

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:)	
	)	Chapter 11
)	
ARMSTRONG ENERGY, INC., <i>et al.</i>,	)	Case No. 17-47541-659
)	
Debtors.	)	Jointly Administered
)	
	)	Related Docket No. 187

**ORDER ESTABLISHING BAR DATES FOR FILING PROOFS
OF CLAIM AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order establishing bar dates for filing proofs of claim and approving form and manner of notice thereof; all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81-9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing

¹ Capitalized terms used but not otherwise defined in this Order shall have the meanings ascribed to such terms elsewhere in the Motion, as applicable.

before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, pursuant to sections 105, 501, and 503 of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c), and Local Rules 3001 and 3003,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted only to the extent set forth herein.
2. As used herein, (a) the term “claim” has the meaning given to such term in section 101(5) of the Bankruptcy Code, (b) the term “entity” has the meaning given to such term in section 101(15) of the Bankruptcy Code and (c) the term “governmental unit” has the meaning given to such term in section 101(27) of the Bankruptcy Code.
3. The forms of the Bar Date Notice, the Proof of Claim Form and the Publication Notice attached hereto as **Exhibit A**, **Exhibit B**, and **Exhibit C**, respectively, and the manner of providing notice of the Bar Dates proposed in the Motion are approved pursuant to Bankruptcy Rules 2002(a)(7) 2002(l), and 2002(p). The form and manner of notice of the Bar Dates approved herein are (a) reasonable and adequate and (b) fulfill the notice requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules. As such, the Debtors are authorized to direct their claims and noticing agent Donlin, Recano & Company, Inc. (“Donlin Recano”), to prepare and serve the Bar Date Notice Package in the manner described in paragraphs 7, 20, and 21 below and publish the Publication Notice as described in paragraph 19 below.
4. Except as otherwise provided in this Order, all entities (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a claim

against a Debtor that arose or is deemed to have arisen prior to the Petition Date must file a proof of claim in writing in accordance with the procedures described herein so that such proof of claim is actually received by the United States Bankruptcy Court for the Eastern District of Missouri or by Donlin Recano on or before 11:59 p.m., Central Time, on January 10, 2018 (the “General Bar Date”).

5. Except as otherwise provided in this Order, the General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims, claims under section 503(b)(9) of the Bankruptcy Code, and unsecured nonpriority claims.

6. The filing of a proof of claim form is deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code; *provided* that all other administrative claims under section 503(b) of the Bankruptcy Code, other than Rejection Damage Claims (as defined below), must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and will not be deemed proper if made by a proof of claim.

7. Within five days after the entry of this Order, the Debtors will serve, through Donlin Recano, the Bar Date Notice and a Proof of Claim Form upon all creditors that have been identified as of the date of entry of this Order. Donlin Recano shall, using the Court’s ECF System as instructed by the Clerk, electronically file with the Court all proofs of claim that Donlin Recano has received or will receive in these cases. Upon receipt of a proof of claim or a transfer of claim, Donlin Recano shall stamp the receipt date and time on the document before filing it with the Court. The Clerk need not physically transfer any claim that she receives

electronically to Donlin Recano. The Clerk shall, by using Donlin Recano's overnight express account, transmit to Donlin Recano any paper proof of claim that she receives.

8. Subject to terms described in this Order for holders of claims subject to the Governmental Bar Date, Rejection Bar Date, and the Amended Schedules Bar Date, the following entities must file a proof of claim on or before the General Bar Date:

- a. any entity (i) whose prepetition claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as disputed, contingent or unliquidated and (ii) that desires to participate in any of these chapter 11 cases or share in any distribution in any of them; and
- b. any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount or against an incorrect Debtor, and that desires to have its claim allowed in a classification or amount or against a Debtor other than that identified in the Schedules.

9. The following procedures for the filing of proofs of claim shall apply:

- a. proofs of claim must be on the Proof of Claim Form attached hereto as **Exhibit B** or otherwise conform substantially to Official Form B 410;
- b. proofs of claim must be sent either (a) through the CM/ECF system on the Court's website at <https://www.ecf.moeb.uscourts.gov/cgibin/login>; or (b) electronically using the Electronic Proof of Claim (ePOC) Program on the Court's website at <http://www.moeb.uscourts.gov/epoc.htm>; or (c) by first-class mail or overnight courier to Clerk of the Bankruptcy Court, Eastern District of Missouri, 111 S. 10th St., 4th Floor, St. Louis, MO 63102; or (d) by (i) first-class mail to Armstrong Energy, Inc. Claims Processing Center, c/o Donlin, Recano & Company, Inc., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219, (ii) overnight courier, or hand-delivery to Armstrong Energy, Inc. Claims Processing Center, c/o Donlin, Recano & Company, Inc., 6201 15th Avenue, Brooklyn, NY 11219. **Proofs of claim may NOT be delivered by facsimile or electronic mail transmission;**
- c. proofs of claim will be deemed filed only when actually received by Donlin Recano or the Clerk of the Bankruptcy Court per the instructions set forth in the foregoing subparagraph on or before the applicable Bar Date. If a creditor wishes to receive acknowledgement of Donlin Recano's receipt of a proof of claim, the creditor also must submit to Donlin Recano by the applicable Bar Date and concurrently with its original proof of claim (i) a copy of the original proof of claim and (ii) a self-addressed, postage prepaid return envelope. Received proofs of

claim will also be posted on Donlin Recano's website, www.donlinrecano.com/armstrong as soon as is practicable after they are received;²

- d. proofs of claim must (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant, (ii) include any documents upon which the claim is based (or, if such documents are voluminous, a summary) or an explanation as to why the documents are not available, (iii) be written in the English language, and (iv) be denominated in United States currency; and
- e. all Claimants asserting a Claim against more than one Debtor must file a separate Proof of Claim with respect to each such Debtor and identify on each Proof of Claim the particular Debtor against which such Claim is asserted and the case number for that particular Debtor. If any Proof of Claim does not clearly specify the name of the Debtor against which the claim is asserted (including listing multiple Debtors), that Proof of Claim shall be administered as though it was filed against Armstrong Energy, Inc., unless a single different case number is clearly specified. Notwithstanding the foregoing, the failure of any entity to file its Proof of Claim against the correct Debtor shall not constitute cause to expunge the Proof of Claim. Rather, the Debtors may seek to reclassify the Proof of Claim so that the claim is asserted against the proper Debtor on notice to the affected claimant.

10. The following entities, whose claims otherwise would be subject to the General Bar Date, shall not be required to file proofs of claim in these chapter 11 cases:

- a. any entity that already has filed a signed proof of claim against the applicable Debtor(s) with Donlin Recano or the Clerk of the Bankruptcy Court for the Eastern District of Missouri in a form substantially similar to Official Form B 410;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated;" (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any entity whose claim has previously been allowed by order of the Court;

² The Debtors cannot guarantee that Proofs of Claim submitted near the Bar Date will be posted prior to the Bar Date.

- d. any entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- e. any Debtor or non-Debtor subsidiary having a claim against another Debtor;
- f. any entity whose claim is solely against any of the Debtors' non-Debtor affiliates;
- g. any holder of an equity interest in the Debtors need not file a proof of interest with respect to the ownership of such equity interest at this time; provided, however, that any holder of an equity interest who wishes to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a proof of claim asserting such claim on or prior to the Claims Bar Date pursuant to procedures set forth herein;
- h. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, or benefits; provided, however, that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- i. any current or former officer, director, or employee for claims based on indemnification, contribution, or reimbursement;
- j. any individual holder of a claim for principal, interest, or applicable fees or charges (a "Debt Claim") on account of any note, bond, or debenture issued by the Debtors pursuant to an indenture (an "Indenture") or a credit agreement (a "Credit Agreement") with respect to such claim, including, for the avoidance of doubt, any holder of a Debt Claim arising under that certain indenture, dated as of December 21, 2012 (as amended, modified, or supplemented from time to time, the "Secured Notes Indenture"), governing the 11.75% Senior Secured Notes due 2019, issued by Armstrong Energy, Inc., *provided* that nothing herein shall waive the right of any individual holder of a Debt Claim to file its own proof of claim against the Debtors;
- k. the trustee under the Secured Notes Indenture (the "Secured Notes Trustee"), on behalf of itself and the holders of Debt Claims arising under the Secured Notes Indenture, with respect to any obligations arising thereunder; *provided* that the Secured Notes Trustee shall be authorized and entitled, but not required, to file (and amend and/or supplement) in Case No. 17-47541-659, on behalf of itself and all holders of Debt Claims

arising under the Secured Notes Indenture, a consolidated proof of claim against all of the Debtors in accordance with the Secured Notes Indenture;

- l. any entity holding a claim for which a separate deadline is fixed by the Court;
- m. claims for fees and expenses of professionals retained in these proceedings; and
- n. claims asserting administrative priority and arising in the ordinary course of business after the Petition Date (but not, for the avoidance of doubt, claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code).

11. Any entity holding an interest in any Debtor (an “Interest Holder”), which interest is based exclusively upon the ownership of common or preferred stock in a corporation, a membership interest in a limited liability corporation or partnership or warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest, an “Interest”), need not file a proof of Interest on or before the General Bar Date; *provided* that Interest Holders that wish to assert *claims* against any of the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, must file proofs of claim on or before the General Bar Date, unless another exception contained in this Order applies. The Debtors retain the right to seek relief at a later date establishing a deadline for Interest Holders to file proofs of Interest.

12. Any governmental unit asserting a claim against the Debtors (whether secured, unsecured priority or unsecured nonpriority) that arose or is deemed to have arisen prior to the Petition Date must file a proof of claim in writing in accordance with the procedures described herein so that such proof of claim is actually received by the U.S. Bankruptcy Court for the Eastern District of Missouri or by Donlin Recano on or before 11:59 p.m., Central Time, on April 30, 2018 (the “Governmental Bar Date”).

13. Any entity asserting claims arising from or relating to the rejection of executory contracts or unexpired leases pursuant to an order of this Court or by operation of section 365(d)(4) of the Bankruptcy Code in the applicable Debtor's chapter 11 case, or claims otherwise related to such rejected agreements, including (a) secured claims, unsecured priority claims and unsecured nonpriority claims that arose or are deemed to have arisen prior to the Petition Date and (b) administrative claims under section 503(b) of the Bankruptcy Code (collectively, "Rejection Damages Claims") are required to file proofs of claim by the later of: (a) the General Bar Date or Governmental Bar Date (as applicable); and (b) 11:59 p.m., Central Time, on the date that is 30 days after the entry of the relevant order or the deemed rejection date (the "Rejection Bar Date"). For the avoidance of doubt, all prepetition and postpetition claims of any kind or nature relating to the rejection of executory contracts or unexpired leases must be filed by the Rejection Bar Date. Orders approving the rejection of executory contracts or unexpired leases entered after the date of entry of this Order shall include a description of the Rejection Bar Date in the text thereof.

14. Each entity asserting a Rejection Damages Claim with an administrative claim component must file, along with its proof of claim, a detailed statement describing the nature and basis of any portion of the Rejection Damages Claim asserting an administrative priority under section 503(b) of the Bankruptcy Code (the "Administrative Claim Supplement"). The filing of a proof of claim form, along with an attached Administrative Claim Supplement, if applicable, shall be deemed to satisfy the procedural requirements for the assertion of a Rejection Damages Claim (including any administrative claim included therein). For the avoidance of doubt, any entity asserting a Rejection Damages Claim with an administrative claim component shall

prepare its own Administrative Claim Supplement, and the Debtors shall not provide a form of Administrative Claim Supplement.

15. Any proof of claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code shall: (a) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (b) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (c) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

16. All administrative claims under section 503(b) of the Bankruptcy Code other than (a) claims under section 503(b)(9) of the Bankruptcy Code and (b) any portion of a Rejection Damages Claim asserting administrative priority, must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and shall not be deemed proper if made by proof of claim.

17. The Debtors shall retain the right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules.

18. If the Debtors amend or supplement their Schedules after the service of the Bar Date Notice Package, the Debtors shall give notice of any such amendment or supplement to the holders of claims affected thereby, including notice of the Amended Schedules Bar Date to file proofs of claim in response to the amendment or supplement to the Schedules. In particular, if a Debtor amends or supplements its Schedules to: (a) reduce the undisputed, noncontingent and liquidated amount of a claim; (b) change the nature or classification of a claim against the Debtor

in a manner adverse to the scheduled creditor; or (c) add a new claim to the Schedules with respect to a party that was not previously served with notice of the Bar Dates, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the new or amended scheduled claim in accordance with the procedures described herein by the later of: (i) the General Bar Date; and (ii) 11:59 p.m., Central Time, on the date that is 30 days after the date that notice of the applicable amendment to the Schedules is served on the claimant (the “Amended Schedule Bar Date”). Notwithstanding the foregoing, nothing contained herein shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

19. Pursuant to sections 105(a) and 503(a) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(2), and except as otherwise provided in this Bar Date Order, any entity that is required to file a proof of claim in these cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order with respect to a particular claim against a Debtor, but that fails to properly do so by the applicable Bar Date, shall be estopped and enjoined from: (a) asserting any such claim against the Debtors or their estates, or against any reorganized or post-effective date Debtor following the effective date of a chapter 11 plan of reorganization in these cases, or property that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such entity as undisputed, noncontingent and liquidated or (ii) is of a different nature or classification than any such claim identified in the Schedules on behalf of such entity (any such claim under subparagraph (a) of this paragraph being referred to herein as an “Unscheduled Claim”); (b) voting on, or receiving distributions under, any chapter 11 plan in these chapter 11 cases in respect of an Unscheduled Claim; or (c) with respect to any

administrative priority claim component of any Rejection Damages Claim, asserting any such priority claim against the Debtors or their estates or property.

20. Pursuant to Bankruptcy Rule 2002(l), the Debtors shall publish notice of the Bar Dates in substantially the form of the Publication Notice attached hereto as **Exhibit C**, once in the national edition of *USA Today*, and in the *St. Louis Post-Dispatch* at least 21 days before the General Bar Date, which publication is hereby approved and shall be deemed good, adequate and sufficient publication notice of the Bar Dates. The Debtors, in their sole discretion, may publish the Publication Notice in other, including regional, newspapers, trade journals or similar publications.

21. Within five days after the entry of this Order, the Debtors, through Donlin Recano or otherwise, shall serve the Bar Date Notice Package, including a copy of the Bar Date Notice and the Proof of Claim Form substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, respectively, by first class mail, postage prepaid (or equivalent service), on:

- a. all known potential claimants and their counsel (if known), including all entities listed in the Schedules as potentially holding claims;
- b. U.S. Trustee;
- c. proposed counsel to the official committee of unsecured creditors appointed in these chapter 11 cases;
- d. counsel to the ad hoc group of holders of the Debtors' 11.75% senior secured notes due 2019;
- e. co-counsel to the ad hoc group of holders of the Debtors' 11.75% senior secured notes due 2019;
- f. counsel to the the indenture trustee under the Debtors' 11.75% senior secured notes due 2019;
- g. all parties that have requested notice of the proceedings in these cases as of the date of the Bar Date Order;

- h. all parties that have filed proofs of claim in these cases as of the date of the Bar Date Order;
- i. all parties to executory contracts and unexpired leases with the Debtors that have been identified as of the date of the Bar Date Order, including all parties to rejected executory contracts and unexpired leases as of the date of the Bar Date Order;
- j. all parties to pending litigation with the Debtors that have been identified as of the date of the Bar Date Order;
- k. the Internal Revenue Service for this District and all other taxing authorities for the jurisdictions in which the Debtors conducted business as of the Petition Date;
- l. all relevant state attorneys general;
- m. the Securities and Exchange Commission;
- n. all federal and state environmental protection agencies for the jurisdictions in which the Debtors held property or conducted business as of the Petition Date; and
- o. such additional persons and entities as deemed appropriate by the Debtors or the Clerk of Court.

22. As part of the bar date package, the Debtors shall mail one or more Proof of Claim Forms (as appropriate) to the parties receiving the Bar Date Notice. For holders of potential claims listed in the Schedules, the Proof of Claim Form mailed to such entities shall indicate how the Debtors have scheduled the creditor's claim in the Schedules, including (a) the identity of the Debtor against which the entity's claim is scheduled, (b) the amount of the claim, if any, (c) whether the claim is listed as disputed, contingent or unliquidated and (d) whether the claim is listed as a secured claim, an unsecured priority claim or an unsecured nonpriority claim.

23. Except as otherwise provided in this Order, all entities asserting claims against more than one Debtor are required to file a separate proof of claim with respect to each such Debtor and identify on each proof of claim the particular Debtor against which their claim is

asserted. If more than one Debtor is listed on the proof of claim form, then the Debtors will treat such claim as filed only against the first listed Debtor. Any claim filed under the joint administration case number (Armstrong Energy, Inc., Case No. 17-47541-659) or otherwise without identifying a Debtor by name or case number will be presumed to be filed only against Debtor Armstrong Energy, Inc.

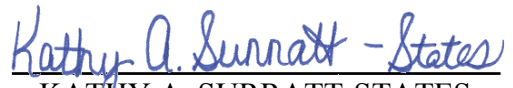
24. The entry of this Order is without prejudice to the rights of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein must file proofs of such claims or interests, or requests for payment of administrative claims, or be barred from doing so.

25. The requirements of Local Rules 3001 and 3003 are hereby deemed satisfied.

26. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a).

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

28. No later than two days after the date of this Order, Donlin Recano is directed to serve a copy of the Order on the Notice Parties and is directed to file a certificate of service no later than 24 hours after service.


KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

DATED: December 11, 2017
St. Louis, Missouri
jjh

Order Prepared by:

Richard W. Engel, Jr., MO 34641
Erin M. Edelman, MO 67374
John G. Willard, MO 67049
ARMSTRONG TEASDALE LLP
7700 Forsyth Boulevard, Suite 1800
St. Louis, Missouri 63105
Telephone: (314) 621-5070
Facsimile: (314) 621-2239
Email: rengel@armstrongteasdale.com
Email: eedelman@armstrongteasdale.com
Email: jwillard@armstrongteasdale.com

James H.M. Sprayregen, P.C.
Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)
William A. Guerrieri (admitted *pro hac vice*)
Travis M. Bayer (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
Email: ross.kwasteniet@kirkland.com
Email: will.guerrieri@kirkland.com
Email: travis.bayer@kirkland.com

Jonathan S. Henes, P.C.
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: jonathan.henes@kirkland.com

Counsel to the Debtors

EXHIBIT A

Form of Notice of Bar Date

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:)	
	)	Chapter 11
)	
ARMSTRONG ENERGY, INC., <i>et al.</i>,	)	Case No. 17-47541-659
)	
Debtors.	)	Jointly Administered
)	
)	

NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE
ABOVE-CAPTIONED DEBTOR ENTITIES:**

On _____, 2017, the United States Bankruptcy Court for the Eastern District of Missouri (the “Court”) entered an order (Docket No. __) (the “Bar Date Order”)¹ establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). A list of all of the Debtors, together with their respective case numbers, is attached hereto.

By the Bar Date Order, the Court established: (a) **January 10, 2018, at 11:59 p.m., Central Time** (the “General Bar Date”), as the general deadline for entities to file proofs of claim in the Debtors’ cases for claims against the Debtors that arose or are deemed to have arisen prior to the date on which the Debtors filed their chapter 11 petitions, November 1, 2017 (the “Petition Date”); and (ii) **April 30, 2018, at 11:59 p.m., Central Time** (the “Governmental Bar Date”), as the general deadline for governmental units to file proofs of claim in the Debtors’ cases for claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date. As described below, the Bar Date Order also establishes different bar dates for certain categories of claims.

For your convenience, enclosed with this Notice is a customized proof of claim form (the “Proof of Claim Form”), which identifies on its face the amount, nature and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities and statements of financial affairs filed in these chapter 11 cases (collectively, the “Schedules”).

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of title 11 of the United States Code (the “Bankruptcy Code”), and includes all persons, estates, trusts and the United States trustee. As used in this Notice, the terms “person” and “governmental unit” have the meanings given to them in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

¹ All capitalized terms not otherwise defined herein shall have the meaning set forth in the Bar Date Order.

As used in this Notice, the term “claim” means, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

Contact information for the Debtors’ claims and noticing agent, Donlin, Recano & Company, Inc. (“Donlin Recano”), which is available to provide you with additional information regarding these chapter 11 cases and the filing of a proof of claim, is provided in section 10 below.

A. THE BAR DATES

The Bar Date Order establishes the following bar dates for filing proofs of claim or requests for payment of certain administrative expenses in these cases (collectively, the “Bar Dates”):

1. The General Bar Date. Pursuant to the Bar Date Order, except as described below, all entities holding claims (whether secured, unsecured, priority or unsecured priority, **including section 503(b)(9) claims**) against the Debtors that arose or are deemed to have arisen prior to the Petition Date are required to file proofs of claim by the General Bar Date (*i.e.*, by January 10, 2018 at 11:59 p.m., Central Time). *The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under section 503(b)(9) of the Bankruptcy Code) and unsecured nonpriority claims.*
2. The Governmental Bar Date. Pursuant to the Bar Date Order, except as described below, all governmental units holding claims against the Debtors that arose before the Petition Date are required to file proofs of claim by the Governmental Bar Date (*i.e.*, by April 30, 2018, at 11:59 p.m., Central Time).
3. The Rejection Bar Date. Pursuant to the Bar Date Order, any entity asserting claims against the Debtors arising from or relating to the rejection of executory contracts or unexpired leases, in accordance with section 365 of the Bankruptcy Code and pursuant to a court order or by operation of section 365(d)(4) of the Bankruptcy Code, or claims otherwise related to such rejected agreements, including: (a) secured claims, unsecured priority claims and unsecured nonpriority claims that arose or are deemed to have arisen prior to the Petition Date; and (b) administrative claims under section 503(b) of the Bankruptcy Code, (collectively, “Rejection Damages Claims”) are required to file proofs of claim by the later of: (i) the General Bar Date and (ii) 11:59 p.m., Central Time, on the date that is 30 days after the entry of the relevant order or deemed rejection date. The later of these dates is referred to in this Notice as the “Rejection Bar Date.” *For the avoidance of doubt, all prepetition and postpetition claims of any kind or nature arising from or relating to*

rejected executory contracts or unexpired leases must be filed by the Rejection Bar Date.

4. The Amended Schedule Bar Date. Pursuant to the Bar Date Order, if, subsequent to the date of this Notice, a Debtor amends or supplements its Schedules to: (a) reduce the undisputed, noncontingent and liquidated amount of a claim against the Debtor; (b) change the nature or classification of a claim against the Debtor in a manner adverse to the scheduled creditor; or (c) add a new claim to the Schedules with respect to a party that was not previously served with notice of the Bar Dates, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the new or amended scheduled claim on or before the later of: (i) the General Bar Date; and (ii) 11:59 p.m., Central Time, on the date that is 30 days after notice of the applicable amendment or supplement to the Schedules is served on the claimant. The later of these dates is referred to in this Notice as the “Amended Schedule Bar Date.”

B. WHO MUST FILE A PROOF OF CLAIM.

Unless one of the exceptions described in Section E below applies, if you have a claim that arose or is deemed to have arisen prior to the Petition Date, you **MUST** file a proof of claim to vote on a chapter 11 plan or to share in distributions from the Debtors’ bankruptcy estates. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before the Petition Date.

Except where the Governmental Bar Date, Rejection Bar Date, or the Amended Schedule Bar Date apply to establish a different deadline or one of the exceptions described in Section E below applies, the following entities must file proofs of claim on or before the General Bar Date:

1. any entity (i) whose prepetition claim against a Debtor is not listed in the applicable Debtor’s Schedules or is listed as “disputed,” “contingent” or “unliquidated” and (ii) that desires to participate in any of these chapter 11 cases or share in any distribution in any of them; and
2. any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount or against an incorrect Debtor and that desires to have its claim allowed in a classification or amount or against a Debtor other than that identified in the Schedules.

C. WHAT TO FILE

The Debtors are enclosing a Proof of Claim Form for use in these cases, or you may use another proof of claim form that conforms substantially to the standard proof of claim form, Official Form B 410. You will receive a different Proof of Claim Form for each claim scheduled in your name by the Debtors. You may utilize the Proof of Claim Form(s) provided by the Debtors to file your claim. Additional proof of claim forms may be obtained, free of charge, at the following websites: <http://www.uscourts.gov/forms/bankruptcy-forms> or www.donlinrecano.com/armstrong.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim form any documents upon which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

Except as otherwise set forth in the Bar Date Order, all Claimants asserting a Claim against more than one Debtor must file a separate Proof of Claim with respect to each such Debtor and identify on each Proof of Claim the particular Debtor against which such Claim is asserted and the case number for that particular Debtor. If any Proof of Claim does not clearly specify the name of the Debtor against which the claim is asserted (including listing multiple Debtors), that Proof of Claim shall be administered as though it was filed against Armstrong Energy, Inc., unless a single different case number is clearly specified. Notwithstanding the foregoing, the failure of any entity to file its Proof of Claim against the correct Debtor shall not constitute cause to expunge the Proof of Claim. Rather, the Debtors may seek to reclassify the Proof of Claim so that the claim is asserted against the proper Debtor on notice to the affected claimant.

Any entity asserting a Rejection Damages Claim with an administrative claim component must file, along with its proof of claim, a detailed statement describing the nature and basis of any portion of the Rejection Damages Claim asserting an administrative priority under section 503(b) of the Bankruptcy Code (the “Administrative Claim Supplement”).

Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

Under the Bar Date Order, the filing of a proof of claim form, along with an attached Administrative Claim Supplement, if applicable, shall be deemed to satisfy the procedural requirements for the assertion of a Rejection Damages Claim (including any administrative claim included therein). ***All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and shall not be deemed proper if made by proof of claim.*** No deadline has been established for the filing of administrative claims other than (a) claims under section 503(b)(9) of the Bankruptcy Code and (b) any portion of a Rejection Damages Claim seeking administrative priority, which claims must be filed by the General Bar Date and the Rejection Bar Date, respectively.

D. WHEN AND WHERE TO FILE

All Proofs of Claim must be sent either (a) through the CM/ECF system on the Court’s website at <https://www.ecf.moeb.uscourts.gov/cgibin/login>; or (b) electronically using the Electronic Proof of Claim (ePOC) Program on the Court’s website at <http://www.moeb.uscourts.gov/epoc.htm>; or (c) by first-class mail or overnight courier to Clerk

of the Bankruptcy Court, Eastern District of Missouri, 111 S. 10th St., 4th Floor, St. Louis, MO 63102; or (d) by (i) first-class mail to **Armstrong Energy, Inc. Claims Processing Center, c/o Donlin, Recano & Company, Inc., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219**, (ii) overnight courier, or hand-delivery to **Armstrong Energy, Inc. Claims Processing Center, c/o Donlin, Recano & Company, Inc., 6201 15th Avenue, Brooklyn, NY 11219**. Proofs of claim must be actually received **on or before the applicable Bar Date**.

Proofs of claim will be deemed filed only when **actually received** by the United States Bankruptcy Court for the Eastern District of Missouri or by the Armstrong Claims Processing Center on or before the applicable Bar Date. **Proofs of claim may NOT be delivered by facsimile or electronic mail transmission.** Any facsimile or electronic mail submission will not be accepted and will not be deemed filed until a proof of claim is submitted by one of the approved methods described above.

Proof of claim forms will be collected from the Armstrong Claims Processing Center, docketed and maintained by the Debtors' claims agent, Donlin Recano. If you wish to receive acknowledgement of Donlin Recano's receipt of a proof of claim, you must submit to Donlin Recano by the applicable Bar Date and concurrently with your original proof of claim: (a) a copy of the original proof of claim; and (b) a self-addressed, postage prepaid return envelope. Filed proofs of claim will be posted on Donlin Recano's website, www.donlinrecano.com/armstrong, as soon as is practicable after receipt.

E. WHO NEED NOT FILE A PROOF OF CLAIM

The Bar Date Order further provides that the following entities, whose claims otherwise would be subject to the General Bar Date or the Governmental Bar Date, need not file proofs of claim:

1. any entity that already has filed a signed proof of claim against the applicable Debtor(s) with Donlin Recano or the Clerk of the Bankruptcy Court for the Eastern District of Missouri in a form substantially similar to Official Form B 410;
2. any entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated;" (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
3. any entity whose claim has previously been allowed by order of the Court;
4. any entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
5. any Debtor or non-Debtor subsidiary having a claim against another Debtor;

6. any entity whose claim is solely against any of the Debtors' non-Debtor affiliates;
7. any holder of an equity interest in the Debtors need not file a proof of interest with respect to the ownership of such equity interest at this time; *provided* that any holder of an equity interest who wishes to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a proof of claim asserting such claim on or prior to the Claims Bar Date pursuant to procedures set forth herein;
8. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, or benefits; *provided* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
9. any current or former officer, director, or employee for claims based on indemnification, contribution, or reimbursement;
10. any individual holder of a claim for principal, interest, or applicable fees or charges (a "Debt Claim") on account of any note, bond, or debenture issued by the Debtors pursuant to an indenture (an "Indenture") or a credit agreement (a "Credit Agreement") with respect to such claim, including, for the avoidance of doubt, any holder of a Debt Claim arising under that certain indenture, dated as of December 21, 2012 (as amended, modified, or supplemented from time to time, the "Secured Notes Indenture"), governing the 11.75% Senior Secured Notes due 2019, issued by Armstrong Energy, Inc., provided that nothing herein shall waive the right of any individual holder of a Debt Claim to file its own proof of claim against the Debtors;
11. the trustee under the Secured Notes Indenture (the "Secured Notes Trustee"), on behalf of itself and the holders of Debt Claims arising under the Secured Notes Indenture, with respect to any obligations arising thereunder; *provided* that the Secured Notes Trustee shall be authorized and entitled, but not required, to file (and amend and/or supplement) in Case No. 17-47541-659, on behalf of itself and all holders of Debt Claims arising under the Secured Notes Indenture, a consolidated proof of claim against all of the Debtors in accordance with the Secured Notes Indenture;
12. any entity holding a claim for which a separate deadline is fixed by the Court;
13. any holder of a claim for fees and expenses of professionals retained in these proceedings; and

14. any holder of a claim asserting administrative priority and arising in the ordinary course of business after the Petition Date (but not, for the avoidance of doubt, claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code).

D. NO BAR DATE FOR PROOFS OF INTEREST.

Any entity holding an interest in any Debtor (an “Interest Holder”), which interest is based exclusively upon the ownership of common or preferred stock in a corporation, a membership interest in a limited liability corporation or partnership or warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest, an “Interest”), need not file a proof of Interest on or before the General Bar Date; *provided that* Interest Holders who wish to assert claims against any of the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, must file proofs of claim on or before the General Bar Date, unless another exception identified in this Notice applies. The Debtors have reserved the right to establish at a later time a bar date requiring Interest Holders to file proofs of Interest. If such bar date is established, Interest Holders will be notified of the bar date for filing proofs of Interest at the appropriate time.

E. EXECUTORY CONTRACTS AND UNEXPIRED LEASES.

As described in Section A above, any entity wishing to assert a Rejection Damages Claim must file, by the Rejection Bar Date, a proof of claim for any prepetition or postpetition damages caused by such rejection, or any other prepetition or postpetition claims of any kind or nature whatsoever relating to the rejected agreement. As further described in Section C above, any entity asserting a Rejection Damages Claim with an administrative claim component must file, along with its proof of claim, an Administrative Claim Supplement.

F. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE.

EXCEPT AS OTHERWISE SET FORTH IN THE BAR DATE ORDER, ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM WITH RESPECT TO A PARTICULAR CLAIM AGAINST A DEBTOR BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE SHALL BE ESTOPPED AND ENJOINED FROM THE FOLLOWING: (A) ASSERTING ANY SUCH CLAIM AGAINST THE DEBTORS OR THEIR ESTATES, OR AGAINST ANY REORGANIZED OR POST-EFFECTIVE DATE DEBTOR FOLLOWING THE EFFECTIVE DATE OF A CHAPTER 11 PLAN OF REORGANIZATION IN THESE CASES, OR PROPERTY THAT (I) IS IN AN AMOUNT THAT EXCEEDS THE AMOUNT, IF ANY, THAT IS IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY AS UNDISPUTED, NONCONTINGENT AND LIQUIDATED OR (II) IS OF A DIFFERENT NATURE OR CLASSIFICATION THAN ANY SUCH CLAIM IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY (ANY SUCH CLAIM IN THIS SUBPARAGRAPH (A) BEING REFERRED TO IN THIS NOTICE AS AN “UNSCHEDULED CLAIM”); (B) VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER, ANY CHAPTER 11 PLAN IN THESE CHAPTER 11 CASES IN

RESPECT OF AN UNSCHEDULED CLAIM; OR (C) WITH RESPECT TO ANY ADMINISTRATIVE PRIORITY CLAIM COMPONENT OF ANY REJECTION DAMAGES CLAIM, ASSERTING ANY SUCH PRIORITY CLAIM AGAINST THE DEBTORS OR THEIR ESTATES OR PROPERTY.

G. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form(s) regarding the nature, amount and status of your claim(s). If the Debtors believe that you may hold claims against more than one Debtor, you will receive multiple Proof of Claim Forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

H. RESERVATION OF RIGHTS

The Debtors reserve the right, subject to the Final DIP Order, to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules. Nothing contained in this Notice shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

I. ADDITIONAL INFORMATION

Copies of the Debtors' Schedules, the Bar Date Order, the Proof of Claim Form and other information and documents regarding the Debtors' chapter 11 cases are available for inspection and download free of charge on Donlin Recano's website at www.donlinrecano.com/armstrong. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 8:30 a.m. and 4:30 p.m., Central Time, Monday through Friday, at the U.S. Bankruptcy Court Eastern District of Missouri, Office of the Clerk of Bankruptcy Court, 111 South 10th Street, Fourth Floor, St. Louis, MO 63102.

If you require additional information regarding the filing of a proof of claim, you may contact Donlin Recano toll free at (866) 416-0556 and via electronic mail at armstronginfo@donlinrecano.com. You also may contact Donlin Recano by writing to:

Armstrong Energy, Inc. Claims Processing Center
c/o Donlin, Recano & Company, Inc.
6201 15th Avenue
Brooklyn, NY 11219

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD
CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS
NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.**

BY ORDER OF THE COURT

	Debtor's Name	Debtor's EIN Number
1.	Armstrong Energy, Inc.	35-2424058
2.	Armstrong Air, LLC	45-3022017
3.	Armstrong Coal Company, Inc.	20-5940349
4.	Armstrong Coal Sales, LLC	61-1748643
5.	Armstrong Energy Holdings, Inc	20-8015664
6.	Armstrong Logistics Services, LLC	26-4190392
7.	Thoroughfare Mining, LLC	46-3011563
8.	Western Diamond LLC	20-5579356
9.	Western Land Company, LLC	20-8029821

EXHIBIT B

Proof of Claim Form

Fill in this information to identify the case:

In re: Armstrong Energy, Inc., et al.

Debtor name: **Armstrong Coal Sales, LLC**

United States Bankruptcy Court for the Eastern District of Missouri

Case number: **17-47543**

Proof of Claim

Your claim is scheduled by the Debtor as:

E/F- NONPRIORITY UNSECURED CLAIM

<u>CLASSIFICATION</u>	<u>AMOUNT</u>
NONPRIORITY UNSECURED CLAIM	\$10,000.00

Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense other than a claim arising under section 503(b)(9). Make such a request according to 11 U.S.C. § 503. Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor? Name and address of the creditor.	Name and address of current creditor (the person or entity to be paid for this claim): ABC Coal Creditor, Inc. Attn: General Counsel 123 N. First St Bellingham, WA 98225	
Other names the creditor used with the debtor: _____		
2. Has this claim been acquired from someone else?	<input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).	Where should notices to the creditor be sent? Name: ABC Coal Creditor, Inc. Address: 123 N. First St City: Bellingham State: WA Zip: 98225 Contact Phone: _____ Contact Email: _____ Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	Where should payments to the creditor be sent? (if different) Name: _____ Address: _____ City: _____ State: _____ Zip: _____ Contact Phone: _____ Contact Email: _____
4. Does this claim amend one already filed?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known): _____ Filed on (MM/DD/YYYY): _____	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

Part 2: Give Information About the Claim as of the Date the Case was Filed

6. Do you have any number you use to identify the debtor?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any identification number used: _____	
7. How much is the claim?	\$ _____ Does this amount include interest or other charges? <input type="checkbox"/> No <input type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).	
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. _____	

9. Is all or part of the claim secured?

- ☐ No
☐ Yes. The claim is secured by a lien on property.

Nature of property:

☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
☐ Motor vehicle
☐ Other (describe):

Basis for perfection:

Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$ Amount of the claim that is secured: \$

Amount of the claim that is unsecured (the sum of the secured and unsecured amounts should match the amount in line 7): \$

Amount necessary to cure any default as of the date of the petition: \$ Annual interest rate (when case was filed): % ☐ Fixed ☐ Variable

10. Is this claim based on a lease?

- ☐ No ☐ Yes. Amount necessary to cure any default as of the date of the petition. \$

11. Is this claim subject to a right of setoff?

- ☐ No ☐ Yes. Identify the property:

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

- ☐ No ☐ Yes. Check one:
- | | |
|---|-----------------------------|
| <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). | Amount entitled to priority |
| <input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). | \$ |
| <input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). | \$ |
| <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). | \$ |
| <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). | \$ |
| <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies. | \$ |

13. Is all or part of the claim entitled to administrative expense under 11 U.S.C. § 503(b)(9)?

- ☐ No ☐ Yes. Check one:
- | | |
|---|---|
| <input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of commencement of the case. 11 U.S.C. § 503(b)(9). | Amount entitled to administrative expense |
| | \$ |

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- ☐ I am the creditor.
☐ I am the creditor's attorney or authorized agent.
☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date (MM/DD/YYYY):

Signature:

Print the name of the person who is completing and signing this claim:

First name: Middle: Last:

Title:

Company (identify the corporate servicer as the company if the authorized agent is a servicer):

Address:

City: State: Zip:

Contact Phone: Contact Email:

EXHIBIT C

Form of Publication Notice

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:)	
	)	Chapter 11
)	
ARMSTRONG ENERGY, INC., <i>et al.</i>,	)	Case No. 17-47541-659
)	
Debtors.	)	Jointly Administered
)	
)	

NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM

PLEASE TAKE NOTICE OF THE FOLLOWING:

On _____, 2017, the United States Bankruptcy Court for the Eastern District of Missouri (the "Court") entered an order [Docket No. __] (the "Bar Date Order")¹ establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of Armstrong Energy, Inc. and certain of its direct and indirect subsidiaries (collectively, the "Debtors"). **A schedule identifying the Debtors and their respective case and tax identification numbers can be obtained, free of charge, from the website maintained by the Debtors' claims and noticing agent, Donlin, Recano & Company, Inc. ("Donlin Recano"), at www.donlinrecano.com/armstrong (the "Donlin Recano Website").**

By the Bar Date Order, the Court established: (i) **January 10, 2018, at 11:59 p.m., Central Time** (the "General Bar Date"), as the general deadline for entities to file proofs of claim in the Debtors' cases for claims against the Debtors that arose or are deemed to have arisen prior to the date on which the Debtors filed their chapter 11 petitions, November 1, 2017 (the "Petition Date"); and (ii) **April 30, 2018, at 11:59 p.m., Central Time** (the "Governmental Bar Date"), as the general deadline for governmental units to file proofs of claim in the Debtors' cases for claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date. As described below, the Bar Date Order also establishes different bar dates for certain categories of claims.

As used in this Notice, the terms "claim," "entity," "governmental unit," "person" have the meanings given to them under applicable sections of title 11 of the United States Code (the "Bankruptcy Code").

¹ All capitalized terms not otherwise defined herein shall have the meaning set forth in the Bar Date Order.

A. THE BAR DATES

The Bar Date Order establishes the following bar dates for filing proofs of claim or requests for payment of certain administrative expenses in these cases (collectively, the “Bar Dates”):

1. The General Bar Date. Pursuant to the Bar Date Order, except as described below, all entities holding claims (whether secured, unsecured, priority or unsecured priority, including section 503(b)(9) claims) against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases are required to file proofs of claim by the General Bar Date. *The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date.*
2. The Governmental Bar Date. Pursuant to the Bar Date Order, all governmental units holding claims against the Debtors that arose before the Petition Date are required to file proofs of claim by the Governmental Bar Date (i.e., by April 30, 2018, at 11:59 p.m., Central Time).
3. The Rejection Bar Date. Pursuant to the Bar Date Order, any entity asserting any prepetition or postpetition claims against the Debtors (including administrative claims under section 503(b) of the Bankruptcy Code) arising from or relating to the rejection of executory contracts or unexpired leases pursuant to a court order or by operation of section 365(d)(4) of the Bankruptcy Code (collectively, “Rejection Damages Claims”) are required to file proofs of claim by the later of: (i) the General Bar Date; and (ii) 11:59 p.m., Central Time, on the date that is 30 days after the entry of the relevant order or the deemed rejection date. The later of these dates is referred to in this Notice as the “Rejection Bar Date.”
4. The Amended Schedule Bar Date. Pursuant to the Bar Date Order, if, subsequent to the date of this Notice, a Debtor amends or supplements its Schedules to: (i) reduce the undisputed, noncontingent and liquidated amount of a claim against the Debtor; (ii) change the nature or classification of a claim against the Debtor in a manner adverse to the scheduled creditor; or (iii) add a new claim to the Schedules with respect to a party that was not previously served with notice of the Bar Dates, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the new or amended scheduled claim on or before the later of: (i) the General Bar Date; and (ii) 11:59 p.m., Central Time, on the date that is 30 days after the date that notice of the applicable amendment or supplement to the Schedules is served on the claimant. The later of these dates is referred to in this Notice as the “Amended Schedule Bar Date.”

B. WHO MUST FILE A PROOF OF CLAIM.

Unless an exception applies, if you have a claim that arose or is deemed to have arisen prior to the Petition Date, you **MUST** file a proof of claim to vote on a chapter 11 plan or to share in distributions from the Debtors’ bankruptcy estates. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the applicable

Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date. The exceptions to the requirement to file a claim by the Bar Dates are described in the Bar Date Order, which is available on the Donlin Recano Website.

C. NO BAR DATE FOR PROOFS OF INTEREST.

Any entity holding an interest in any Debtor (an “Interest Holder”), which interest is based exclusively upon the ownership of common or preferred stock in a corporation, a membership interest in a limited liability corporation or partnership or warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest, an “Interest”), need not file a proof of Interest on or before the General Bar Date; *provided* that Interest Holders who wish to assert claims against any of the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, must file proofs of claim on or before the General Bar Date, unless another exception applies. The Debtors have reserved the right to establish at a later time a bar date requiring Interest Holders to file proofs of Interest. If such bar date is established, Interest Holders will be notified of the bar date for filing proofs of Interest at the appropriate time.

D. WHAT TO FILE

Claims should be asserted on proof of claim forms that conform substantially to the standard proof of claim form, Official Form B 410. Proof of claim forms may be obtained, free of charge, at <http://www.uscourts.gov/forms/bankruptcy-forms> or the Donlin Recano Website.

All proof of claim forms must be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim form any documents upon which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

Except as otherwise set forth in the Bar Date Order, all Claimants asserting a Claim against more than one Debtor must file a separate Proof of Claim with respect to each such Debtor and identify on each Proof of Claim the particular Debtor against which such Claim is asserted and the case number for that particular Debtor. If any Proof of Claim does not clearly specify the name of the Debtor against which the claim is asserted (including listing multiple Debtors), that Proof of Claim shall be administered as though it was filed against Armstrong Energy, Inc., unless a single different case number is clearly specified. Notwithstanding the foregoing, the failure of any entity to file its Proof of Claim against the correct Debtor shall not constitute cause to expunge the Proof of Claim. Rather, the Debtors may seek to reclassify the Proof of Claim so that the claim is asserted against the proper Debtor on notice to the affected claimant.

Any entity asserting a Rejection Damages Claim with an administrative claim component must file, along with its proof of claim, a detailed statement describing the nature and basis of

any portion of the Rejection Damages Claim asserting an administrative priority under section 503(b) of the Bankruptcy Code (the “Administrative Claim Supplement”).

Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

Under the Bar Date Order, the filing of a proof of claim form, along with an attached Administrative Claim Supplement, if applicable, shall be deemed to satisfy the procedural requirements for the assertion of a Rejection Damages Claim (including any administrative claim included therein). *All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and shall not be deemed proper if made by proof of claim.* No deadline has been established for the filing of administrative claims other than (a) claims under section 503(b)(9) of the Bankruptcy Code and (b) any portion of a Rejection Damages Claim seeking administrative priority, which claims must be filed by the General Bar Date and the Rejection Bar Date, respectively.

E. WHEN AND WHERE TO FILE

Proofs of Claim must be sent either (a) through the CM/ECF system on the Court’s website at <https://www.ecf.moeb.uscourts.gov/cgibin/login>; or (b) electronically using the Electronic Proof of Claim (ePOC) Program on the Court’s website at <http://www.moeb.uscourts.gov/epoc.htm>; or (c) by first-class mail or overnight courier to Clerk of the Bankruptcy Court, Eastern District of Missouri, 111 S. 10th St., 4th Floor, St. Louis, MO 63102; or (d) by (i) first-class mail to **Armstrong Energy, Inc. Claims Processing Center, c/o Donlin, Recano & Company, Inc., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219**, (ii) overnight courier, or hand-delivery to **Armstrong Energy, Inc. Claims Processing Center, c/o Donlin, Recano & Company, Inc., 6201 15th Avenue, Brooklyn, NY 11219**. Proofs of claim will be deemed filed only when actually received by the Clerk of the US Bankruptcy Court or by the Armstrong Claims Processing Center on or before the applicable Bar Date. **Proofs of claim may NOT be delivered by facsimile or electronic mail transmission.** Any facsimile or electronic mail submission will not be accepted and will not be deemed filed until a proof of claim is submitted by one of the approved methods described above.

Proof of claim forms will be collected from the Armstrong Claims Processing Center, docketed and maintained by the Debtors’ claims agent, Armstrong. If you wish to receive acknowledgement of Armstrong’s receipt of a proof of claim, you must submit to Armstrong by the applicable Bar Date and concurrently with your original proof of claim: (a) a copy of the original proof of claim; and (b) a self-addressed, postage prepaid return envelope.

**F. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM
BY THE APPLICABLE BAR DATE.**

EXCEPT AS OTHERWISE SET FORTH IN THE BAR DATE ORDER, ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM WITH RESPECT TO A PARTICULAR CLAIM AGAINST A DEBTOR BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE SHALL BE ESTOPPED AND ENJOINED FROM THE FOLLOWING: (A) ASSERTING ANY SUCH CLAIM AGAINST THE DEBTORS OR THEIR ESTATES, OR AGAINST ANY REORGANIZED OR POST-EFFECTIVE DATE DEBTOR FOLLOWING THE EFFECTIVE DATE OF A CHAPTER 11 PLAN OF REORGANIZATION IN THESE CASES, OR PROPERTY THAT (I) IS IN AN AMOUNT THAT EXCEEDS THE AMOUNT, IF ANY, THAT IS IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY AS UNDISPUTED, NONCONTINGENT AND LIQUIDATED OR (II) IS OF A DIFFERENT NATURE OR CLASSIFICATION THAN ANY SUCH CLAIM IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY (ANY SUCH CLAIM IN THIS SUBPARAGRAPH (A) BEING REFERRED TO IN THIS NOTICE AS AN “UNSCHEDULED CLAIM”); (B) VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER, ANY CHAPTER 11 PLAN OR PLANS IN THESE CHAPTER 11 CASES IN RESPECT OF AN UNSCHEDULED CLAIM; OR (C) WITH RESPECT TO ANY ADMINISTRATIVE PRIORITY CLAIM COMPONENT OF ANY REJECTION DAMAGES CLAIM, ASSERTING ANY SUCH PRIORITY CLAIM AGAINST THE DEBTORS OR THEIR ESTATES OR PROPERTY.

G. RESERVATION OF RIGHTS.

The Debtors reserve the right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules. Nothing contained in this Notice shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

H. THE DEBTORS’ SCHEDULES AND ADDITIONAL INFORMATION.

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors’ Schedules. Copies of the Debtors’ Schedules, a proof of claim form and other information and documents regarding the Debtors’ chapter 11 cases (including the Bar Date Order) are available for inspection and download free of charge on the Donlin Recano Website.

If you rely on the Debtors’ Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. Otherwise, if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

If you require additional information regarding the filing of a proof of claim, you may contact Donlin Recano toll free at (866) 416-0556, or via electronic mail at armstronginfo@donlinrecano.com. You also may contact Donlin Recano directly by writing to the Donlin Recano Claims Processing Center.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM. YOU ARE FURTHER ENCOURAGED TO CAREFULLY REVIEW THE BAR DATE ORDER AND RELATED MATERIALS ON THE DONLIN RECANO WEBSITE.