

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

In re	)	
	)	Chapter 11
CLOUD PEAK ENERGY INC., <i>et al.</i> ,	)	Case No. 19 – 11047 (KG)
	)	
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	

**NOTICE OF AGENDA OF MATTERS SCHEDULED  
FOR HEARING ON AUGUST 19, 2019 AT 10:00 A.M. (ET)**<sup>2</sup>

**I. CONTINUED MATTER:**

1. BNSF Railway Company’s Motion, Pursuant to Section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 9018-1(d) for an Order Authorizing That Certain Exhibits to the Objection of BNSF Railway Company to the (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith be Filed Under Seal [Docket No. 518 – filed July 26, 2019]

Objection/Response Deadline: Not noted

Objections/Responses Received: None

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

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<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of their respective federal tax identification numbers are: Antelope Coal LLC (8952); Arrowhead I LLC (3024); Arrowhead II LLC (2098); Arrowhead III LLC (9696); Big Metal Coal Co. LLC (0200); Caballo Rojo LLC (9409); Caballo Rojo Holdings LLC (4824); Cloud Peak Energy Finance Corp. (4674); Cloud Peak Energy Inc. (8162); Cloud Peak Energy Logistics LLC (7973); Cloud Peak Energy Logistics I LLC (3370); Cloud Peak Energy Resources LLC (3917); Cloud Peak Energy Services Company (9797); Cordero Mining LLC (6991); Cordero Mining Holdings LLC (4837); Cordero Oil and Gas LLC (5726); Kennecott Coal Sales LLC (0466); NERCO LLC (3907); NERCO Coal LLC (7859); NERCO Coal Sales LLC (7134); Prospect Land and Development LLC (6404); Resource Development LLC (7027); Sequatchie Valley Coal Corporation (9113); Spring Creek Coal LLC (8948); Western Minerals LLC (3201); Youngs Creek Holdings I LLC (3481); Youngs Creek Holdings II LLC (9722); Youngs Creek Mining Company, LLC (5734). The location of the Debtors’ service address is: 385 Interlocken Crescent, Suite 400, Broomfield, Colorado 80021.

<sup>2</sup> The hearing will be held before The Honorable Kevin Gross at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801. Any person who wishes to appear telephonically at the August 19, 2019 hearing must contact COURTCALL, LLC at 866-582-6878 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 at the following address: <http://cases.primeclerk.com/cloudpeakenergy>.

**II. CONTESTED MATTER GOING FORWARD:**

2. Motion of Debtors for Entry of Orders (A)(I) Approving Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Scheduling Hearings and Objection Deadlines with Respect to the Sale, (IV) Approving the Form and Manner of Notice Thereof, (V) Approving Contract Assumption and Assignment Procedures, and (VI) Granting Related Relief and (B)(I) Approving the Sale of the Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Docket No. 52 – filed May 13, 2019]

Assigned Contract Objection Deadline: July 26, 2019 at 11:00 a.m. (ET); extended to July 31, 2019 at 4:00 p.m. (ET) for the Tennessee Valley Authority; extended to August 12, 2019 at 11:00 a.m. (ET) for the United States Department of the Interior (the “**USDOJ**”) and the United States Department of Agriculture (the “**USDA**”)

Assigned Contract Objections Received:

- A. Limited Objection and Reservation of Rights of TransAlta Centralia Generation L.L.C. to Debtors’ Notice of (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith [Docket No. 487 – filed July 19, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- B. Limited Objection and Reservation of Rights of JERA Global Markets Pte. Ltd. to Notice of (I) Potential Assumption and Assignment of Contracts or Unexpired Leases and (II) Cure Amounts in Connection Therewith [Docket No. 492 – filed July 23, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- C. Nelson Brothers Mining Services, LLC’s Objection to Debtor’s Notice of (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith [Docket No. 496 – filed July 24, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- D. Objection of Master Protection LP d/b/a Firemaster to (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith [Docket No. 497 – filed July 24, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- E. Objection and Reservation of Rights of Powder River Transportation Services, Inc. to Debtors' Notice of (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith [Docket No. 498 – filed July 24, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- F. Limited Objection and Reservation of Rights of Northern Production Company LLC to Notice of (I) Potential Assumption and Assignment of Contracts or Unexpired Leases and (II) Cure Amounts in Connection Therewith [Docket No. 501 – filed July 25, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- G. Objection of GV 385 Interlocken Owner, LLC to (1) Notice of (I) Potential Assumption and Assignment of Contracts and Leases, and (II) Cure Amounts in Connection Therewith; and (2) Motion of Debtors for Entry of Orders (A)(I) Approving Bidding Procedures; (II) Scheduling the Bid Deadlines and the Auction; (III) Scheduling Hearings and Objection Deadline with Respect to the Sale; (IV) Approving the Form and Manner of Notice Thereof; (V) Approving Contract Assumption and Assignment Procedures, and (VI) Granting Related Relief and (B)(I) Approving the Sales of the Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances; (II) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases; and (C) Granting Related Relief [Docket No. 502 – filed July 25, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- H. Objection of Comerica Leasing Corporation to (A) Notice of (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith, and (B) Motion of Debtors for Entry of Order, *Inter Alia*, Approving the Sale of Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, and Granting Related Relief [Docket No. 505 – filed July 25, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- I. Objection of CenturyLink Communications, LLC to Proposed Cure Amount [Docket No. 507 – filed July 25, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- J. Objection and Reservation of Rights of DTE Electric Company, f/k/a The Detroit Edison Company, and Midwest Energy Resources Co. to Notice of (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith [Docket No. 508 – filed July 25, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- K. Objection to Potential Assumption and Assignment of Haul Truck Lease Between Creditor Banc of America Leasing & Capital, LLC and Debtor Cloud Peak Energy Services Company [Docket No. 511 – filed July 26, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- L. Oracle’s Limited Objection to and Reservation of Rights Regarding Motion of Debtors for Entry of Orders (A)(I) Approving Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Scheduling Hearings and Objection Deadlines with Respect to the Sale, (IV) Approving the Form and Manner of Notice Thereof, (V) Approving Contract Assumption and Assignment Procedures, and (VI) Granting Related Relief and (B)(I) Approving the Sale of the Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief (“Sale Motion”); and (2) Notice of (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith (“Assumption Notice”) [Docket No. 512 – filed July 26, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- M. Limited Objection and Reservation of Rights of Chevron U.S.A. Inc. with Respect to the Notice of (I) Potential Assumption and Assignment of Contracts or Unexpired Leases and (II) Cure Amounts in Connection Therewith [Docket No. 513 – filed July 26, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- N. Reservation of Rights and Limited Objection of the Montana Department of Natural Resources and Conservation and the Montana Department of Environmental Quality to the Notice of (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith [Docket No. 514 – filed July 26, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- O. Objection of Arch Insurance Company, Argonaut Insurance Company, Aspen American Insurance Company, Aspen Specialty Insurance Company, Fidelity and Deposit Company of Maryland, Colonial American Casualty and Surety Company, American Guarantee and Liability Insurance Company, and North American Specialty Insurance Company to Debtors' Notice of (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith [Docket No. 515 – filed July 26, 2019]

Status: The hearing regarding this matter is continue to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- P. Objection of BNSF Railway Company to the (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith [Docket No. 519 – filed July 26, 2019] – FILED UNDER SEAL

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- Q. Limited Objection to (I) Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith (filed by the Tennessee Valley Authority) [Docket No. 537 – filed July 31, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- R. Limited Objection of Airgas USA, LLC to the Notice of (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith [Docket No. 540 – filed July 31, 2019]

Status: The hearing regarding this matter is continued to the omnibus hearing scheduled for September 5, 2019 at 2:00 p.m. (ET).

- S. Informal comments from the USDOJ

Status: This matter is resolved.

- T. Informal comments from the USDA

Status: This matter is resolved.

- U. Informal comments from Wyoming Office of State Lands

Status: This matter is resolved.

- V. Informal comments from Bank of America

Status: This matter is resolved.

W. Informal comments from Concur Technologies, Inc.

Status: This matter is resolved.

Sale Objection/Response Deadline: August 16, 2019 at 11:00 a.m. (ET)

Sale Objections/Responses Received:

A. Paul David Pollard's Response to Debtors Omnibus Response to Objections to Debtors' Bidding Procedures and Sale Motion (Docket No. 196) and Paul David Pollard's Protective Objection and Statement of Reservation of Rights [Docket No. 291 – filed June 19, 2019]

Status: The hearing regarding this matter is going forward.

B. Response to the Debtors' Motion for Entry of Orders (A)(I) Approving Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Scheduling Hearings and Objection Deadlines with Respect to the Sale, (IV) Approving the Form and Manner of Notice Thereof, (V) Approving Contract Assumption and Assignment Procedures, and (VI) Granting Related Relief and (B)(I) Approving the Sale of the Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Docket No. 295 – filed June 24, 2019]

Status: The hearing regarding this matter is going forward.

C. Reservation of Rights of the Zurich Companies with Respect to the Debtors' Proposed Sale of Assets [Docket No. 296 – filed June 24, 2019]

Status: The hearing regarding this matter is going forward.

D. Objection of GV 385 Interlocken Owner, LLC to (1) Notice of (I) Potential Assumption and Assignment of Contracts and Leases, and (II) Cure Amounts in Connection Therewith; and (2) Motion of Debtors for Entry of Orders (A)(I) Approving Bidding Procedures; (II) Scheduling the Bid Deadlines and the Auction; (III) Scheduling Hearings and Objection Deadline with Respect to the Sale; (IV) Approving the Form and Manner of Notice Thereof; (V) Approving Contract Assumption and Assignment Procedures, and (VI) Granting Related Relief and (B)(I) Approving the Sales of the Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances; (II) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases; and (C) Granting Related Relief [Docket No. 502 – filed July 25, 2019]

Status: The hearing regarding this matter is going forward.

- E. Objection of Comerica Leasing Corporation to (A) Notice of (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith, and (B) Motion of Debtors for Entry of Order, *Inter Alia*, Approving the Sale of Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, and Granting Related Relief [Docket No. 505 – filed July 25, 2019]

Status: The hearing regarding this matter is going forward.

- F. Oracle’s Limited Objection to and Reservation of Rights Regarding Motion of Debtors for Entry of Orders (A)(I) Approving Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Scheduling Hearings and Objection Deadlines with Respect to the Sale, (IV) Approving the Form and Manner of Notice Thereof, (V) Approving Contract Assumption and Assignment Procedures, and (VI) Granting Related Relief and (B)(I) Approving the Sale of the Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief (“Sale Motion”); and (2) Notice of (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith (“Assumption Notice”) [Docket No. 512 – filed July 26, 2019]

Status: The hearing regarding this matter is going forward.

Related Documents:

- i. Declaration of Marc D. Puntus in Support of the Debtors’ Bidding Procedures and Sale Motion [Docket No. 197 – filed June 7, 2019]
- ii. Order (I) Approving Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Scheduling Hearings and Objection Deadlines with Respect to the Sale, (IV) Approving the Form and Manner of Notice Thereof, (V) Approving Contract Assumption and Assignment Procedures, and (VI) Granting Related Relief [Docket No. 272 – entered June 13, 2019]
- iii. Notice of the Auction and Sale Hearing [Docket No. 369 – filed June 28, 2019]
- iv. Notice of (I) Potential Assumption and Assignment of Contracts and Unexpired Leases and (II) Cure Amounts in Connection Therewith [Docket No. 376 – filed July 1, 2019]
- v. Notice of Marketing of Real Property [Docket No. 493 – filed July 24, 2019]
- vi. Amended Notice of the Auction and Sale Hearing [Docket No. 541 – filed July 31, 2019]

- vii. Second Amended Notice of the Auction and Sale Hearing [Docket No. 559 – filed August 7, 2019]
- viii. Notice of Change of Location of Auction [Docket No. 570 – filed August 14, 2019]

Status: The status of each of the objections is listed above. The hearing regarding this matter is going forward.



Dated: August 15, 2019  
Wilmington, Delaware

*/s/ Megan E. Kenney*

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