Expense Status, and (III) Granting Related Relief [Docket No. 286 – entered October 3, 2019]
- iv. Notice of Hearing Regarding Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Amend the Term DIP Credit Agreement to Increase the Size of the Facility, (II) Granting Related Liens and Conferring Superpriority Expense Status, and (III) Granting Related Relief [Docket No. 288 – filed October 3, 2019]
- v. Interim Order (I) Authorizing the Debtors to Obtain Additional Postpetition Financing, (II) Increasing the Amount of Indebtedness Secured by Liens and Providing Superpriority Administrative Expense Status, (III) Authorizing the Debtors to Amend the Term DIP Credit Agreement, and (IV) Granting Related Relief [Docket No. 294 – entered October 7, 2019]
- vi. Notice of (A) Entry of Interim Order Interim Order (I) Authorizing the Debtors to Obtain Additional Postpetition Financing, (II) Increasing the Amount of Indebtedness Secured By Liens and Providing Superpriority Administrative Expense Status, and (III) Authorizing the Debtors to Amend the Term DIP Credit Agreement (IV) Granting Related Relief and (B) Final Hearing Thereon [Docket No. 297 – filed October 7, 2019]
- vii. Certification of Counsel Regarding Final Order (I) Authorizing the Debtors to Obtain Additional Postpetition Financing, (II) Increasing the Amount of

Indebtedness Secured by Liens and Providing Superpriority Administrative Expense Status, (III) Authorizing the Debtors to Amend the Term DIP Credit Agreement, and (IV) Granting Related Relief [Docket No. 308 - filed October 22, 2019]

- viii. Final Order (I) Authorizing the Debtors to Obtain Additional Postpetition Financing, (II) Increasing the Amount of Indebtedness Secured by Liens and Providing Superpriority Administrative Expense Status, (III) Authorizing the Debtors to Amend the Term DIP Credit Agreement, and (IV) Granting Related Relief [Docket No. 314 - filed October 24, 2019]

**Status: On October 24, 2019, the Court entered an order on this matter. Accordingly, no hearing on this matter is necessary.**

## **II. MATTER GOING FORWARD:**

2. Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization [Docket No. 278 – filed October 2, 2019]

**Response/Objection Deadline:** October 18, 2019 at 4:00 p.m. (ET); extended until October 23, 2019 at 6:00 p.m. (ET) for certain landlords represented by Whiteford, Taylor & Preston LLC (the "Landlords").

**Responses/Objections Received:**

- A. Informal comments from the Landlords.
- B. Informal comments from Whyne Supply Company and Cecil I. Walker Machinery Company.
- C. Informal comments from Kentucky River Properties LLC, Timberlands LLC and KYMAN Land LLC.
- D. **Garland Fork's Limited Objection and Reservation of Rights to Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization [Docket No. 312 – filed October 24, 2019]**
- E. **Broun's Limited Objection and Reservation of Rights to Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization [Docket No. 313 – filed October 24, 2019]**
- F. **Notice of Withdrawal of Garland Fork's Limited Objection and Reservation of Rights to Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization [Docket No. 316 – filed October 24, 2019]**

**G. Notice of Withdrawal of Broun's Limited Objection and Reservation of Rights to Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization [Docket No. 317 – filed October 24, 2019]**

Related Documents:

- i. Notice of Filing Blackline of Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization [Docket No. 279 – filed October 2, 2019]
- ii. Debtors' Motion for Entry of an Order (A) Approving the Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization, (B) Approving the Form of Notice and Schedule of Dates and Deadlines Relating Thereto, and (C) Granting Related Relief [Docket No. 281 – filed October 3, 2019]
- iii. Declaration of Kevin Nystrom in Support of the Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Amend the Term DIP Credit Agreement to Increase the Size of the Facility, (II) Granting Related Liens and Conferring Superpriority Administrative Expense Status, and (III) Granting Related Relief and the Debtors' Motion for Entry of an Order (A) Approving the Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization, (B) Approving the Form of Notice and Schedule of Dates and Deadlines Relating Thereto, and (C) Granting Related Relief [Docket No. 282 – filed October 3, 2019]
- iv. Declaration of Marc D. Puntus in Support of the Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Amend the Term DIP Credit Agreement to Increase the Size of the Facility, (II) Granting Related Liens and Conferring Superpriority Administrative Expense Status, and (III) Granting Related Relief and the Debtor' Motion for Entry of an Order (A) Approving the Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization, (B) Approving the Form of Notice and Schedule of Dates and Deadlines Relating Thereto, and (C) Granting Related Relief [Docket No. 283 – filed October 3, 2019]
- v. Order (A) Approving the Form of Notice and Schedule of Dates and Deadlines Relating to the Approval of the Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization, (B) Granting Related Relief [Docket No. 295 – entered October 7, 2019]
- vi. Declaration of James Daloia of Prime Clerk LLC Regarding Class 3 and Class 4 Voting Results with Respect to the Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization [Docket No. 305 - filed October 21, 2019]

- vii. Notice of Filing of Proposed Order Pursuant to 11 U.S.C. §§ 1127(b) and 1129 (I) Confirming the First Amended Joint Prepackaged Chapter 11 Plan of Reorganization, and (II) Granting Related Relief [Docket No. 309 - filed October 22, 2019]
- viii. **Declaration of Kevin Nystrom in Support of Confirmation of the Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization [Docket No. 318 - filed October 24, 2019]**
- ix. **Debtors' Statement in Further Support of the Debtors' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization [Docket No. 319 filed October 24, 2019]**

Status: The Debtors have resolved the informal comments of Wayne Supply Company, Cecil I. Walker Machinery Company, Kentucky River Properties LLC, Timberlands LLC and KYMAN Land LLC with the language included in the proposed order filed on October 22, 2019. **The Debtors have resolved the Objections filed by the Landlords and the Landlords have withdrawn those Objections.** The hearing on this matter is going forward.

*[Remainder of page intentionally left blank]*

Dated: October 24, 2019  
Wilmington, Delaware

*/s/ L. Katherine Good*  
\_\_\_\_\_  
Christopher M. Samis (DE 4909)  
L. Katherine Good (DE 5101)  
**POTTER ANDERSON & CORROON LLP**  
1313 North Market Street, 6th Floor  
P.O. Box 951  
Wilmington, Delaware 19801-6108  
Telephone: (302) 984-6000  
Facsimile: (302) 658-1192  
Email: csamis@potteranderson.com  
kgood@potteranderson.com

- and -

James H.M. Sprayregen, P.C.  
Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)  
Joseph M. Graham (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: james.sprayregen@kirkland.com  
ross.kwasteniet@kirkland.com  
joe.graham@kirkland.com

- and -

Stephen E. Hessler, P.C. (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: stephen.hessler@kirkland.com

*Counsel to the Debtors and Debtors in Possession*