

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

---

In re:	)	
	)	Chapter 11
	)	
WESTMORELAND COAL COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-35672 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

---

**MOTION OF WESTMORELAND  
COAL COMPANY AND CERTAIN  
OF ITS SUBSIDIARIES FOR ENTRY OF AN  
ORDER (I) APPROVING THE ADEQUACY OF  
THE DISCLOSURE STATEMENT, (II) APPROVING  
THE SOLICITATION AND NOTICE PROCEDURES  
WITH RESPECT TO CONFIRMATION OF THE JOINT  
CHAPTER 11 PLAN OF WESTMORELAND COAL COMPANY  
AND CERTAIN OF ITS DEBTOR AFFILIATES, (III) APPROVING THE  
FORMS OF BALLOTS AND NOTICES IN CONNECTION THEREWITH,  
AND (IV) SCHEDULING CERTAIN DATES WITH RESPECT THERETO**

<p><b>A HEARING WILL BE CONDUCTED ON THIS MATTER ON DECEMBER 18, 2018 AT 2:00 P.M. (PREVAILING CENTRAL TIME) BEFORE THE HONORABLE DAVID R. JONES, IN COURTROOM 404, 4th FLOOR, UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS, 515 RUSK STREET, HOUSTON, TEXAS 77002.</b></p> <p><b>IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY-EIGHT DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.</b></p>
---

---

<sup>1</sup> Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company's service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

Westmoreland Coal Company and certain of its affiliates, other than the WMLP Debtors,<sup>2</sup> as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “WLB Debtors”)<sup>3</sup> respectfully state the following in support of this motion (this “Motion”).

### **Jurisdiction and Venue**

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of Texas*, dated May 24, 2012 (the “Amended Standing Order”). The WLB Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The bases for the relief requested herein are sections 105, 363, 1125, 1126, and 1128 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Bankruptcy Rules 2002, 3016, 3017, 3018, and 3020, and rules 2002-1 and 3016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

---

<sup>2</sup> The “WMLP Debtors” means, collectively, Westmoreland Resource Partners GP, LLC and Westmoreland Resource Partners, LP (and its subsidiaries).

<sup>3</sup> A detailed description of the Debtors’ businesses and the reasons for commencing the chapter 11 cases is set forth in the *Declaration of Jeffrey S. Stein, Chief Restructuring Officer of Westmoreland Coal Company, in Support of Chapter 11 Petitions and First Day Pleadings*, to be filed in connection herewith (the “First Day Declaration”).

**Relief Requested**

3. The WLB Debtors seek entry of an order (the “Order”), substantially in the form attached hereto as **Exhibit A**, granting the following relief and such other relief as is just and proper:

- a. ***Disclosure Statement.*** Approving the Disclosure Statement for the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates*, substantially in the form attached to the Order as **Schedule 1** (the “Disclosure Statement”),<sup>4</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code;
- b. ***Solicitation and Voting Procedures.*** Approving procedures for: (i) soliciting, receiving, and tabulating votes to accept or reject the Plan; (ii) voting to accept or reject the Plan; and (iii) filing objections to the Plan (the “Solicitation and Voting Procedures”), substantially in the form attached to the Order as **Schedule 2**;
- c. ***Ballots.*** Approving the First Lien Claims ballots, nominee ballots and beneficial noteholder ballots, and the General Unsecured Claims ballots (collectively, the “Ballot(s)”),<sup>5</sup> substantially in the forms attached to the Order as **Schedules 3A, 3B, 3C, and 3D**, respectively;
- d. ***Solicitation Packages.*** Approving the solicitation materials and documents included in the solicitation packages (the “Solicitation Packages”) that will be sent to Holders of First Lien Claims and General Unsecured Claims;
- e. ***Non-Voting Status Notices.*** Approving: (i) the form of notice applicable to holders of Claims that are Unimpaired under the Plan who are, pursuant to section 1126(f) of the Bankruptcy Code, conclusively presumed to accept the Plan; (ii) the form of notice applicable to holders of Claims and Interests that are Impaired under the Plan who are, pursuant to section 1126(g) of the Bankruptcy Code, conclusively deemed to reject the Plan; and (iii) the form of notice applicable to holders of Claims that are subject to a pending objection by the WLB Debtors and who are not entitled to vote the disputed portion of such Claim

---

<sup>4</sup> Capitalized terms used, but not otherwise defined herein have the meanings ascribed to them in the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates*, filed contemporaneously herewith (as may be amended, supplemented, or modified from time to time, the “Plan”), dated October 25, 2018, a copy of which is attached as **Exhibit A** to the Disclosure Statement.

<sup>5</sup> For the avoidance of doubt, the defined term Ballots includes the First Lien Claim ballots, the First Lien Claim nominee ballots (the “Master Ballots”), the First Lien Claim beneficial noteholder ballots (the “Beneficial Holder Ballots”), and the General Unsecured Claim ballots (the “General Unsecured Ballots”).

(each, a “Non-Voting Status Notice”), substantially in the forms attached to the Order as **Schedules 4, 5, 5A, 6, and 6A**, respectively;

- f. ***Cover Letter***. Approving the form of letter (the “Cover Letter”) that the WLB Debtors will send to Holders of First Lien Claims and General Unsecured Claims urging such holders to vote in favor of the Plan, substantially in the form attached to the Order as **Schedule 7**;
- g. ***Confirmation Hearing Notice***. Approving the form and manner of notice of the hearing to be held by the Court to consider confirmation of the Plan (the “Confirmation Hearing,” and the notice thereof, the “Confirmation Hearing Notice”) pursuant to section 1129 of the Bankruptcy Code, substantially in the form attached to the Order as **Schedule 8**;
- h. ***Plan Supplement Notice***. Approving the notice related to the filing of the Plan Supplement, substantially in the form attached to the Order as **Schedule 9** (the “Plan Supplement Notice”);
- i. ***Assumption and Rejection Notices***. Approving the form of notices to counterparties to Executory Contracts and Unexpired Leases that will be (i) assumed or assumed and assigned, or (ii) rejected pursuant to the Plan (the “Assumption Notice” and the “Rejection Notice,” respectively), substantially in the forms attached to the Order as **Schedule 10** and **Schedule 11**, respectively; and
- j. ***Confirmation Dates***. Establishing certain dates and deadlines with respect to confirmation of the Plan, subject to modification as necessary.

4. On October 18, 2018, the WLB Debtors filed the *Motion of Westmoreland Coal Company and Certain of Its Subsidiaries for Entry of an Order (I) Authorizing Westmoreland Coal Company and Certain Debtor Affiliates to Enter Into and Perform Under the Stalking Horse Purchase Agreement, (II) Approving Bidding Procedures with Respect to Substantially All Assets, (III) Approving Contract Assumption and Assignment Procedures, (IV) Scheduling Bid Deadlines and an Auction, (V) Scheduling Hearings and Objection Deadlines with Respect to the Disclosure Statement and Plan Confirmation, and (VI) Approving the Form and Manner of Notice Thereof* [Docket No. 208] (the “Bidding Procedures and Scheduling Motion”), which proposes that the

following dates and deadlines be scheduled in connection with the approval of the Disclosure Statement and Plan Confirmation:<sup>6</sup>

Event	Date
Disclosure Statement Objection Deadline	<b>November 30, 2018, at 4:00 p.m., prevailing Central Time</b>
Disclosure Statement Hearing	<b>December 18, 2018, at 2:00 p.m., prevailing Central Time</b>
Bid Deadline	<b>January 15, 2019, at 4:00 p.m., prevailing Central Time</b>
Auction	<b>January 22, 2019, at 9:00 a.m., prevailing Central Time</b>
Confirmation Objection Deadline	<b>January 25, 2019, at 4:00 p.m., prevailing Central Time; or if the Auction occurs after January 22, 2019, the Confirmation Objection Deadline shall be automatically extended through 4:00 p.m. (prevailing Central Time) on the date that is three (3) days following the Auction</b>
Confirmation Hearing	<b>February 13, 2019</b>

5. By this Motion, the WLB Debtors seek to establish the following dates and deadlines in addition to those previously requested by the WLB Debtors pursuant to the Bidding Procedures and Scheduling Motion:

Event	Date	Description
Voting Record Date	<b>December 13, 2018</b>	Date for determining (i) which holders of Claims in the Voting Classes (as defined herein) are entitled to vote to accept or reject the Plan and (ii) whether Claims have been properly assigned or transferred to an assignee under Bankruptcy Rule 3001(e) such that the assignee or transferee, as applicable, can vote to accept or reject the Plan as the holder of a Claim (the “ <u>Voting Record Date</u> ”)

<sup>6</sup> Capitalized terms in the below chart shall have the meanings ascribed to them in the Bidding Procedures and Scheduling Motion.

Event	Date	Description
Solicitation Deadline	<b>Five (5) business days after entry of the Disclosure Statement Order</b>	The deadline for distributing Solicitation Packages, including Ballots, to holders of Claims entitled to vote to accept or reject the Plan (the " <u>Solicitation Deadline</u> ")
Publication Deadline	<b>December 21, 2018; or as soon as reasonably practicable thereafter</b>	The date by which the WLB Debtors will submit the Confirmation Hearing Notice in a format modified for publication (the " <u>Publication Notice</u> ")
Voting Deadline	<b>January 25, 2019, at 4:00 p.m., prevailing Central Time; or if the Auction occurs after January 22, 2019, the Voting Deadline shall be automatically extended through 4:00 p.m. (prevailing Central Time) on the date that is three (3) days following the Auction</b>	The date by which <i>all</i> Ballots must be properly executed, completed, and delivered (the " <u>Voting Deadline</u> "), so that they are <b>actually received</b> by Donlin, Recano & Company, Inc. (the " <u>Notice and Claims Agent</u> ")
Deadline to File Voting Report	<b>One (1) week prior to the Confirmation Hearing</b>	Date by which the report tabulating the voting on the Plan (the " <u>Voting Report</u> ") shall be filed with the Court
Deadline to File Confirmation Brief and Confirmation Objection Reply/Statements in Support of Confirmation	<b>Two (2) business days prior to the Confirmation Hearing, at 12:00 p.m., prevailing Central Time</b>	Date by which the WLB Debtors shall file their brief in support of Confirmation of the Plan (the " <u>Confirmation Brief Deadline</u> ") and deadline by which replies to objections to the Plan or other statements in support must be filed with the Court (the " <u>Confirmation Objection Reply Deadline</u> ")

### Plan Summary

6. On October 9, 2018 (the "Petition Date") the WLB Debtors entered into the RSA. The Plan as contemplated under the RSA provides that, among other things, the WLB Debtors shall consummate a Sale Transaction to the bidder that provides the highest or otherwise best bid

for substantially all of WLB Debtors' assets. The WLB Debtors' goal during the chapter 11 cases is to drive a value-maximizing Sale Transaction that will provide enhanced stakeholder recoveries. Accordingly, the WLB Debtors filed the Bidding Procedures and Scheduling Motion on October 18, 2018 that sets forth a path to Plan confirmation. The Plan and Disclosure Statement contemplate (a) the sale and transfer of substantially all of the WLB Debtors' assets and equity interests, (b) efficient distributions to their creditors, and (c) a subsequent wind-down of the WLB Debtors' businesses and affairs upon distribution of the sale proceeds pursuant to the Plan. Upon the Plan Effective Date, the Plan Administrator will be appointed to act on behalf of the estates on all subsequent matters, including the orderly wind-down of the remaining assets of the estate. The Plan Administrator will make distributions to creditors in accordance with the terms and conditions of the Plan.

7. The Plan contemplates classifying holders of Claims and Interests into the following Classes of Claims and Interests for all purposes, including with respect to voting on the Plan, pursuant to section 1126 of the Bankruptcy Code.<sup>7</sup>

---

<sup>7</sup> The Plan constitutes a separate chapter 11 plan for each WLB Debtor. The WLB Debtors reserve the right to modify the Plan in accordance with the terms thereof, including the right to withdraw the Plan as to an individual WLB Debtor at any time before the Confirmation Date.

<b>Class</b>	<b>Claims and Interests</b>	<b>Status</b>	<b>Voting Rights</b>
1	Other Priority Claims	Unimpaired	Not Entitled to Vote (Presumed to Accept)
2	Other Secured Claims	Unimpaired	Not Entitled to Vote (Presumed to Accept)
3	First Lien Secured Claims	Impaired	Entitled to Vote
4	General Unsecured Claims	Impaired	Entitled to Vote
5	Intercompany Claims	Impaired / Unimpaired	Not Entitled to Vote (Presumed to Accept or Deemed to Reject)
6	Intercompany Interests	Impaired / Unimpaired	Not Entitled to Vote (Presumed to Accept or Deemed to Reject)
7	Section 510(b) Claims	Impaired	Not Entitled to Vote (Deemed to Reject)
8	WCC Interests	Impaired	Not Entitled to Vote (Deemed to Reject)

8. The Plan provides for the following distributions to be made to the WLB Debtors' creditors:

<b>Class</b>	<b>Claim/Interest</b>	<b>Treatment of Claim/Equity Interest</b>
1	Other Priority Claims	Each Holder of an Allowed Other Priority Claim shall receive payment in full in Cash or other treatment rendering such Claim Unimpaired.
2	Other Secured Claims	Each Holder of an Allowed Other Secured Claim shall receive, at the election of the WLB Debtors (which election shall be subject to the consent of the Required Consenting Stakeholders (not to be unreasonably withheld)): (i) payment in full in Cash of such Allowed Other Secured Claim; (ii) the Collateral securing such Allowed Other Secured Claim; (iii) Reinstatement of such Allowed Other Secured Claim, notwithstanding any contractual provision or applicable non-bankruptcy law that entitles the Holder of such Claim to demand or to receive payment prior to the stated maturity of such Allowed Other Secured Claim from and after the occurrence of default; or (iv) such other treatment rendering such Allowed Other Secured Claim Unimpaired.



Class	Claim/Interest	Treatment of Claim/Equity Interest
3	First Lien Secured Claims	<p>Each Holder of an Allowed First Lien Secured Claim will receive, as applicable:</p> <p>(i) <u>If the Stalking Horse Purchaser is the Successful Bidder</u>: its Pro Rata share of (x) the Purchaser Stock and (if applicable) all debt issued by the Purchaser or any of its direct or indirect subsidiaries, as set forth in the Description of Transaction Steps; (y) the Non-Core Asset Sale Proceeds; and (z) all other proceeds of the WLB Debtors' assets that constitute Collateral of the Holders of First Lien Secured Claims and are not Transferred Assets, including, for the avoidance of doubt, the WLB Debtors' Interests in the WMLP Debtors; or</p> <p>(ii) <u>If the Stalking Horse Purchaser is not the Successful Bidder or the Sale Transaction is not Consummated</u>: payment in full in Cash.</p>
4	General Unsecured Claims	<p>Each Holder of an Allowed General Unsecured Claim will receive its Pro Rata share of the General Unsecured Claims Amount as provided in <u>Article IV.G</u> of the Plan.</p>
5	Intercompany Claims	<p>Each Intercompany Claim will, at the election of the WLB Debtors (with such election being subject to the consent of the Required Consenting Stakeholders, not to be unreasonably withheld), be: (i) Reinstated; or (ii) canceled, released, and extinguished as of the Plan Effective Date, and will be of no further force or effect.</p>
6	Intercompany Interests	<p>Intercompany Interests will, at the election of the WLB Debtors (with such election being subject to the consent of the Required Consenting Stakeholders), be: (i) Reinstated; or (ii) canceled, released, and extinguished as of the Plan Effective Date, and will be of no further force or effect.</p>
7	Section 510(b) Claims	<p>Section 510(b) Claims will be canceled, released, and extinguished as of the Plan Effective Date, and will be of no further force or effect, and each Holder of a Section 510(b) Claim will not receive any distribution on account of such Section 510(b) Claim.</p>
8	WCC Interests	<p><b><i>On the Post-Closing Reconciliation Date</i></b>, WCC Interests will be canceled, released, and extinguished, and will be of no further force or effect. Each Holder of a WCC Interest will not receive any distribution on account of such Interest.</p>

9. Based on the foregoing (and as discussed in greater detail herein), the WLB Debtors are proposing to solicit votes to accept or reject the Plan from holders of Claims in Classes 3 and 4 (each, a “Voting Class,” and collectively, the “Voting Classes”). The WLB Debtors are not

proposing to solicit votes from holders of Claims and Interests in Classes 1, 2, 5, 6, 7, or 8 (each, a “Non-Voting Class,” and collectively, the “Non-Voting Classes”).

### **Basis for Relief**

#### **I. The Court Should Approve the Disclosure Statement.**

##### **A. The Standard for Approval of the Disclosure Statement.**

10. Pursuant to section 1125 of the Bankruptcy Code, the proponent of a proposed chapter 11 plan must provide “adequate information” regarding that plan to holders of impaired claims and interests entitled to vote on the plan. Specifically, section 1125(a)(1) of the Bankruptcy Code provides, in relevant part, as follows:

‘[A]dequate information’ means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan.

11 U.S.C. § 1125(a)(1).

11. The primary purpose of a disclosure statement is to provide all material information that creditors and interest holders affected by a proposed plan need to make an informed decision regarding whether or not to vote for the plan. *See, e.g., Century Glove, Inc. v. First Am. Bank of N.Y.*, 860 F.2d 94, 100 (3d Cir. 1988) (“[Section] 1125 seeks to guarantee a minimum amount of information to the creditor asked for its vote.”); *In re Monnier Bros.*, 755 F.2d 1336, 1342 (8th Cir. 1985) (“The primary purpose of a disclosure statement is to give the creditors the information they need to decide whether to accept the plan.”); *In re Phoenix Petroleum, Co.*, 278 B.R. 385, 392 (Bankr. E.D. Pa. 2001) (“[T]he general purpose of the disclosure statement is to provide ‘adequate information’ to enable ‘impaired’ classes of creditors and interest holders to make an

informed judgment about the proposed plan and determine whether to vote in favor of or against that plan.”); *In re Unichem Corp.*, 72 B.R. 95, 97 (Bankr. N.D. Ill. 1987) (“The primary purpose of a disclosure statement is to provide all material information which creditors and equity security holders affected by the plan need in order to make an intelligent decision whether to vote for or against the plan.”). Congress intended that such informed judgments would be needed to both negotiate the terms of, and vote on, a plan of reorganization. *See Century Glove, Inc.*, 860 F.2d at 100.

12. “Adequate information” is a flexible standard, based on the facts and circumstances of each case. 11 U.S.C. § 1125(a)(1) (“‘adequate information’ means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records”); *see also Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.2d 414, 417 (3d Cir. 1988) (“From the legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”); *First Am. Bank of N.Y. v. Century Glove, Inc.*, 81 B.R. 274, 279 (D. Del. 1988) (noting that adequacy of disclosure for a particular debtor will be determined based on how much information is available from outside sources); S. Rep. No. 95-989, at 121 (1978), *as reprinted in* 1978 U.S.C.C.A.N. 5787, 5907 (“the information required will necessarily be governed by the circumstances of the case”).

13. Courts in the Fifth Circuit acknowledge that determining what constitutes “adequate information” for the purpose of satisfying section 1125 of the Bankruptcy Code resides within the broad discretion of the court. *See Mabey v. Southwestern Elec. Power Co. (In re Cajun Elec. Power Coop., Inc.)*, 150 F.3d 503, 518 (5th Cir. 1998) (“The legislative history of § 1125 indicates that, in determining what constitutes ‘adequate information’ with respect to a particular disclosure statement, ‘both the kind and form of information are left essentially to the judicial

discretion of the court’ and that ‘the information required will necessarily be governed by the circumstances of the case.’”) (internal citations omitted), *cert. denied*, 526 U.S. 1144 (1999); *Tex. Extrusion Corp. v. Lockheed Corp. (In re Tex. Extrusion Corp.)*, 844 F.2d 1142, 1157 (5th Cir. 1988) (“The determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within the discretion of the bankruptcy court.”). Accordingly, the determination of whether a disclosure statement contains adequate information must be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. *See In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001).

14. In making a determination as to whether a disclosure statement contains adequate information as required by section 1125 of the Bankruptcy Code, courts typically look for disclosures related to topics such as:

- a. the events that led to the filing of a bankruptcy petition;
- b. the relationship of the debtor with its affiliates;
- c. the debtor’s anticipated future performance;
- d. the source of information stated in the disclosure statement;
- e. the debtor’s condition while in chapter 11;
- f. claims asserted against the debtor;
- g. the estimated return to creditors under a chapter 7 liquidation of the debtor;
- h. the future management of the debtor;
- i. the chapter 11 plan or a summary thereof;
- j. information relevant to the risks posed to creditors under the plan;
- k. the actual or projected realizable value from recovery of preferential or otherwise avoidable transfers;
- l. litigation likely to arise in a nonbankruptcy context; and
- m. tax attributes of the debtor.

See *In re U.S. Brass Corp.*, 194 B.R. 420, 424–25 (Bankr. E.D. Tex. 1996); see also *In re Scioto Valley Mortg. Co.*, 88 B.R. 168, 170–71 (Bankr. S.D. Ohio 1988) (listing the factors courts have considered in determining the adequacy of information provided in a disclosure statement); *In re Metrocraft Pub. Serv., Inc.*, 39 B.R. 567, 568 (Bankr. N.D. Ga. 1984) (same). Disclosure regarding all topics is not necessary in every case. See *In re U.S. Brass Corp.*, 194 B.R. at 424; see also *In re Phoenix Petroleum*, 278 B.R. at 393 (“[C]ertain categories of information which may be necessary in one case may be omitted in another; no one list of categories will apply in every case.”).

**B. The Disclosure Statement Contains Adequate Information in Accordance with Section 1125 of the Bankruptcy Code.**

15. The Disclosure Statement provides “adequate information” to allow holders of Claims in the Voting Classes to make informed decisions about whether to vote to accept or reject the Plan. Specifically, the Disclosure Statement contains a number of categories of information that courts consider “adequate information,” including, without limitation:

Category	Description	Location in Disclosure Statement
Debtors’ Corporate History, Structure, and Business Overview	An overview of the WLB Debtors’ corporate history, business operations, organizational structure, and capital structure.	Article III
Events Leading to the Chapter 11 Filings	An overview of the WLB Debtors’ out-of-court restructuring efforts in response to deteriorating economic conditions.	Article IV
Anticipated Events of the Chapter 11 Cases	A summary of the projected course of events in the chapter 11 cases.	Article V
Confirmation of the Plan	Confirmation procedures and statutory requirements for confirmation and Consummation of the Plan.	Article VII
Liquidation Analysis	An analysis of the liquidation value of the WLB Debtors.	Article VII

Category	Description	Location in Disclosure Statement
Solicitation and Voting Procedures	A description of the procedures for soliciting votes to accept or reject the Plan and voting on the Plan.	Article VII
Risk Factors	Certain risks associated with the WLB Debtors' businesses, as well as certain risks associated with forward-looking statements and an overall disclaimer as to the information provided by and set forth in the Disclosure Statement.	Article VIII
Certain United States Federal Income Tax Consequences of the Plan	A description of certain U.S. federal income tax law consequences of the Plan.	Article IX
Certain Securities Law Matters	A description of the applicability of section 1145 of the Bankruptcy Code and the issuance of Purchaser Stock under the Plan.	Article X
Recommendation	A recommendation by the WLB Debtors that holders of Claims in the Voting Classes should vote to accept the Plan.	Article XI

16. Based on the foregoing, the WLB Debtors have demonstrated that the Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code and addresses the information set forth above in a manner that provides adequate information to holders of Claims entitled to vote to accept or reject the Plan. Accordingly, the WLB Debtors submit that the Disclosure Statement contains “adequate information” and, therefore, should be approved.

**C. The Disclosure Statement Provides Sufficient Notice of Injunction, Release, and Exculpation Provisions in the Plan.**

17. Bankruptcy Rule 3016(c) requires that, if a plan provides for an injunction against conduct not otherwise enjoined under the Bankruptcy Code, the plan and disclosure statement must describe, in specific and conspicuous language, the acts to be enjoined and the entities subject to the injunction. Fed. R. Bankr. P. 3016(c).

18. Article IX.G of the Plan and Article VI.J of the Disclosure Statement describe in detail the entities subject to an injunction under the Plan and the acts that they are enjoined from

pursuing. Further, the language in Article IX.G of the Plan and Article VI.J of the Disclosure Statement is in bold font, making it conspicuous to anyone who reads it. Moreover, Article IX.C, Article IX.D, and Article IX.E of the Plan, as well as Article VI.J.1, Article VI.J.2, and Article VI.J.3 of the Disclosure Statement describe in detail the entities subject to or providing a release under the Plan and the Claims and Causes of Action so released. Article IX.F of the Plan and Article VI.J.4 of the Disclosure Statement also describe in detail the entities entitled to exculpation under the Plan. Each of the foregoing sections is set forth conspicuously in bold font. Accordingly, the WLB Debtors respectfully submit that the Disclosure Statement complies with Bankruptcy Rule 3016(c) by conspicuously describing the conduct and parties enjoined, released, or exculpated by the Plan.

**II. The Court Should Approve the Solicitation and Voting Procedures, Including the Voting and Tabulation Procedures, the Materials, and the Timeline for Soliciting Votes on the Plan.**

**A. The Standard for Approval of Voting and Tabulation Procedures.**

19. Section 1126(c) of the Bankruptcy Code provides that:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under section (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designed under subsection (e) of this section, that have accepted or rejected the plan.

11 U.S.C. § 1126(c). Additionally, Bankruptcy Rule 3018(c) provides, in part, that “[a]n acceptance or rejection [of a plan] shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent and conform to the appropriate Official Form.” Fed. R. Bankr. P. 3018(c). Consistent with these requirements, the WLB Debtors propose to use the Solicitation and Voting Procedures, which procedures include

specific voting and tabulation requirements and processes (the “Voting and Tabulation Procedures”), as follows:

*1. Completion of Ballots.*

20. To facilitate the process of tabulating all votes received, the WLB Debtors propose that a Ballot be counted in determining the acceptance or rejection of the Plan only if it satisfies certain criteria. Specifically, the Voting and Tabulation Procedures provide that the WLB Debtors not count a Ballot if it is, among other things, illegible, submitted by a holder of a Claim that is not entitled to vote on the Plan, unsigned, or not clearly marked. Further, the WLB Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the close of voting, and any such waivers shall be documented in the Voting Report.

*2. General Ballot Tabulation and Voting Procedures.*

21. The proposed Voting and Tabulation Procedures set forth specific criteria with respect to the general tabulation of Ballots, and voting procedures applicable to holders of Claims. The WLB Debtors believe that the proposed Voting and Tabulation Procedures will facilitate the Plan confirmation process. Specifically, the procedures will clarify any obligations of holders of Claims entitled to vote to accept or reject the Plan and will create a straightforward process by which the WLB Debtors can determine whether they have satisfied the numerosity requirements of section 1126(c) of the Bankruptcy Code. Accordingly, the WLB Debtors submit that the Voting and Tabulation Procedures are in the best interests of their estates, holders of Claims, and other parties in interest, and that good cause supports the relief requested herein.

**B. The Court Should Approve the Forms of the Ballots.**

22. In accordance with Bankruptcy Rule 3018(c), the WLB Debtors have prepared and customized the Ballots. Although based on Official Form B 314, the Ballots have been modified



to (a) address the particular circumstances of these chapter 11 cases, and (b) include certain additional information that is relevant and appropriate for Claims in certain of the Voting Classes. The proposed Ballots for each Voting Class are annexed as **Schedules 3A, 3B, 3C, and 3D** to the Order. The WLB Debtors respectfully submit that the forms of the Ballots comply with Bankruptcy Rule 3018(c) and, therefore, should be approved.

**C. The Court Should Approve the Form and Distribution of the Solicitation Packages and Cover Letter to Parties Entitled to Vote on the Plan.**

23. Bankruptcy Rule 3017(d) specifies the materials to be distributed to holders of allowed claims upon approval of a disclosure statement, including the plan or a court-approved summary of the plan, the disclosure statement approved by the court, and notice of the time within which acceptances and rejections of the plan may be filed. Fed. R. Bankr. P. 3017(d).

24. In accordance with this requirement, the WLB Debtors propose to send the Solicitation Packages to provide holders of Claims in the Voting Classes with the information they need to be able to make informed decisions with respect to how to vote on the Plan. Specifically, on or before the Solicitation Deadline, the WLB Debtors will cause the Solicitation Packages to be distributed by first-class U.S. mail to those holders of Claims in the Voting Classes. Each Solicitation Package will include the following materials:

- a. a copy of the Solicitation and Voting Procedures;
- b. a Ballot, together with detailed voting instructions and a pre-addressed, postage prepaid return envelope;
- c. the Cover Letter;
- d. the Disclosure Statement (and exhibits thereto, including the Plan);
- e. the Order (without exhibits except the Solicitation and Voting Procedures, as set forth above);
- f. the Confirmation Hearing Notice; and

- g. any other materials the Court approves as part of the Solicitation Package, which may include a letter from the Official Committee of Unsecured Creditors.

25. The WLB Debtors request that they be authorized to distribute the Plan, the Disclosure Statement, and the Order (without exhibits, except for the Solicitation and Voting Procedures) to holders of Claims entitled to vote on the Plan in electronic format (i.e., on a CD-ROM or flash drive). The Ballots, the Cover Letter, and the Confirmation Hearing Notice will only be provided in paper format. Distribution in this manner will translate into significant monetary savings for the WLB Debtors' estates (the Plan, the Disclosure Statement, and the Order, collectively, total hundreds of pages) by reducing printing and postage costs. Bankruptcy courts in this and other districts have permitted debtors to transmit solicitation documents in electronic format in other large chapter 11 cases in the interest of saving printing and mailing costs. *See, e.g., In re Colbalt International Energy, Inc.*, No. 17-36709 (MI) (Bankr. S.D. Texas Mar. 8, 2018) (authorizing the debtors to transmit solicitation documents in electronic format); *In re GenOn Energy, Inc.*, No. 17-33695 (DRJ) (Bankr. S.D. Tex. October 5, 2017) (same); *In re CJ Holding Co.*, No. 16-33590 (DRJ) (Bankr. S.D. Tex. November 5, 2016) (same); *In re Sandridge Energy, Inc.*, No. 16-32488 (DRJ) (Bankr. S.D. Tex. July 15, 2016) (same).<sup>8</sup>

26. In many instances, certain brokerage firms and banks or their agents (collectively, the "Nominees") hold First Lien Notes rather than the individual holders themselves (collectively, the "Beneficial Holders"). To ensure proper tabulation of votes for all First Lien Claims, the Notice and Claims Agent will deliver Solicitation Packages to holders of record as of the Voting Record Date, including Nominees. Additionally, the Notice and Claims Agent will distribute Master Ballots and Beneficial Holder Ballots to Nominees under separate cover from the

---

<sup>8</sup> Because of the voluminous nature of the orders cited herein, such orders are not attached to this motion. Copies of these orders are available upon request to the WLB Debtors' proposed counsel.

Solicitation Packages delivered to all other holders of record. The Beneficial Holder Ballots will instruct each Beneficial Holder voting on the Plan through a Nominee to return the Beneficial Holder Ballot to the appropriate Nominee in sufficient time for such Nominee to timely cast votes to accept or reject the Plan on behalf of the Beneficial Holders, or otherwise follow the directions of the Nominee. The Notice and Claims Agent will then tabulate each of the Master Ballots and Beneficial Holder Ballots received.

27. Additionally, the WLB Debtors will provide (a) complete Solicitation Packages (excluding the Ballots) to the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”), and (b) the Order (in electronic format) and the Confirmation Hearing Notice to all parties required to be notified under Rule 2002 of the Bankruptcy Rules and Rule 2002-1 of the Bankruptcy Local Rules (the “2002 List”) as of the Voting Record Date. Any party that receives the materials in electronic format, but would prefer paper format may contact the Notice and Claims Agent and request paper copies of the corresponding materials previously received in electronic format (to be provided at the WLB Debtors’ expense) by (a) visiting the WLB Debtors’ restructuring website at <http://www.donlinrecano.com/westmoreland>, (b) writing to Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219, (c) emailing [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com), and/or (d) calling the WLB Debtors’ Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International). Parties in interest can also obtain these documents and any other pleadings filed in the chapter 11 cases (for a fee) via PACER at <https://ecf.txsb.uscourts.gov>. The WLB Debtors will not mail Solicitation Packages or other solicitation materials to holders of Claims that have already been paid in full during the chapter 11 cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court in the chapter 11 cases.

28. The WLB Debtors respectfully request that the Notice and Claims Agent be authorized (to the extent not authorized by another order of the Court) to assist the WLB Debtors in (a) distributing the Solicitation Packages, (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by holders of Claims against the WLB Debtors, (c) responding to inquiries from holders of Claims and Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (d) soliciting votes on the Plan, and (e) if necessary, contacting creditors regarding the Plan.

29. All votes to accept or reject the Plan must be cast by using the appropriate Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by: (a) first class mail, in the return envelope provided with each Ballot; (b) overnight delivery; (c) personal delivery; or (d) e-mail, so that the Ballots are actually received by the Notice and Claims Agent no later than the Voting Deadline at the return address set forth in the applicable Ballot. For the avoidance of doubt, Beneficial Holders must properly execute, complete, and deliver Beneficial Holder Ballots to their respective Nominee in sufficient time so that the Nominees may verify, tabulate, and include such Beneficial Holder Ballots in a Master Ballot and return the Master Ballots, so that they are actually received by the Notice and Claims Agent no later than the Voting Deadline.

**D. The Court Should Approve the Notice of Confirmation Hearing.**

30. The WLB Debtors will serve the Confirmation Hearing Notice on all known holders of Claims and Interests and the 2002 List (regardless of whether such parties are entitled to vote on the Plan) by no later than five business days after the entry of the Disclosure Statement Order, which will provide all parties in interest with at least 28 days' notice of the Confirmation

Objection Deadline and the Confirmation Hearing. The Confirmation Hearing Notice will include the following: (a) instructions as to how to view or obtain copies of the Disclosure Statement (including the Plan and the other exhibits thereto), the Order, and all other materials in the Solicitation Package (excluding Ballots) from the Notice and Claims Agent and/or the court's website via PACER; (b) notice of the Voting Deadline; (c) notice of the date by which the WLB Debtors will file the Plan Supplement; (d) notice of the Confirmation Objection Deadline; and (e) notice of the Confirmation Hearing and information related thereto.

31. In addition, the Confirmation Hearing Notice will provide notice of the Administrative Claims Bar Date. Except as otherwise provided in the Plan, requests for payment of Administrative Claims that are expected to remain unpaid in full in Cash as of the Post-Closing Reconciliation Date must be Filed no later than January 25, 2019, at 4:00 p.m., prevailing Central Time; or if the Auction occurs after January 22, 2019, the Administrative Claims Bar Date shall be automatically extended through 4:00 p.m. (prevailing Central Time) on the date that is three (3) days following the Auction. Holders of Administrative Claims that are required to, but do not, file and serve a request for payment of such Administrative Claims by such date shall be forever barred, estopped, and enjoined from asserting such Administrative Claims against the WLB Debtors or their property, and such Administrative Claims will be deemed discharged as of the Plan Effective Date.<sup>9</sup>

32. Bankruptcy Rule 2002(l) permits the court to “order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice.” Therefore, in

---

<sup>9</sup> The Plan anticipates that Debtor Westmoreland Coal Company will continue to exist until the Post-Closing Reconciliation Date, but the remaining WLB Debtors may dissolve prior to the Post-Closing Reconciliation Date. For the avoidance of doubt, any Administrative Claim asserted against a WLB Debtor seeking payment for a period after the dissolution of such WLB Debtor shall have the applicable portion of such Administrative Claim automatically disallowed and expunged without further order of the Court.

addition to the foregoing distribution of the Confirmation Hearing Notice, the WLB Debtors will publish the Publication Notice by December 21, 2018 (or as soon as reasonably practicable thereafter), on one occasion in *The New York Times* (national edition) and the *Houston Chronicle*. The WLB Debtors believe that the Publication Notice will provide sufficient notice of, among other things, the entry of the Order, the Voting Deadline, the Confirmation Objection Deadline, the Confirmation Hearing, and the Administrative Claims Bar Date to parties who did not otherwise receive notice thereof by mail. Additionally, service and publication of the Confirmation Hearing Notice comports with the requirements of Bankruptcy Rule 2002 and should be approved.

**E. The Court Should Approve the Plan Supplement Notice.**

33. The Plan defines “Plan Supplement” to mean the compilation of documents and forms of documents, schedules, and exhibits to the Plan that the WLB Debtors will file at least seven (7) days prior to the Voting Deadline. *See* Plan at Art. I.A.105. The Plan Supplement will include, among other materials, the following in connection with confirmation: (a) the Assumed Contracts and Leases List; (b) the identity of the Plan Administrator and the compensation of the Plan Administrator; (c) the General Unsecured Claims Amount; (d) the Wind-Down Budget; (e) the Description of Transaction Steps; (f) the Purchaser Documentation; (g) the Liquidating Trust Agreement; (h) those Transferred Causes of Action that shall be transferred to the Purchaser pursuant to the Sale Transaction; and (i) the Plan Administrator Agreement; provided that the Description of Transaction Steps is subject to modification until the Plan Effective Date.

34. To ensure that all holders of Claims receive notice of the WLB Debtors’ filing of the Plan Supplement, the WLB Debtors propose to send the Plan Supplement Notice on the date the WLB Debtors file the Plan Supplement or as soon as practicable thereafter. The WLB Debtors respectfully submit that the Plan Supplement Notice should be approved.

**F. The Court Should Approve the Form of Notices to Non-Voting Classes.**

35. As discussed above, the Non-Voting Classes are not entitled to vote on the Plan. As a result, they will not receive Solicitation Packages and, instead, the WLB Debtors propose that such parties receive a Non-Voting Status Notice. Specifically, in lieu of solicitation materials, the WLB Debtors propose to provide the following to holders of Claims and Interests in Non-Voting Classes:

Class(es)	Status	Treatment
1, 2	Unimpaired—Presumed to Accept	Will receive a Non-Voting Status Notice, substantially in the form attached to the Order as <b>Schedule 4</b> , in lieu of a Solicitation Package.
8	Impaired—Deemed to Reject	Will receive a Non-Voting Status Notice, substantially in the forms attached to the Order as <b>Schedules 5</b> and <b>5A</b> , in lieu of a Solicitation Package.
N/A	Disputed Claims	Holders of Claims that are subject to a pending objection by the WLB Debtors are not entitled to vote the disputed portion of their Claim. As such, holders of such Claims will receive a notice, substantially in the forms attached to the Order as <b>Schedules 6</b> and <b>6A</b> (which notice shall be served together with such objection).

36. The WLB Debtors will not provide the holders of Class 5 (Intercompany Claims), Class 6 (Intercompany Interests), or Class 7 (Section 510(b) Claims) with a Solicitation Package or any other type of notice in connection with solicitation. Section 510(b) Claims will be canceled, released, and extinguished as of the Plan Effective Date, with no distribution made on such claims, and Intercompany Claims and Intercompany Interests will either be reinstated, canceled, released, and extinguished as of the Plan Effective Date. Thus, holders of Section 510(b) Claims, Intercompany Claims, and Intercompany Interests will not be entitled to vote to accept or reject the Plan. Moreover, in light of the fact that the WLB Debtors or affiliates of the WLB Debtors hold the Intercompany Claims and Intercompany Interests, and such WLB Debtors and affiliates

are presumed to accept the Plan, the WLB Debtors request a waiver from any requirement to serve such holders of Intercompany Claims and Intercompany Interests.

37. Each of the Non-Voting Status Notices will include, among other things: (a) instructions as to how to view or obtain copies of the Disclosure Statement (including the Plan and the other exhibits thereto), the Order, and all other materials in the Solicitation Package (excluding Ballots) from the Notice and Claims Agent free of charge or the Court's website via PACER; (b) a disclosure regarding the settlement, release, exculpation, and injunction language set forth in Article IX of the Plan; (c) notice of the Confirmation Objection Deadline; (d) notice of the Confirmation Hearing; and (e) information related thereto.

38. The WLB Debtors believe that the mailing of Non-Voting Status Notices in lieu of Solicitation Packages satisfies the requirements of Bankruptcy Rule 3017(d). Accordingly, unless the Court orders otherwise, the WLB Debtors do not intend to distribute Solicitation Packages to holders of Claims and Interests in the Non-Voting Classes.

39. The WLB Debtors further request that they not be required to mail Solicitation Packages or other solicitation materials to the following: (a) holders of Claims that have already been paid in full during these chapter 11 cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court; or (b) any party to whom a notice of the hearing regarding the Court's approval of the Disclosure Statement was sent, but was subsequently returned as undeliverable.

**G. The Court Should Approve the Notices to Contract and Lease Counterparties.**

40. Article V.A of the Plan provides that each of the WLB Debtors' Executory Contracts and Unexpired Leases will be deemed automatically rejected pursuant to sections 365 and 1123 of the Bankruptcy Code as of the Plan Effective Date, unless such Executory Contract or Unexpired Lease: (a) is specifically described in the Plan as to be assumed in connection with



Confirmation of the Plan or is specifically scheduled to be assumed or assumed and assigned pursuant to the Plan or the Plan Supplement, (b) is the subject of a pending motion to assume such Unexpired Leases or Executory Contracts as of the Plan Effective Date, (c) is to be assumed by the WLB Debtors or assumed by the WLB Debtors and assigned to the Successful Bidder or another third party, as applicable, in connection with the Sale Transaction, (d) is a contract, instrument, release, indenture, or other agreement or document entered into in connection with the Plan, (e) is a D&O Liability Policy, or (f) is the Sale Transaction Documentation or the Purchaser Documentation. *See* Plan at Art. V.A. Additionally, Article V.C of the Plan provides that the WLB Debtors will provide Cure Notices of proposed assumption and proposed amounts of Cure Costs to the applicable third parties. *Id.* at Art. V.C.

41. To ensure that counterparties to Executory Contracts and Unexpired Leases receive notice of assumption or rejection of their Executory Contract or Unexpired Lease (and any corresponding Cure Costs) pursuant to the Plan, the WLB Debtors will mail an Assumption Notice or a Rejection Notice, as appropriate, within the time periods specified in the Plan.

**H. The Court Should Approve the Voting Record Date, Solicitation Deadline, and Voting Deadline.**

42. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a plan, “creditors and equity security holders shall include holders of stocks, bonds, debentures, notes, and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes. Fed. R. Bankr. P. 3018(a).

43. The WLB Debtors request that the Court exercise its authority under Bankruptcy Rules 3017(d) and 3018(a) to establish December 13, 2018, as the Voting Record Date. Moreover, the WLB Debtors propose that, with respect to any transferred Claim, the transferee shall be entitled to receive a Solicitation Package and, if the holder of such Claim is entitled to vote with respect to the Plan, cast a Ballot on account of such Claim only if: (a) all actions necessary to effectuate the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date, or (b) the transferee files by the Voting Record Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer. In the event a Claim is transferred after the Voting Record Date, the transferee of such Claim shall be bound by any vote on the Plan made by the holder of such Claim as of the Voting Record Date.

44. The WLB Debtors request that, after the WLB Debtors distribute Solicitation Packages to holders of Claims entitled to vote on the Plan by the Solicitation Deadline, the Court require that all holders of Claims entitled to vote on the Plan complete, execute, and return their customized Ballots (in accordance with the instructions on the Ballots) so that they are actually received by the Notice and Claims Agent on or before the Voting Deadline.

45. The foregoing timing and materials will afford holders of Claims entitled to vote on the Plan at least 28 days within which to review and analyze such materials and subsequently make an informed decision as to whether to vote to accept or reject the Plan before the Voting Deadline consistent with the requirements of the applicable Bankruptcy Rules. *See* Fed. R. Bankr. P. 3017(d) (after approval of a disclosure statement, the debtor must transmit the plan, the approved disclosure statement, a notice of the time within which acceptances and rejections of such plan may be filed, and any other information that the Court may direct to certain holders of claims). Accordingly, the WLB Debtors request that the Court approve the form of and the WLB

Debtors' proposed procedures for distributing the Solicitation Packages to the holders of Claims in the Voting Classes.

**Non-Substantive Modifications**

46. The WLB Debtors request authorization to, in consultation with counsel to the Consenting Stakeholders, make non-substantive changes to the Disclosure Statement, Disclosure Statement Hearing Notice, Plan, Confirmation Hearing Notice, Solicitation Packages, Non-Voting Status Notices, Ballots, Publication Notice, Cover Letter, Solicitation and Voting Procedures, Plan Supplement Notice, Assumption and Rejection Notices, Voting and Tabulation Procedures, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.

**Notice**

47. The WLB Debtors will provide notice of this Motion to the following parties or their respective counsel: (a) the Office of the United States Trustee for the Southern District of Texas; (b) the Official Committee of Unsecured Creditors; (c) the indenture trustee under the WLB Debtors' 8.75% senior secured notes due 2022; (d) the ad hoc group of lenders under the WLB Debtors' prepetition term loan facility due 2020 and the WLB Debtors' 8.75% senior secured notes due 2022; (e) the administrative agent under the WLB Debtors' prepetition term loan facility due 2020; (f) the administrative agent under the WLB Debtors' debtor-in-possession financing facility; (g) the lenders under the WLB Debtors' debtor-in-possession financing facility; (h) the administrative agent under the WLB Debtors' bridge loan facility due 2019; (i) the administrative agent under the WMLP Debtors' term loan facility due 2018; (j) the ad hoc committee of certain lenders under the WMLP Debtors' term loan facility due 2018; (k) the administrative agent under the WLB Debtors' proposed debtor-in-possession financing facility; (l) the lenders under the WLB

Debtors' debtor-in-possession financing facility; (m) any statutory committee appointed in these cases; (n) the United States Attorney's Office for the Southern District of Texas; (o) the Internal Revenue Service; (p) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (q) the offices of the attorneys general for the states in which the Debtors operate; (r) the Securities and Exchange Commission; (s) counsel to the Stalking Horse Bidder, if any; (t) all known holders of liens, encumbrances, and other claims secured by the WLB Debtors' assets; (u) each governmental agency that is an interested party with respect to the Sale Transaction and transactions proposed thereunder; (v) the Pension Benefit Guaranty Corporation; and (w) any party that has requested notice pursuant to Bankruptcy Rule 2002. The WLB Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the WLB Debtors respectfully request that the Court enter the Order, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Houston, Texas  
November 2, 2018

*/s/ Patricia B. Tomasco*

---

Patricia B. Tomasco (Bar No. 01797600)  
Elizabeth C. Freeman (Bar No. 24009222)  
Matthew D. Cavanaugh (Bar No. 24062656)  
**JACKSON WALKER L.L.P.**  
1401 McKinney Street, Suite 1900  
Houston, Texas 77010  
Telephone: (713) 752-4200  
Facsimile: (713) 752-4221  
Email: ptomasco@jw.com  
efreeman@jw.com  
mcavanaugh@jw.com

*Proposed Conflicts Counsel to the WLB Debtors and  
Local Counsel to the Debtors and Debtors in  
Possession*

- and -

James H.M. Sprayregen, P.C.  
Michael B. Slade (Bar No. 24013521)  
Gregory F. Pesce (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  
michael.slade@kirkland.com  
gregory.pesce@kirkland.com

*Proposed Counsel to the Debtors and Debtors in  
Possession*

Edward O. Sassower, P.C.  
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: edward.sassower@kirkland.com  
stephen.hessler@kirkland.com

- and -

Anna G. Rotman, P.C. (Bar No. 24046761)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
609 Main Street  
Houston, Texas 77002  
Telephone: (713) 836-3600  
Email: anna.rotman@kirkland.com

**Certificate of Service**

I certify that on November 2, 2018, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

*/s/ Patricia B. Tomasco*

\_\_\_\_\_  
Patricia B. Tomasco

**Exhibit A**

**Disclosure Statement Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
WESTMORELAND COAL COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-35672 (DRJ)
Debtors.	)	(Jointly Administered)
	)	
	)	Re: Docket No. __

**ORDER (I) APPROVING THE ADEQUACY  
OF THE DISCLOSURE STATEMENT, (II) APPROVING  
THE SOLICITATION AND NOTICE PROCEDURES WITH  
RESPECT TO CONFIRMATION OF THE JOINT CHAPTER  
11 PLAN OF WESTMORELAND COAL COMPANY AND CERTAIN  
OF ITS DEBTOR AFFILIATES, (III) APPROVING THE FORMS OF  
BALLOTS AND NOTICES IN CONNECTION THEREWITH, AND  
(IV) SCHEDULING CERTAIN DATES WITH RESPECT THERETO**

Upon the motion (the “Motion”)<sup>2</sup> of Westmoreland Coal Company and its debtor affiliates, other than the WMLP Debtors, as debtors and debtors in possession (collectively, the “WLB Debtors”), for entry of an order (this “Order”), pursuant to sections 105, 363, 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017, 3018, 3020, and Bankruptcy Local Rules 2002-1 and 3016-1, approving (a) the adequacy of the Disclosure Statement, (b) the Solicitation and Voting Procedures, (c) the Voting Record Date, (d) the form and manner of the

---

<sup>1</sup> Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company’s service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion. The terms “WLB Debtors” and “WMLP Debtors” shall have the meanings ascribed to them in the First Day Declaration.



Solicitation Packages and the materials contained therein, (e) the Plan Supplement Notice, (f) the Non-Voting Status Notices, (g) the form of Assumption Notices and Rejection Notices to counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan, (h) the Voting and Tabulation Procedures, (i) the Confirmation Hearing Notice, and (j) certain dates and deadlines related thereto, all as more fully set forth in the Motion; and this Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order; and this Court having found that it 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 in the Motion is in the best interests of the WLB Debtors' estates, their creditors, and other parties in interest; and this Court having found that the WLB 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 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, it is HEREBY ORDERED THAT:

1. The Motion is granted as provided herein.

**I. Approval of the Disclosure Statement.**

2. The Disclosure Statement, substantially in the form attached hereto as **Schedule 1**, is approved as providing holders of Claims entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code.

3. The Disclosure Statement (including all applicable exhibits thereto) provides holders of Claims, holders of Interests, and other parties in interest with sufficient notice of the injunction, exculpation, and release provisions contained in Article IX of the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).

**II. Approval of the Solicitation and Voting Procedures.**

4. The WLB Debtors are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation and Voting Procedures, substantially in the form attached hereto as Schedule 2, which are hereby approved in their entirety.

**III. Approval of the Materials and Timeline for Soliciting Votes and the Procedures for Confirming the Plan.**

**A. Approval of Certain Dates and Deadlines with Respect to the Plan and Disclosure Statement.**

5. The following dates are hereby established (subject to modification as necessary, with the reasonable consent of the Required Consenting Stakeholders and subject to the RSA and the orders approving the WLB Debtors’ postpetition financing facility) with respect to solicitation of votes on the Plan and confirmation of the Plan (all times prevailing Central Time):<sup>3</sup>

Event	Date
Voting Record Date	<b>December 13, 2018</b>
Solicitation Deadline	<b>Five (5) business days after entry of the Disclosure Statement Order</b>
Publication Deadline	<b>December 21, 2018</b>
Voting Deadline	<b>January 25, 2019, at 4:00 p.m.</b>
Deadline to File Voting Report	<b>One week prior to the Confirmation Hearing</b>

<sup>3</sup> The dates established in this Order are in addition to the dates set forth in the Bidding Procedures and Scheduling Motion, as modified after discussions with creditors.

Event	Date
Deadline to File Confirmation Brief and Confirmation Objection Reply/Statements in Support of Confirmation	<b>Two (2) business days prior to the Confirmation Hearing, at 12:00 p.m.</b>

**B. Approval of the Administrative Claims Bar Date.**

6. Except as otherwise provided in the Plan, requests for payment of Administrative Claims that are expected to remain unpaid in full in Cash as of the Post-Closing Reconciliation Date must be Filed no later than January 25, 2019, at 4:00 p.m., prevailing Central Time; or if the Auction occurs after January 22, 2019, the Administrative Claims Bar Date shall be automatically extended through 4:00 p.m. (prevailing Central Time) on the date that is three (3) days following the Auction. Holders of Administrative Claims that are required to, but do not, File and serve a request for payment of such Administrative Claims by such date shall be forever barred, estopped, and enjoined from asserting such Administrative Claims against the WLB Debtors or their property, and such Administrative Claims will be deemed discharged as of the Plan Effective Date.<sup>4</sup>

**C. Approval of the Form of and Distribution of Solicitation Packages to Parties Entitled to Vote on the Plan.**

7. The forms of the following documents to be included in the Solicitation Packages are hereby approved:

- a. an appropriate form of Ballot substantially in the forms attached hereto as **Schedules 3A, 3B, 3C, and 3D**, respectively;<sup>5</sup>

<sup>4</sup> The Plan anticipates that Debtor Westmoreland Coal Company will continue to exist until the Post-Closing Reconciliation Date, but the remaining WLB Debtors may dissolve prior to the Post-Closing Reconciliation Date. For the avoidance of doubt, any Administrative Claim asserted against a WLB Debtor seeking payment for a period after the dissolution of such WLB Debtor shall have the applicable portion of such Administrative Claim automatically disallowed and expunged without further order of the Court.

<sup>5</sup> The WLB Debtors will use commercially reasonable efforts to ensure that any holder of a Claim who has filed duplicate Claims against the WLB Debtors (whether against the same or multiple WLB Debtors) that are classified

- b. the Cover Letter substantially in the form attached hereto as **Schedule 7**;  
and
- c. the Confirmation Hearing Notice substantially in the form attached hereto  
as **Schedule 8**.

8. The Solicitation Packages provide the holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Bankruptcy Local Rules.

9. The WLB Debtors shall distribute Solicitation Packages to all holders of Claims entitled to vote on the Plan on or before the Solicitation Deadline. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules.

10. The WLB Debtors are authorized, but not directed or required, to distribute the Plan, the Disclosure Statement, and this Order to holders of Claims entitled to vote on the Plan in electronic format (i.e., on a CD-ROM or flash drive). The Ballots as well as the Cover Letter and the Confirmation Hearing Notice will *only* be provided in paper form. On or before the Solicitation Deadline, the WLB Debtors shall provide (a) complete Solicitation Packages to the U.S. Trustee and (b) the Order (in electronic format) and the Confirmation Hearing Notice to all parties on the 2002 List as of the Voting Record Date.

11. Any party that receives materials in electronic format, but would prefer to receive materials in paper format, may contact the Notice and Claims Agent and request paper copies of the corresponding materials previously received in electronic format (to be provided at the WLB Debtors' expense).

---

under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class.

12. The Notice and Claims Agent is authorized to assist the WLB Debtors in (a) distributing the Solicitation Package, (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by holders of Claims against the WLB Debtors, (c) responding to inquiries from holders of Claims and Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Package, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (d) soliciting votes on the Plan, and (e) if necessary, contacting creditors regarding the Plan.

13. All votes to accept or reject the Plan must be cast by using the appropriate Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by: (a) first class mail, in the return envelope provided with each Ballot, (b) overnight delivery, or (c) personal delivery, so that the Ballots are *actually received* by the Notice and Claims Agent no later than the Voting Deadline as set forth in the applicable Ballot. Beneficial Holders must properly execute, complete, and deliver Beneficial Holder Ballots to their respective Nominee in sufficient time so that the Nominees may verify, tabulate, and include such Beneficial Holder Ballots in a Master Ballot and return the Master Ballots, so that they are *actually received* by the Notice and Claims Agent no later than the Voting Deadline.

**D. Approval of the Confirmation Hearing Notice.**

14. The Confirmation Hearing Notice, substantially in the form attached hereto as **Schedule 8**, shall be filed by the WLB Debtors and served upon parties in interest in the chapter 11 cases within five business days after the entry of this Order, constitutes adequate and sufficient notice of the hearing to consider approval of the Plan, the manner in which a copy of the Plan could be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the

Bankruptcy Local Rules. The WLB Debtors shall publish the Confirmation Hearing Notice (in a format modified for publication) one time by the Publication Deadline on **December 21, 2018** (or as soon as reasonably practicable thereafter), in the *The New York Times* (national edition) and the *Houston Chronicle*.

**E. Approval of Notice of Filing of the Plan Supplement.**

15. The WLB Debtors are authorized to send notice of the filing of the Plan Supplement, which will be filed and served at least seven (7) days prior to the Voting Deadline, substantially in the form attached hereto as **Schedule 9**, on the date the Plan Supplement is filed pursuant to the terms of the Plan, or as soon as practicable thereafter.

**F. Approval of the Form of Notices to Non-Voting Classes.**

16. Except to the extent the WLB Debtors determine otherwise, the WLB Debtors are not required to provide Solicitation Packages to holders of Claims or Interests in Non-Voting Classes, as such holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, the Notice and Claims Agent shall mail (first-class postage prepaid) a Non-Voting Status Notice in lieu of Solicitation Packages, the form of each of which is hereby approved, to those parties, outlined below, who are not entitled to vote on the Plan:

Class(es)	Status	Treatment
1, 2	Unimpaired—Presumed to Accept	Will receive a Non-Voting Status Notice, substantially in the form attached to the Order as <b>Schedule 4</b> , in lieu of a Solicitation Package.
8	Impaired—Deemed to Reject	Will receive a Non-Voting Status Notice, substantially in the forms attached to the Order as <b>Schedules 5</b> and <b>5A</b> , in lieu of a Solicitation Package.
N/A	Disputed Claims	Holders of Claims that are subject to a pending objection by the WLB Debtors are not entitled to vote the disputed portion of their Claim. As such, holders of such Claims will receive a notice, substantially in the forms attached to the Order as <b>Schedules 6</b> and <b>6A</b> (which notice shall be served together with such objection).

17. The WLB Debtors will not provide the holders of Class 5 (Intercompany Claims), Class 6 (Intercompany Interests), or Class 7 (Section 510(b) Claims) with a Solicitation Package or any other type of notice in connection with solicitation.

18. The WLB Debtors are not required to mail Solicitation Packages or other solicitation materials to the following: (a) holders of Claims that have already been paid in full during the chapter 11 cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court, or (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable.

**G. Approval of Notices to Contract and Lease Counterparties.**

19. The WLB Debtors are authorized to mail an Assumption Notice or Rejection Notice of any Executory Contracts or Unexpired Leases (and any corresponding Cure Costs), substantially in the forms attached hereto as **Schedule 10** and **Schedule 11**, to the applicable counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan (as the case may be), within the time periods specified in the Plan.

**H. Approval of the Procedures for Filing Objections to the Plan.**

20. Objections to the Plan will not be considered by the Court unless such objections are timely filed and properly served in accordance with this Order and the Bidding Procedures Order. Additionally, all objections to confirmation of the Plan or requests for modifications to the Plan, if any, *must*: (a) be in writing, (b) conform to the Bankruptcy Rules and the Bankruptcy Local Rules, (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection, and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the notice parties identified in the Confirmation Hearing Notice.

**IV. Miscellaneous.**

21. The WLB Debtors reserve the right, subject to the reasonable consent of the Required Consenting Stakeholders, to modify the Plan without further order of the Court in accordance with Article XII of the Plan, including the right to withdraw the Plan as to an individual Debtor at any time before the Confirmation Date.

22. Nothing in this Order shall be construed as a waiver of the right of the WLB Debtors or any other party in interest, as applicable, to object to a proof of claim at any time.

23. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

24. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

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



26. The WLB Debtors and the Notice and Claims Agent are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

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

Dated: \_\_\_\_\_, 2018  
Houston, Texas

---

DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE

**Schedule 1**

**Disclosure Statement**

**[Filed at Docket No. 293, Final Version Will Be Attached to Order]**

**Schedule 2**

**Form of Solicitation and Voting Procedures**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
	)	
WESTMORELAND COAL COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-35672 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

**SOLICITATION AND VOTING PROCEDURES**

**PLEASE TAKE NOTICE THAT** on [●], 2018, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order (the “Disclosure Statement Order”): (a) authorizing Westmoreland Coal Company and certain of its affiliates, other than the WMLP Debtors, as debtors and debtors in possession (collectively, the “WLB Debtors”),<sup>2</sup> to solicit votes on the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement for the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**A. The Voting Record Date.**

The Court has established **December 13, 2018**, as the record date for purposes of determining which holders of Claims in Class 3 (First Lien Secured Claims) and Class 4 (General Unsecured Claims) are entitled to vote on the Plan (the “Voting Record Date”). Accordingly, only Holders of First Lien Secured Claims and General Unsecured Claims as of such date are entitled to vote on the Plan.

---

<sup>1</sup> Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company’s service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order.

**B. The Voting Deadline.**

The Court has established **January 25, 2019, at 4:00 p.m., prevailing Central Time, or three (3) days following the Auction, if the Auction occurs after January 22, 2019**, as the voting deadline (the “Voting Deadline”) for the Plan. The WLB Debtors may extend the Voting Deadline, with the reasonable consent of the Required Consenting Stakeholders and subject to the RSA and the orders approving the WLB Debtors’ postpetition financing facility, without further order of the Court. To be counted as votes to accept or reject the Plan, all ballots (the “Ballots”)<sup>3</sup> must be properly executed, completed, and delivered by: (1) first class mail (using the reply envelope provided in the Solicitation Package or otherwise); (2) overnight courier; (3) personal delivery; or (4) via electronic mail so that they are *actually received* by the Notice and Claims Agent, in any case, no later than the Voting Deadline. The Ballots will clearly indicate the appropriate return address, or, in the case of Beneficial Holder Ballots, such Beneficial Holders (as defined herein) will be instructed to comply with the return instructions provided by the Nominee (as defined herein).

**C. Form, Content, and Manner of Notices.**

**1. The Solicitation Package.**

The following materials shall constitute the solicitation package (the “Solicitation Package”):

- a. a copy of these Solicitation and Voting Procedures;
- b. the *Notice of Hearing to Consider Confirmation of the Chapter 11 Plan Filed By Westmoreland Coal Company and Certain Debtor Affiliates and Related Voting and Objection Deadlines*, in substantially the form annexed as **Schedule 8** to the Disclosure Statement Order (the “Confirmation Hearing Notice”);
- c. a cover letter, in substantially the form annexed as **Schedule 7** to the Disclosure Statement Order, describing the contents of the Solicitation Package and urging the holders of Claims in each of the Voting Classes to vote to accept the Plan;
- d. the applicable form of Ballot, in substantially the forms of the Ballots annexed as **Schedules 3A, 3B, 3C, and 3D** to the Disclosure Statement Order, as applicable;
- e. the approved Disclosure Statement annexed as **Schedule 1** to the Disclosure Statement Order (and exhibits thereto, including the Plan);

---

<sup>3</sup> For the avoidance of doubt, the defined term Ballots includes the First Lien Claim ballots, the First Lien Claim nominee ballots (the “Master Ballots”), the First Lien Claim beneficial noteholder ballots (the “Beneficial Holder Ballots”), and the General Unsecured Claims ballots (the “General Unsecured Ballots”).

- f. a pre-addressed, postage pre-paid reply envelope; and
- g. any other materials the Court has approved as part of the Solicitation Package.

**2. Distribution of the Solicitation Package.**

The Solicitation Package shall provide the Plan, the Disclosure Statement, and the Disclosure Statement Order (without exhibits except the Solicitation and Voting Procedures) in electronic format (i.e., CD-ROM or flash drive format), and all other contents of the Solicitation Package, including Ballots, shall be provided in paper format. Any party that receives the materials in electronic format, but would prefer paper format may contact Donlin, Recano & Company, Inc. (the “Notice and Claims Agent”) by: (a) calling the Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International); (b) visiting the WLB Debtors’ restructuring website at: <http://www.donlinrecano.com/westmoreland>; (c) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219; and/or (d) emailing [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com) and requesting paper copies of the corresponding materials previously received in electronic format (to be provided at the WLB Debtors’ expense).

The WLB Debtors shall serve or cause to be served all of the materials in the Solicitation Package (excluding the Ballots) on the U.S. Trustee and all parties who have requested service of papers in this case pursuant to Bankruptcy Rule 2002 as of the Voting Record Date. In addition, the WLB Debtors shall mail or cause to be mailed the Solicitation Package to all holders of Claims in the Voting Classes who are entitled to vote as described in Section D below, on or before five business days after the entry of the Disclosure Statement Order.<sup>4</sup>

To avoid duplication, the WLB Debtors will use commercially reasonable efforts to ensure that any holder of a Claim who has filed or purchased duplicative Claims against a WLB Debtor (whether against the same or multiple WLB Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class as against that WLB Debtor.

**3. Resolution of Disputed Claims for Voting Purposes; Resolution Event.**

- a. Absent a further order of the Court, the holder of a Claim that is in a Voting Class and is the subject of a pending objection on a “reduce and allow” basis shall be entitled to vote such Claim in the reduced amount contained in such objection.
- b. If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court on or prior to seven (7) days before the Voting Deadline:

---

<sup>4</sup> Beneficial Holder Ballots will be distributed to Nominees approximately seven (7) days after the initial solicitation mailing in accordance with customary solicitation procedures.

(i) the WLB Debtors shall cause the applicable holder to be served with a Disputed Claim Notice, substantially in the form annexed as **Schedule 6** to the Disclosure Statement Order (which notice shall be served together with such objection); such notice will instruct these holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots), as well as how they may opt out of the third-party releases set forth in Article IX.E of the Plan (the “Third Party Releases”);

(ii) the WLB Debtors shall cause the applicable holder to be served with an *Opt Out Form for Disputed Claim Holders*, substantially in the form annexed as **Schedule 6A** to the Disclosure Statement Order; and

(iii) the applicable holder shall not be entitled to vote to accept or reject the Plan on account of such claim unless a Resolution Event (as defined herein) occurs as provided herein.

- c. If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court less than seven (7) days prior to the Voting Deadline, the applicable Claim shall be deemed temporarily allowed for voting purposes only, without further action by the holder of such Claim and without further order of the Court, unless the Court orders otherwise.
- d. A “Resolution Event” means the occurrence of one or more of the following events no later than two (2) business days prior to the Voting Deadline:
- i. an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
  - ii. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
  - iii. a stipulation or other agreement is executed between the holder of such Claim and the WLB Debtors resolving the objection and allowing such Claim in an agreed upon amount; or
  - iv. the pending objection is voluntarily withdrawn by the objecting party.
- e. No later than one (1) business day following the occurrence of a Resolution Event, the WLB Debtors shall cause the Notice and Claims Agent to distribute via email, hand delivery, or overnight courier service a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant holder to the extent such holder has not already received a Solicitation Package containing a Ballot.

**4. Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan.**

Certain holders of Claims that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code will receive the *Notice of Non-Voting Status to Holders of Unimpaired Claims Conclusively Presumed to Accept the Plan*, substantially in the form annexed as **Schedule 4** to the Disclosure Statement Order. Such notice will instruct these holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

Certain holders of Claims and Interests who are not entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code will receive the *Notice of Non-Voting Status to Holders of Impaired Claims and Equity Interests Deemed to Reject the Plan*, substantially in the form annexed as **Schedule 5** to the Disclosure Statement Order. Such notice will instruct these holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots), as well as how they may opt out of the Third Party Releases provided by the Plan. The holders of such Claims and Interests will also receive an *Opt-Out Form for Holders of Impaired Claims and Equity Interests Deemed to Reject the Plan*, substantially in the form annexed as **Schedule 5A** to the Disclosure Statement Order. In addition, holders of Claims and Interests in the classes deemed to reject the Plan will also receive the Disclosure Statement (together with the Plan attached as **Exhibit A** thereto).

**5. Notices in Respect of Executory Contracts and Unexpired Leases.**

Counterparties to Executory Contracts and Unexpired Leases that receive a notice of assumption or notice of rejection, substantially in the forms attached as **Schedule 10** and **Schedule 11** to the Disclosure Statement Order, respectively, may file an objection to the WLB Debtors' proposed assumption, assumption and assignment, rejection, and/or cure amount, as applicable. Such objections must be *actually received* as set forth in the notice of assumption or notice of rejection.

**D. Voting and Tabulation Procedures.**

**1. Holders of Claims Entitled to Vote.**

Only the following holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims:

- a. Holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date, and (ii) is not the subject of a pending objection, other than a "reduce and allow" objection, filed with the Court at least seven days prior to the Voting Deadline, pending a Resolution Event as provided herein; *provided* that a holder of a Claim that is the subject of a pending objection on a "reduce and allow" basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection absent a further order of the Court;



- b. Holders of Claims who, pursuant to the Bar Date Order, are exempt from any requirement to file a Proof(s) of Claim on or before the applicable Bar Date or have filed a single, master proof of claim by the relevant Bar Date with respect to all claims under an applicable facility, loan document, or indenture;
- c. Holders of Claims that are listed in the Schedules; *provided* that Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded by a timely Filed Proof of Claim) shall be allowed to vote only in the amounts set forth in Section D.2(d) of these Solicitation and Voting Procedures;
- d. Holders whose Claims arise (i) pursuant to an agreement or settlement with the WLB Debtors, as reflected in a document filed with the Court, (ii) in an order entered by the Court, or (iii) in a document executed by the WLB Debtors pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed;
- e. Holders of any Disputed Claim that has been temporarily allowed to vote on the Plan pursuant to Bankruptcy Rule 3018;
- f. the assignee of any Claim that was transferred on or before the Voting Record Date by any Entity described in subparagraphs (a) through (d) above; *provided* that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date;
- g. any holders of Claims who have filed or purchased duplicate Claims within the same Voting Class shall be provided with only one Solicitation Package and one ballot for voting a single Claim in such Class, regardless of whether the WLB Debtors have objected to such duplicate Claims; and
- h. holders of Claims filed in an amount of \$0.00 are not entitled to vote.

**2. Establishing Claim Amounts for Voting Purposes.**

**Class 3 Claims.** The Claims amount of Class 3 Claims based on First Lien Secured Claims of lenders under the WLB Debtors' prepetition term loan facility due 2020 (the "WLB Term Loan Facility") for voting purposes only will be established through the administrative agent under the WLB Term Loan Facility in the amount of the applicable positions held as of the Voting Record Date, by such lender as evidenced by the records of the administrative agent of the WLB Term Loan Facility. The Claims amount of Class 3 Claims based on First Lien Secured Claims of holders of the WLB Debtors' 8.75% senior secured notes due 2022

(the “WLB Senior Secured Notes”) who are directly registered and Beneficial Holders<sup>5</sup> for voting purposes only will be established through the indenture trustee or applicable Nominees, as the case may be, in the amount of the applicable positions held as of the Voting Record Date, by such registered holder as evidenced by records of the indenture trustee or by the applicable Nominees holding First Lien Claims as evidenced by the securities position report(s) from The Depository Trust Company.

**Class 4 Claims.** The Claims amount of Class 4 Claims based on General Unsecured Claims (including the First Lien Deficiency Claims) for voting purposes only will be established based on the amount of the applicable positions held by such Class 4 Claim holder as of the Voting Record Date, as evidenced by (a) the WLB Debtors’ applicable books and records, and (b) the claims register maintained in the chapter 11 cases.

**Allocation of First Lien Claims Into Class 3 Claims and Class 4 Claims.** The Notice and Claims Agent shall allocate the claim amount of First Lien Claims on each applicable Ballot into the Class 3 First Lien Secured Claims and Class 4 General Unsecured Claims in accordance with the applicable provisions of the Plan.

**Filed and Scheduled Claims.** The Claim amount established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the WLB Debtors through the Notice and Claims Agent, as applicable, are not binding for purposes of allowance and distribution. In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant’s vote:

- a. the Claim amount (i) settled and/or agreed upon by the WLB Debtors, as reflected in a document filed with the Court, including the Plan, (ii) set forth in an order of the Court, or (iii) set forth in a document executed by the WLB Debtors pursuant to authority granted by the Court;
- b. the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event pursuant to these Solicitation and Voting Procedures;
- c. the Claim amount contained in a Proof of Claim that has been timely filed by the applicable Claims Bar Date (or deemed timely filed by the Court under applicable law), except for any amounts asserted on account of any interest accrued after the Petition Date; *provided, however*, that any Ballot cast by a holder of a Claim who timely files a Proof of Claim in respect of (i) a contingent Claim or a Claim in a wholly-unliquidated or unknown amount (based on a reasonable review by the WLB Debtors and/or the Notice and Claims Agent) that is not the subject of an objection will count toward satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as a Ballot for a Claim in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of

---

<sup>5</sup> A “Beneficial Holder” means a beneficial owner of publicly-traded securities whose claims have not been satisfied prior to the Voting Record Date (as defined herein) pursuant to court order or otherwise, as reflected in the records maintained by the Nominees holding through an indenture trustee or as evidenced by the securities position report from the Depository Trust Company.

section 1126(c) of the Bankruptcy Code, and (ii) a partially liquidated and partially unliquidated Claim, which Claim will be Allowed for voting purposes only in the liquidated amount; *provided further, however*, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Court as referenced in subparagraph (a) above, the Claim amount in the document filed with the Court shall supersede the Claim amount set forth on the respective Proof of Claim for voting purposes;

- d. the Claim amount listed in the Schedules (to the extent such Claim is not superseded by a timely filed Proof of Claim); *provided* that such Claim is not scheduled as contingent, disputed, or unliquidated and/or has not been paid; *provided, however*, that if the applicable Claims Bar Date has not expired prior to the Voting Record Date, a Claim listed in the Schedules as contingent, disputed, or unliquidated shall vote at \$1.00; and
- e. in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes.

### **3. Voting and Ballot Tabulation Procedures.**

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the WLB Debtors' right to waive any of the below specified requirements for completion and submission of Ballots, so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Bankruptcy Local Rules:

- a. except as otherwise provided in the Solicitation and Voting Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the WLB Debtors), the WLB Debtors shall reject such Ballot as invalid and, therefore, shall not count it in connection with confirmation of the Plan;
- b. the Notice and Claims Agent will file with the Court by no later than one week before the Confirmation Hearing, a voting report (the "Voting Report"). The Voting Report shall, among other things, delineate every Ballot that does not conform to the Solicitation and Voting Procedures or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or damaged (collectively, in each case, the "Irregular Ballots"). The Voting Report shall indicate the WLB Debtors' decision with regard to each Irregular Ballot;
- c. the method of delivery of Ballots to be sent to the Notice and Claims Agent is at the election and risk of each holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Notice and Claims Agent actually receives the executed Ballot;

- d. an executed Ballot is required to be submitted by the Entity submitting such Ballot (except with respect to Master Ballots submitted by Nominees). Delivery of a Ballot to the Notice and Claims Agent by facsimile or any electronic means other than as expressly approved by the Disclosure Statement Order or these Solicitation and Voting Procedures will not be valid;<sup>6</sup>
- e. no Ballot should be sent to the WLB Debtors, the WLB Debtors' agents (other than the Notice and Claims Agent), or the WLB Debtors' financial or legal advisors, and, if so sent, will not be counted;
- f. if multiple Ballots are received from the same holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot;
- g. Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the applicable WLB Debtor may, in its discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes;
- h. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a holder of Claims must indicate such capacity when signing;
- i. the WLB Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report;
- j. neither the WLB Debtors nor any other Entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report nor will any of them incur any liability for failure to provide such notification;
- k. unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;

---

<sup>6</sup> For the avoidance of doubt, a Ballot may be submitted via electronic mail to the Notice and Claims Agent at [WestmorelandVote@donlinrecano.com](mailto:WestmorelandVote@donlinrecano.com). For any Ballot cast via electronic mail, the format of the attachment must be found in the common workplace and industry standard format (i.e., industry-standard PDF file) and the received date and time in the Notice and Claims Agent's inbox will be used as the timestamp for receipt.

- l. in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- m. subject to any order of the Court, the WLB Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the WLB Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; *provided* that any such rejections will be documented in the Voting Report;
- n. if a Claim has been estimated or otherwise Allowed only for voting purposes by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- o. if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;
- p. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of such Claim; (ii) any Ballot cast by any Entity that does not hold a Claim in a Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed by the Voting Record Date (unless the applicable bar date has not yet passed, in which case such Claim shall be entitled to vote in the amount of \$1.00); (iv) any unsigned Ballot or Ballot lacking an original signature; (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;
- q. after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the WLB Debtors;
- r. the WLB Debtors are authorized to enter into stipulations with the holder of any Claim agreeing to the amount of a Claim for voting purposes; and
- s. where any portion of a single Claim has been transferred to a transferee, all holders of any portion of such single Claim will be (a) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other solicitation and voting procedures set forth herein), and (b) required to vote every portion of such Claim collectively to accept or reject the Plan. In the event that (a) a Ballot, (b) a group of Ballots within a Voting Class received from a single creditor, or (c) a group of Ballots received from the various holders of multiple portions

of a single Claim partially reject and partially accept the Plan, such Ballots shall not be counted.

**4. Master Ballot Voting and Tabulation Procedures.**

In addition to the foregoing generally applicable voting and ballot tabulation procedures, the following procedures shall apply to holders of First Lien Secured Claims who hold their position through a broker, bank, or other nominee or an agent of a broker, bank, or other nominee (each of the foregoing, a “Nominee”):

- a. the Notice and Claims Agent shall distribute or cause to be distributed the appropriate number of copies of the Beneficial Holder Ballots to each Beneficial Holder of a First Lien Claim as of the Voting Record Date;
- b. Nominees identified by the Notice and Claims Agent as Entities through which Beneficial Holders hold their Claims will be provided with (i) Solicitation Packages for each Beneficial Holder represented by the Nominee as of the Voting Record Date, which will contain a Beneficial Holder Ballot for each Beneficial Holder, and (ii) a Master Ballot;
- c. any Nominee that is a holder of record with respect to a First Lien Claim shall vote on behalf of Beneficial Holders of such Claims by: (i) immediately, and in any event within five (5) Business Days after its receipt of the Solicitation Packages, and distributing the Solicitation Packages, including Beneficial Holder Ballots, it receives from the Notice and Claims Agent to all such Beneficial Holders;<sup>7</sup> (ii) providing such Beneficial Holders with a return address to send the completed Beneficial Holder Ballots; (iii) compiling and validating the votes and other relevant information of all such Beneficial Holders on the Master Ballot; and (iv) transmitting the Master Ballot to the Notice and Claims Agent on or before the Voting Deadline;
- d. any Beneficial Holder holding a First Lien Claim as a record holder in its own name shall vote on the Plan by completing and signing a Ballot and returning it directly to the Notice and Claims Agent on or before the Voting Deadline;
- e. any Beneficial Holder Ballot returned to a Nominee by a Beneficial Holder shall not be counted for purposes of accepting or rejecting the Plan until such Nominee properly completes and delivers to the Notice and Claims

---

<sup>7</sup> Solicitation Packages may be sent in paper format or via electronic transmission in accordance with the customary requirements of each Nominee. Each Nominee will then distribute the Solicitation Packages, as appropriate, in accordance with their customary practices and obtain votes to accept or to reject the Plan also in accordance with their customary practices. If it is the Nominee’s customary and accepted practice to submit a “voting instruction form” to the Beneficial Holders for the purpose of recording the Beneficial Holder’s vote, the Nominee will be authorized to send the voting instruction form in lieu of, or in addition to, a Beneficial Holder.

Agent a Beneficial Holder Ballot that reflects the vote of such Beneficial Holders on or before the Voting Deadline or otherwise validates the Beneficial Holder Ballot in a manner acceptable to the Notice and Claims Agent. Nominees shall retain all Beneficial Holder Ballots returned by Beneficial Holders for a period of one year after the Plan Effective Date;

- f. if a Beneficial Holder holds a First Lien Claim through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Beneficial Holder Ballot and each such Beneficial Holder should execute a separate Beneficial Holder Ballot for each block of First Lien Claim that it holds through any Nominee and must return each such Beneficial Holder Ballot to the appropriate Nominee;
- g. if a Beneficial Holder holds a portion of First Lien Claims through a Nominee or Nominees and another portion in its own name as the record holder, such Beneficial Holder should follow the procedures described in Section B herein to vote the portion held in its own name and the procedures described in Section D.4 herein to vote the portion held by the Nominee(s);
- h. votes cast by Beneficial Holders through Nominees will be applied to the applicable positions of First Lien Claims held by such Nominees, as of the Voting Record Date, as evidenced by the applicable securities position report(s) obtained from the Depository Trust Company. Votes submitted by a Nominee pursuant to a Master Ballot will not be counted in excess of the amount of such Claims held by such Nominee as of the Voting Record Date;
- i. if conflicting votes or “over-votes” are submitted by a Nominee pursuant to a Master Ballot, the WLB Debtors will use reasonable efforts to reconcile discrepancies with the Nominees. If over-votes on a Master Ballot are not reconciled prior to the preparation of the Voting Report, the WLB Debtors shall apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and to reject the Plan submitted on the Master Ballot that contained the over-vote, but only to the extent of the Nominee’s position in Class 3 and Class 4;
- j. for purposes of tabulating votes, each Nominee or Beneficial Holder will be deemed to have voted the amount of its Claims in Class 3 and Class 4, although any amounts may be adjusted by the Notice and Claims Agent to reflect the amount of the Claim actually voted, including prepetition interest;
- k. a single Nominee may complete and deliver to the Notice and Claims Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest received valid Master Ballot received prior to the Voting Deadline will, to the extent

of such inconsistency, supersede and revoke any prior received Master Ballot. Likewise, if a Beneficial Holder submits more than one Beneficial Holder Ballot to its Nominee, (i) the latest received Beneficial Holder Ballot received before the submission deadline imposed by the Nominee shall be deemed to supersede any prior Beneficial Holder Ballot submitted by the Beneficial Holder, and (ii) the Nominee shall complete the Master Ballot accordingly; and

1. the WLB Debtors will, upon written request, reimburse Nominees for customary mailing and handling expenses incurred by them in forwarding the Beneficial Holder Ballot and other enclosed materials to the Beneficial Holders for which they are the Nominee. No fees or commissions or other remuneration will be payable to any broker, dealer, or other person for soliciting Beneficial Holder Ballot with respect to the Plan.

**E. Amendments to the Plan and Solicitation and Voting Procedures.**

The WLB Debtors reserve the right, in consultation with counsel to the Consenting Stakeholders, to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Ballots, Confirmation Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package before their distribution.

\* \* \* \* \*



**Schedule 3A**

**Form of First Lien Claim Ballot**



Recano Company, Inc. (the “Notice and Claims Agent”) at no charge by: (i) calling the Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), (ii) visiting the WLB Debtors’ restructuring website at: <http://www.donlinrecano.com/westmoreland>, (iii) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219; and/or (iv) emailing [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com) and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at: <https://ecf.txsb.uscourts.gov>.

This First Lien Claim Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this First Lien Claim Ballot in error, please contact the Notice and Claims Agent *immediately* at the address, telephone number, or email address set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claims have been placed in Class 3 First Lien Secured Claims, and Class 4 General Unsecured Claims (First Lien Deficiency Claims), respectively, under the Plan.

**Item 1. Amount of Claim.**

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the holder of Class 3 First Lien Secured Claim and a Class 4 General Unsecured Claim (First Lien Deficiency Claim) in the following *aggregate* unpaid amount:

\$ _____
----------

**Item 2. Vote on Plan.**

The holder of the Class 3 First Lien Secured Claims and Class 4 General Unsecured Claims (First Lien Deficiency Claims) against the WLB Debtors, the aggregate amount of which is set forth in Item 1, votes to (please check one):

<input type="checkbox"/> <b><u>ACCEPT</u></b> (vote FOR) the Plan	<input type="checkbox"/> <b><u>REJECT</u></b> (vote AGAINST) the Plan
---	---

**Item 3. Important information regarding the Third Party Releases.**

**AS A “RELEASING PARTY” UNDER THE PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN ARTICLE IX.E OF THE PLAN SET FORTH BELOW.**

**IF YOU ELECT TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE IX.E OF THE PLAN, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE IX.D OF THE PLAN IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.**

**YOU MAY ELECT TO OPT OUT OF THE RELEASES CONTAINED IN ARTICLE IX.E OF THE PLAN *ONLY IF* YOU CHECK THE BOX BELOW AND (A) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN OR (B) VOTE TO REJECT THE PLAN. IF YOU (A) VOTE TO ACCEPT THE PLAN, (B) FAIL TO SUBMIT A BALLOT BY THE VOTING DEADLINE, (C) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN WITHOUT CHECKING THE BOX BELOW, OR (D) VOTE TO REJECT THE PLAN WITHOUT CHECKING THE BOX BELOW, IN EACH CASE YOU WILL BE DEEMED TO CONSENT TO THE RELEASES SET FORTH IN ARTICLE IX.E OF THE PLAN.**

**The Holder of a Class 3 First Lien Secured Claim and Class 4 General Unsecured Claim (First Lien Deficiency Claims) identified in Item 1 elects to:**

**OPT OUT of the Third Party Releases**

**Article IX.E of the Plan contains the following Third Party Releases:** As of the Plan Effective Date, each Releasing Party is deemed to have released and discharged each WLB Debtor and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the WLB Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the WLB Debtors, the WLB Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a WLB Debtor and another WLB Debtor, the chapter 11 cases, the formulation, preparation, dissemination, negotiation, or filing of the RSA, the Disclosure Statement, the Plan, the Sale Transaction, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the RSA, the Disclosure Statement, or the Plan, the Sale Transaction, the filing of the chapter 11 cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Plan Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Plan Effective Date obligations of any party or Entity under the Plan, any Restructuring Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases of Holders of Claims and Interests, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that the release herein is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the claims released by the Releasing Parties; (3) in the best interests of the WLB Debtors and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties asserting any Claim released by the release herein against any of the Released Parties.

\* \* \*

UNDER THE PLAN, "RELEASING PARTY" MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) EACH CONSENTING STAKEHOLDER; (C) ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE PRESUMED TO ACCEPT THE PLAN; (D) ALL HOLDERS OF CLAIMS AND INTERESTS WHO VOTE TO ACCEPT THE PLAN; (E) ALL HOLDERS OF CLAIMS OR INTERESTS THAT (I) VOTE TO ACCEPT THE PLAN, (II) ABSTAIN FROM VOTING ON THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, (III) VOTE TO REJECT THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, OR (IV) ARE DEEMED TO REJECT OR PRESUMED TO ACCEPT THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN; (F) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (E); (G) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (F) EACH SUCH ENTITY'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (H) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS,

ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

UNDER THE PLAN, "RELEASED PARTY" MEANS, COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) THE STALKING HORSE PURCHASER; (C) EACH CONSENTING STAKEHOLDER; (D) THE HOLDERS OF FIRST LIEN CLAIMS; (E) THE HOLDERS OF BRIDGE LOAN CLAIMS; (F) THE DIP LENDERS; (G) THE BRIDGE LOAN AGENT; (H) THE CREDIT AGREEMENT AGENT; (I) THE DIP AGENT; (J) THE FIRST LIEN NOTES TRUSTEE; (K) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (J); (L) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (K), EACH SUCH ENTITY'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (M) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE NOT IN VOTING CLASSES THAT DO NOT FILE AN OBJECTION WITH THE BANKRUPTCY COURT IN THE CHAPTER 11 CASES THAT EXPRESSLY OBJECTS TO THE INCLUSION OF SUCH HOLDER AS A RELEASING PARTY UNDER THE PROVISIONS CONTAINED IN ARTICLE IX.E OF THE PLAN OR DO NOT ELECT TO OPT OUT OF THE PROVISIONS CONTAINED IN ARTICLE IX.E OF THE PLAN USING THE ENCLOSED OPT OUT FORM, WILL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY, INDIVIDUALLY, AND COLLECTIVELY CONSENTED TO THE RELEASE OF ALL CLAIMS AND CAUSES OF ACTION AGAINST THE WLB DEBTORS AND THE RELEASED PARTIES. BY OBJECTING TO OR ELECTING TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE IX.E OF THE PLAN YOU WILL FORGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE IX.D OF THE PLAN IF YOU OTHERWISE WOULD BE A RELEASED PARTY THEREUNDER.

**Item 4. Certifications.**

By signing this First Lien Claim Ballot, the undersigned certifies to the Bankruptcy Court and the WLB Debtors:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the Holder of the First Lien Secured Claims and General Unsecured Claims (First Lien Deficiency Claims) being voted; or (ii) the Entity is an authorized signatory for an Entity that is a Holder of the First Lien Secured Claims and General Unsecured Claims (First Lien Deficiency Claims) being voted;
- (b) that the Entity (or in the case of an authorized signatory, the Holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity has cast the same vote with respect to all First Lien Claims; and
- (d) that no other First Lien Claim Ballots with respect to the amount of the First Lien Secured Claims and General Unsecured Claims (First Lien Deficiency Claims) identified in Item 1 have been cast or, if any other First Lien Claim Ballots have been cast with respect to such First Lien Secured Claims and General Unsecured Claims (First Lien Deficiency Claims), then any such earlier First Lien Claim Ballots are hereby revoked.

Name of Holder:	
	(Print or Type)
Signature:	
Name of Signatory:	
	(If other than holder)
Title:	
Address:	
Telephone Number:	
Email:	
Date Completed:	

**PLEASE COMPLETE, SIGN, AND DATE THIS FIRST LIEN CLAIM BALLOT AND RETURN IT *PROMPTLY* BY *ONLY ONE* OF THE FOLLOWING METHODS:**

1. **In the envelope provided via first class mail, overnight courier, or hand delivery to:**

<b><u>If by First Class Mail:</u></b>	<b><u>If by Hand Delivery or Overnight Mail:</u></b>
Donlin, Recano & Company, Inc. <b>Re: Westmoreland Coal Company, et al.,</b> Attn: Voting Department PO Box 192016 Blythebourne Station Brooklyn, NY 11219	Donlin, Recano & Company, Inc. <b>Re: Westmoreland Coal Company, et al.,</b> Attn: Voting Department 6201 15 <sup>th</sup> Ave Brooklyn, NY 11219

2. **Via electronic mail service to:**

[WestmorelandVote@donlinrecano.com](mailto:WestmorelandVote@donlinrecano.com)  
 with a reference to "Westmoreland Ballot" in the subject line.

IF THE NOTICE AND CLAIMS AGENT DOES NOT ***ACTUALLY RECEIVE***  
 THIS FIRST LIEN CLAIM BALLOT **ON OR BEFORE JANUARY 25, 2019, AT 4:00 P.M., PREVAILING  
 CENTRAL TIME**, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED  
 BY THIS FIRST LIEN CLAIM BALLOT MAY BE COUNTED TOWARD CONFIRMATION  
 OF THE PLAN ONLY IN THE DISCRETION OF THE WLB DEBTORS.

**Class 3 — First Lien Secured Claims; Class 4 — General Unsecured Claims (First Lien Deficiency Claims)**

**INSTRUCTIONS FOR COMPLETING THIS FIRST LIEN CLAIM BALLOT**

1. The WLB Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the First Lien Claim Ballot or in these instructions (the “**Ballot Instructions**”), but not otherwise defined therein or herein, shall have the meaning set forth in the Plan, a copy of which also accompanies the First Lien Claim Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS FIRST LIEN CLAIM BALLOT.**
  2. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
  3. To ensure that your First Lien Claim Ballot is counted, you must either: (a) complete and submit this hard copy First Lien Claim Ballot or (b) email a scanned copy First Lien Claim Ballot in PDF format to Notice and Claims Agent at WestmorelandVote@donlinrecano.com.<sup>2</sup> Ballots will not be accepted by facsimile or other electronic means other than electronic mail.
  4. The First Lien Claim Ballot **must** be returned to the Notice and Claims Agent so as to be **actually received** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is January 25, 2019, at 4:00 p.m.**, prevailing Central Time.
  5. If the First Lien Claim Ballot is received **after** the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the discretion of the WLB Debtors. Additionally, **the following First Lien Claim Ballots will not be counted:**
    - (a) any First Lien Claim Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
    - (b) any First Lien Claim Ballot cast by a party that does not hold a Claim in a Class that is entitled to vote on the Plan;
    - (c) any First Lien Claim Ballot sent by facsimile or any electronic means other than electronic mail;
    - (d) any unsigned First Lien Claim Ballot;
    - (e) any First Lien Claim Ballot that does not contain an original *signature*; *provided*, however, that any First Lien Claim Ballot submitted via electronic mail shall be deemed to contain an original signature;
    - (f) any First Lien Claim Ballot not marked to accept or reject the Plan; and
    - (g) any First Lien Claim Ballot submitted by any party not entitled to cast a vote with respect to the Plan.
  6. The method of delivery of First Lien Claim Ballots to the Notice and Claims Agent is at the election and risk of each Holder of a Class 3 First Lien Secured Claim and Class 4 General Unsecured Claim (First Lien Deficiency Claim). Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed First Lien Claim Ballots. In all cases, holders should allow sufficient time to assure timely delivery.
  7. If multiple First Lien Claim Ballots are received from the same holder of a First Lien Secured Claim and General Unsecured Claim (First Lien Deficiency Claim) with respect to the same First Lien Secured Claim and General
- 
- <sup>2</sup> For any Ballot cast via electronic mail, the format of the attachment must be found in the common workplace and industry standard format (i.e., industry-standard PDF file) and the received date and time in the Notice and Claims Agent’s inbox will be used as the timestamp for receipt.

Unsecured Claim (First Lien Deficiency Claim) prior to the Voting Deadline, the latest, timely received, and properly completed First Lien Claim Ballot will supersede and revoke any earlier received First Lien Claim Ballots.

8. The First Lien Claim Ballot does *not* constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
9. **Please be sure to sign and date the First Lien Claim Ballot.** You should indicate that you are signing a First Lien Claim Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity and, if required or requested by the Notice and Claims Agent, the WLB Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the First Lien Claim Ballot.
10. Each ballot votes *only* your Claims indicated on that ballot, so please complete and return each ballot you receive.

**PLEASE RETURN YOUR FIRST LIEN CLAIM BALLOT PROMPTLY**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS FIRST LIEN CLAIM BALLOT,  
THESE VOTING INSTRUCTIONS, OR THE PROCEDURES FOR VOTING,  
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (800) 499-8519 (U.S. AND CANADA) OR  
(212) 771-1128 (INTERNATIONAL) OR EMAIL WESTMORELANDINFO@DONLINRECANO.COM.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THIS FIRST LIEN CLAIM  
BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS JANUARY 25, 2019, AT 4:00 P.M.  
PREVAILING CENTRAL TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE  
VOTES TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE WLB  
DEBTORS.**



**Schedule 3B**

**Form of Master Ballot**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:	)	Chapter 11
	)	
WESTMORELAND COAL COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-35672 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

MASTER BALLOT FOR VOTING TO  
ACCEPT OR REJECT THE JOINT CHAPTER 11 PLAN OF  
WESTMORELAND COAL COMPANY AND CERTAIN OF ITS DEBTOR AFFILIATES

CLASS 3 HOLDERS OF FIRST LIEN SECURED CLAIMS  
CLASS 4 HOLDERS OF GENERAL UNSECURED CLAIMS (FIRST LIEN DEFICIENCY CLAIMS)

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING BALLOTS  
CAREFULLY *BEFORE* COMPLETING THIS BALLOT.

IN ORDER FOR YOUR VOTE TO BE COUNTED, THIS BALLOT  
MUST BE COMPLETED, EXECUTED, AND RETURNED SO AS TO BE  
*ACTUALLY RECEIVED*

BY THE NOTICE AND CLAIMS AGENT BY JANUARY 25, 2019, AT 4:00 P.M., PREVAILING  
CENTRAL TIME (THE "VOTING DEADLINE") IN ACCORDANCE WITH THE FOLLOWING:

The WLB Debtors are soliciting votes with respect to the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates* (as may be amended from time to time, the "Plan") as set forth in the *Disclosure Statement for the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates* (as may be amended from time to time, the "Disclosure Statement"). The Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court") has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2018 (the "Disclosure Statement Order"). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

<sup>1</sup> Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company's service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

You are receiving this master ballot (the “Master Ballot”) because you are the Nominee (as defined below) of a Beneficial Holder<sup>2</sup> of a First Lien Claim as of December 13, 2018 (the “Voting Record Date”). As a result, you are entitled to vote on behalf of such Beneficial Holder’s Class 3 First Lien Secured Claim and a Class 4 General Unsecured Claim (First Lien Deficiency Claim).

**This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a “Nominee”); or as the proxy holder of a Nominee for certain Beneficial Holders’ Class 3 First Lien Secured Claims and Class 4 General Unsecured Claims (First Lien Deficiency Claims) (collectively, the “First Lien Claims”), to transmit to the Notice and Claims Agent (as defined below) the votes of such Beneficial Holders in respect of their First Lien Claims to accept or reject the Plan. This ballot may not be used for any purpose other than for submitting votes with respect to the Plan.**

The rights and treatment for each Class are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Master Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Donlin, Recano Company, Inc. (the “Notice and Claims Agent”) at no charge by: (i) calling the Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), (ii) visiting the WLB Debtors’ restructuring website at: <http://www.donlinrecano.com/westmoreland>, (iii) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219; and/or (iv) [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com) and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at: <https://ecf.txsb.uscourts.gov>.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Master Ballot in error, please contact the Notice and Claims Agent *immediately* at the address, telephone number, or email address set forth above.

**YOUR VOTE ON THIS MASTER BALLOT FOR CERTAIN BENEFICIAL HOLDERS OF FIRST LIEN CLAIMS SHALL BE APPLIED TO EACH DEBTOR AGAINST WHOM SUCH BENEFICIAL HOLDERS HAVE FIRST LIEN CLAIMS.**

You are authorized to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with your customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) a Beneficial Holder Ballot (as defined herein), and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means.

The Bankruptcy Court may confirm the Plan and thereby bind all holders of Claims and Interests. To have the votes of your Beneficial Holders count as either an acceptance or rejection of the Plan, you must complete and return this Master Ballot so that the Notice and Claims Agent *actually receives* it on or before the Voting Deadline.

**THE VOTING DEADLINE IS ON JANUARY 25, 2019, AT 4:00 P.M., PREVAILING CENTRAL TIME.**

**Item 1. Certification of Authority to Vote.**

The undersigned certifies that, as of the Voting Record Date, the undersigned (please check the applicable box):

---

<sup>2</sup> A “Beneficial Holder” means a beneficial owner of publicly-traded securities whose claims have not been satisfied prior to the Voting Record Date (as defined herein) pursuant to Bankruptcy Court order or otherwise, (a) as reflected in the records maintained by the Nominees holding through the indenture trustee under the WLB Debtors’ 8.75% senior secured notes due 2022, or as (b) as evidenced by the securities position report from Depository Trust Company as of the Voting Record Date.

- Is a broker, bank, or other nominee for the Beneficial Holders of the aggregate amount of the First Lien Claims listed in Item 2 below, and is the record holder of such bonds, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate amount of First Lien Claims listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate amount of First Lien Claims listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the Beneficial Holders of the First Lien Claims described in Item 2.

**Item 2. First Lien Claims Vote on Plan AND Item 3. Releases**

The undersigned transmits the following votes of Beneficial Holders of First Lien Claims and certifies that the following Beneficial Holders of First Lien Claims, as identified by their respective customer account numbers set forth below, are the Beneficial Holders of such Claims as of the Voting Record Date and have delivered to the undersigned, as Nominee, ballots (the “Beneficial Holder Ballots”) casting such votes.

Indicate in the appropriate column below the *aggregate* amount voted for each account (*do not* separate out amounts into their respective Classes) or attach such information to this Master Ballot in the form of the following table. Please note that each Holder must vote all such Beneficial Holder’s First Lien Claims to accept or reject the Plan and may not split such vote. Any Beneficial Holder Ballot executed by the Beneficial Holder that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.

Your Customer Account Number for Each Beneficial Holder of First Lien Claims	Amount Held as of Voting Record Date	<u>Item 2</u>			<u>Item 3</u>
		Indicate the vote cast on the Beneficial Holder Ballot by checking the appropriate box below.			<u>Check the box below if the Beneficial Holder checked the box in Item 3 of their Ballot</u>
		Accept the Plan	or	Reject the Plan	Opt Out of the Third Party Releases
1	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
2	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
3	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
4	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
5	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
6	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
<b>TOTALS</b>	\$				

**Article IX.E of the Plan contains the following Third Party Releases: As of the Plan Effective Date, each Releasing Party is deemed to have released and discharged each WLB Debtor and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the WLB Debtors, that such Entity would have been legally entitled to assert (whether individually or**

[CUSIP]

collectively), based on or relating to, or in any manner arising from, in whole or in part, the WLB Debtors, the WLB Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a WLB Debtor and another WLB Debtor, the chapter 11 cases, the formulation, preparation, dissemination, negotiation, or filing of the RSA, the Disclosure Statement, the Plan, the Sale Transaction, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the RSA, the Disclosure Statement, or the Plan, the Sale Transaction, the filing of the chapter 11 cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Plan Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Plan Effective Date obligations of any party or Entity under the Plan, any Restructuring Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases of Holders of Claims and Interests, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that the release herein is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the claims released by the Releasing Parties; (3) in the best interests of the WLB Debtors and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties asserting any Claim released by the release herein against any of the Released Parties.

\* \* \*

UNDER THE PLAN, "RELEASING PARTY" MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) EACH CONSENTING STAKEHOLDER; (C) ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE PRESUMED TO ACCEPT THE PLAN; (D) ALL HOLDERS OF CLAIMS AND INTERESTS WHO VOTE TO ACCEPT THE PLAN; (E) ALL HOLDERS OF CLAIMS OR INTERESTS THAT (I) VOTE TO ACCEPT THE PLAN, (II) ABSTAIN FROM VOTING ON THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, (III) VOTE TO REJECT THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, OR (IV) ARE DEEMED TO REJECT OR PRESUMED TO ACCEPT THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN; (F) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (E); (G) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (F) EACH SUCH ENTITY'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (H) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

UNDER THE PLAN, "RELEASED PARTY" MEANS, COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) THE STALKING HORSE PURCHASER; (C) EACH CONSENTING STAKEHOLDER; (D) THE HOLDERS OF FIRST LIEN CLAIMS; (E) THE HOLDERS OF BRIDGE LOAN CLAIMS; (F) THE DIP LENDERS; (G) THE BRIDGE LOAN AGENT; (H) THE CREDIT AGREEMENT AGENT; (I) THE DIP AGENT; (J) THE FIRST LIEN NOTES TRUSTEE; (K) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (J); (L) WITH RESPECT TO EACH

[CUSIP]

ENTITY IN CLAUSE (A) THROUGH (K), EACH SUCH ENTITY’S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (M) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR’S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE NOT IN VOTING CLASSES THAT DO NOT FILE AN OBJECTION WITH THE BANKRUPTCY COURT IN THE CHAPTER 11 CASES THAT EXPRESSLY OBJECTS TO THE INCLUSION OF SUCH HOLDER AS A RELEASING PARTY UNDER THE PROVISIONS CONTAINED IN ARTICLE IX.E OF THE PLAN, WILL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY, INDIVIDUALLY, AND COLLECTIVELY CONSENTED TO THE RELEASE OF ALL CLAIMS AND CAUSES OF ACTION AGAINST THE WLB DEBTORS AND THE RELEASED PARTIES. BY OBJECTING TO THE RELEASES SET FORTH IN ARTICLE IX.E OF THE PLAN YOU WILL FORGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE IX.D OF THE PLAN IF YOU OTHERWISE WOULD BE A RELEASED PARTY THEREUNDER.

\* \* \*

**Item 4. Other First Lien Claim Ballots Submitted by Beneficial Holders.** The undersigned certifies that it has transcribed in the following table the information, if any, provided by the Beneficial Holders in Item 4 of the Beneficial Holder Ballot:

YOUR customer account number and/or Customer Name for each Beneficial Holder who completed Item 4 of the Beneficial Holder Ballot.	Transcribe from Item 4 of the Beneficial Holder Ballot			
	Account Number	Name of Registered Holder or Nominee	Amount of other First Lien Claims	CUSIP of other First Lien Claims Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	

**Item 5. Certifications.**

Upon execution of this Master Ballot, the undersigned certifies:

- (a) it has received a copy of the Disclosure Statement, the Plan, the Master Ballots, the Beneficial Holder Ballots, and the remainder of the Solicitation Package and has delivered the same to the Beneficial Holders of the First Lien Claims listed in Item 2 above;
- (b) it has received a completed and signed Beneficial Holder Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
- (c) it is the registered holder of all First Lien Claims listed in Item 2 above being voted, or

[CUSIP]

- (d) it has been authorized by each Beneficial Holder of First Lien Claims listed in Item 2 above to vote on the Plan;
- (e) no other Master Ballots with respect to the same First Lien Claims identified in Item 2 have been cast or, if any other Master Ballots have been cast with respect to such Claims, then any such earlier Master Ballots are hereby revoked;
- (f) it has properly disclosed: (a) the number of Beneficial Holders of First Lien Claims who completed the Beneficial Holder Ballots; (b) the respective amounts of the First Lien Claims owned, as the case may be, by each Beneficial Holder of First Lien Claims who completed a Beneficial Holder Ballot; (c) each such Beneficial Holder of First Lien Claims' respective vote concerning the Plan; (e) each such Beneficial Holder of First Lien Claims' certification as to other First Lien Claims voted; and (f) the customer account or other identification number for each such Beneficial Holder of First Lien Claims; and
- (g) it will maintain ballots and evidence of separate transactions returned by Beneficial Holder of First Lien Claims (whether properly completed or defective) for at least one (1) year after the Plan Effective Date and disclose all such information to the Bankruptcy Court or the WLB Debtors, if so ordered.

Name of Nominee:	(Print or Type)
Participant Number:	(Print or Type)
Name of Proxy Holder or Agent for Nominee (if applicable):	(Print or Type)
Signature:	
Name of Signatory:	
Title:	
Address:	
Telephone Number:	
Email:	
Date Completed:	

**PLEASE COMPLETE, SIGN, AND DATE THIS MASTER BALLOT AND RETURN IT *PROMPTLY* BY *ONLY ONE* OF THE FOLLOWING METHODS:**

1. **In the envelope provided via first class mail, overnight courier, or hand delivery to:**

<b><u>If by First Class Mail:</u></b>	<b><u>If by Hand Delivery or Overnight Mail:</u></b>
Donlin, Recano & Company, Inc. <b>Re: Westmoreland Coal Company, et al.,</b> Attn: Voting Department PO Box 192016 Blythebourne Station Brooklyn, NY 11219	Donlin, Recano & Company, Inc. <b>Re: Westmoreland Coal Company, et al.,</b> Attn: Voting Department 6201 15 <sup>th</sup> Ave Brooklyn, NY 11219

2. **Via electronic mail service to:**

[WestmorelandVote@donlinrecano.com](mailto:WestmorelandVote@donlinrecano.com)  
with a reference to "Westmoreland Master Ballot" in the subject line.

IF THE NOTICE AND CLAIMS AGENT DOES NOT ***ACTUALLY RECEIVE***  
THIS MASTER BALLOT **ON OR BEFORE [\_\_], 2018, AT 4:00 P.M., PREVAILING CENTRAL TIME,**  
(AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE VOTES TRANSMITTED  
BY THIS MASTER BALLOT MAY BE COUNTED TOWARD CONFIRMATION  
OF THE PLAN ONLY IN THE DISCRETION OF THE WLB DEBTORS.



## Class 3 — First Lien Secured Claims; Class 4 — General Unsecured Claims (First Lien Deficiency Claims)

**INSTRUCTIONS FOR COMPLETING THIS MASTER BALLOT**

1. The WLB Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Master Ballot or in these instructions (the “**Ballot Instructions**”), but not otherwise defined therein or herein, shall have the meaning set forth in the Plan, a copy of which also accompanies the Master Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS MASTER BALLOT.**
2. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon the holders if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. You should immediately distribute the Beneficial Holder Ballots and the Solicitation Package to all Beneficial Holders of First Lien Claims and take any action required to enable each such Beneficial Holder to vote timely the Claims that it holds. You may distribute the Solicitation Packages to Beneficial Holders, as appropriate, in accordance with your customary practices. You are authorized to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with your customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) a Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means. Any Beneficial Holder Ballot returned to you by a Beneficial Holder of a First Lien Claim shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver, to the Notice and Claims Agent, a Master Ballot that reflects the vote of such Beneficial Holders by **[●]**, at **[●] p.m.**, prevailing Central Time or otherwise validate the Master Ballot in a manner acceptable to the Notice and Claims Agent.
4. If you are transmitting the votes of any Beneficial Holder of First Lien Claims other than yourself, you may either:
  - (a) “Pre-validate” the individual Beneficial Holder Ballot contained in the Solicitation Package and then forward the Solicitation Package to the Beneficial Holder of the First Lien Claim for voting within five (5) Business Days after the receipt by such Nominee of the Solicitation Package, with the Beneficial Holder then returning the individual Beneficial Holder Ballot directly to the Notice and Claims Agent in the return envelope to be provided in the Solicitation Package. A Nominee “pre-validates” a Beneficial Holder’s Ballot by signing the Beneficial Holder Ballot and including their Depository Trust Company participant number; indicating the account number of the Beneficial Holder and the amount of the First Lien Claim held by the Nominee for such Beneficial Holder; and then forwarding the Beneficial Holder Ballot together with the Solicitation Package to the Beneficial Holder. The Beneficial Holder then completes the information requested on the Beneficial Holder Ballot and returns the Beneficial Holder Ballot directly to the Notice and Claims Agent. A list of the Beneficial Holders to whom “pre-validated” Beneficial Holder Ballots were delivered should be maintained by Nominees for inspection for at least one year from the Plan Effective Date; OR
  - (b) Within five (5) Business Days after receipt by such Nominee of the Solicitation Package, forward the Solicitation Package to the Beneficial Holder of the First Lien Claim for voting along with a return envelope provided by and addressed to the Nominee, with the Beneficial Holder then returning the individual Beneficial Holder Ballot to the Nominee. In such case, the Nominee will tabulate the votes of its respective owners on a Master Ballot that will be provided to the Nominee separately by the Notice and Claims Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Notice and Claims Agent. The Nominee should advise the Beneficial Holder to return their individual Beneficial Holder Ballots to the Nominee by a date calculated by the Nominee to allow it to prepare and return the Master Ballot to the Notice and Claims Agent so that the Master Ballot is *actually received* by the Notice and Claims Agent on or before the Voting Deadline.

[CUSIP]

5. With regard to any Beneficial Holder Ballots returned to you by a Beneficial Holder, you must: (a) compile and validate the votes and other relevant information of each such Beneficial Holder on the Master Ballot using the customer name or account number assigned by you to each such Beneficial Holder; (b) execute the Master Ballot; (c) transmit such Master Ballot to the Notice and Claims Agent by the Voting Deadline; and (d) retain such Beneficial Holder Ballots from Beneficial Holders, whether in hard copy or by electronic direction, in your files for a period of one year after the Plan Effective Date. You may be ordered to produce the Beneficial Holder Ballots to the WLB Debtors or the Bankruptcy Court.
6. The Master Ballot **must** be returned to the Notice and Claims Agent so as to be **actually received** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is January 25, 2019, at 4:00 p.m.,** prevailing Central Time.
7. If a Master Ballot is received **after** the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the discretion of the WLB Debtors. Additionally, **the following Master Ballots will not be counted:**
  - (a) any Master Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
  - (b) any Master Ballot cast by a party that does not hold a Claim in a Class that is entitled to vote on the Plan;
  - (c) any Master Ballot sent by facsimile or any electronic means other than electronic mail;
  - (d) any unsigned Master Ballot;
  - (e) any Master Ballot that does not contain an original *signature*; *provided*, however, that any Master Ballot submitted via electronic mail shall be deemed to contain an original signature;
  - (f) any Master Ballot not marked to accept or reject the Plan; and
  - (g) any Master Ballot submitted by any party not entitled to cast a vote with respect to the Plan.
8. The method of delivery of Master Ballots to the Notice and Claims Agent is at the election and risk of each Nominee of First Lien Claims. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Master Ballot. In all cases, Beneficial Holders and Nominees should allow sufficient time to assure timely delivery.
9. If a Beneficial Holder or Nominee holds a Claim in a voting class against multiple WLB Debtors, a vote on their Ballot will apply to all WLB Debtors against whom such Beneficial Holder or Nominee has a Claim, as applicable, in that voting class.
10. If multiple Master Ballots are received from the same Nominee with respect to the same Beneficial Holder Ballot belonging to a Beneficial Holder of a Claim prior to the Voting Deadline, the latest, timely received, and properly completed Master Ballot will supersede and revoke any earlier received Master Ballots.
11. The Master Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
12. **Please be sure to sign and date the Master Ballot.** You should indicate that you are signing a Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity and, if required or requested by the Notice and Claims Agent, the WLB Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.
13. If you are both the Nominee and the Beneficial Holder of any of the First Lien Claims and you wish to vote such First Lien Claims, you may return a Beneficial Holder Ballot or Master Ballot for such First Lien Claims and you must vote your entire First Lien Claims to either accept or reject the Plan and may not split your vote. Accordingly, a Beneficial Holder Ballot, other than a Master Ballot with the votes of multiple Beneficial Holders that partially rejects and partially accepts the Plan will not be counted.

[CUSIP]

14. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class will be aggregated and treated as if such creditor held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan; *provided, however*, that if separate affiliated entities hold Claims in a particular Class, these Claims will not be aggregated and will not be treated as if such creditor held one Claim in such Class, and the vote of each affiliated entity will be counted separately as a vote to accept or reject the Plan.
15. The following additional rules shall apply to Master Ballots:
- (a) Votes cast by Beneficial Holders through a Nominee will be applied against the positions held by such entities in the First Lien Claims as of the Voting Record Date, as evidenced by the record and depository listings.
  - (b) Votes submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated Beneficial Holder Ballots, will not be counted in excess of the record amount of the First Lien Claims held by such Nominee;
  - (c) To the extent that conflicting votes or “over-votes” are submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated Beneficial Holder Ballots, the Notice and Claims Agent will attempt to reconcile discrepancies with the Nominee;
  - (d) To the extent that over-votes on a Master Ballot or pre-validated Beneficial Holder Ballots are not reconcilable prior to the preparation of the vote certification, the Notice and Claims Agent will apply the votes to accept and reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or pre-validated Beneficial Holder Ballots that contained the over-vote, but only to the extent of the Nominee’s position in First Lien Claims; and
  - (e) For purposes of tabulating votes, each holder holding through a particular account will be deemed to have voted the amount relating to its holding in that particular account, although the Notice and Claims Agent may be asked to adjust such amount to reflect the claim amount.

**PLEASE RETURN YOUR MASTER BALLOT PROMPTLY**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT,  
THESE VOTING INSTRUCTIONS, OR THE PROCEDURES FOR VOTING,  
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (800) 499-8519 (U.S. AND CANADA) OR  
(212) 771-1128 (INTERNATIONAL) OR EMAIL WESTMORELANDINFO@DONLINRECANO.COM.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THIS MASTER BALLOT  
ON OR BEFORE THE VOTING DEADLINE, WHICH IS JANUARY 25, 2019, AT 4:00 P.M.  
PREVAILING CENTRAL TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE  
VOTES TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE WLB  
DEBTORS.**

**Schedule 3C**

**Form of Beneficial Holder Ballot**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:	)	)	Chapter 11
	)	)	
WESTMORELAND COAL COMPANY, <i>et al.</i> , <sup>1</sup>	)	)	Case No. 18-35672 (DRJ)
	)	)	
Debtors.	)	)	(Jointly Administered)
	)	)	

**BENEFICIAL HOLDER BALLOT FOR VOTING  
TO ACCEPT OR REJECT THE JOINT CHAPTER 11 PLAN OF  
WESTMORELAND COAL COMPANY AND CERTAIN OF ITS DEBTOR AFFILIATES**

**CLASS 3 BENEFICIAL HOLDERS OF FIRST LIEN SECURED CLAIMS  
CLASS 4 BENEFICIAL HOLDERS OF GENERAL UNSECURED CLAIMS (FIRST LIEN DEFICIENCY  
CLAIMS)**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING BALLOTS  
CAREFULLY *BEFORE* COMPLETING THIS BALLOT.**

**IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR BALLOT MUST BE COMPLETED,  
EXECUTED, AND RETURNED SO AS TO BE *ACTUALLY RECEIVED* BY THE NOTICE AND  
CLAIMS AGENT BY JANUARY 25, 2019, AT 4:00 P.M. PREVAILING CENTRAL TIME (THE  
“**VOTING DEADLINE**”). IF, HOWEVER, YOU RECEIVED A RETURN ENVELOPE ADDRESSED  
TO YOUR NOMINEE, YOU MUST FOLLOW THE DIRECTIONS OF YOUR NOMINEE TO CAST  
YOUR VOTE AND ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO RECEIVE YOUR VOTE  
AND TRANSMIT SUCH VOTE ON A MASTER BALLOT, WHICH MASTER BALLOT MUST BE  
RETURNED TO THE NOTICE AND CLAIMS AGENT BY THE VOTING DEADLINE IN ORDER  
FOR YOUR VOTE TO BE COUNTED.**

The WLB Debtors are soliciting votes with respect to the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement for the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates* (as may be amended from time to time, the “Disclosure Statement”). The Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2018 (the “Disclosure Statement Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

---

<sup>1</sup> Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company’s service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

You are receiving this ballot for Beneficial Holders<sup>2</sup> (the “Beneficial Holder Ballot”) because you are a Beneficial Holder of a First Lien Claim as of December 13, 2018 (the “Voting Record Date”). As a result, you have a right to vote to accept or reject the Plan on behalf of both your Class 3 First Lien Secured Claim and your Class 4 General Unsecured Claim (First Lien Deficiency Claim) (collectively, the “First Lien Claims”). You can cast your vote through this Beneficial Holder Ballot and return it to your broker, bank, or other nominee, or the agent of a broker, bank, or other nominee (each of the foregoing, a “Nominee”), in accordance with the instructions provided by your Nominee, who will then submit a master ballot (the “Master Ballot”) on behalf of the Beneficial Holders of First Lien Claims.

Your rights are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Beneficial Holder Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Donlin, Recano Company, Inc. (the “Notice and Claims Agent”) at no charge by: (i) calling the Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), (ii) visiting the WLB Debtors’ restructuring website at: <http://www.donlinrecano.com/westmoreland>, (iii) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219; and/or (iv) [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com) and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at: <https://ecf.txsb.uscourts.gov>.

This Beneficial Holder Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Beneficial Holder Ballot in error, or if you believe that you have received the wrong ballot, please contact the Notice and Claims Agent *immediately* at the address, telephone number, or email address set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been bifurcated and placed in Class 3 First Lien Secured Claims and Class 4 General Unsecured Claims (First Lien Deficiency Claims), under the Plan.

In order for your vote to count, your Nominee must receive this Beneficial Holder Ballot in sufficient time for your Nominee to include your vote on a Master Ballot that must be received by the Notice and Claims Agent on or before the Voting Deadline, which is January 25, 2019, at 4:00 p.m., prevailing Central Time. Please allow sufficient time for your vote to be included on the Master Ballot completed by your Nominee. If a Master Ballot recording your vote is not received by the Voting Deadline, and if the Voting Deadline is not extended, your vote will not count.

**Item 1. Amount of Claim.**

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the Beneficial Holder of Class 3 First Lien Secured Claims and Class 4 General Unsecured Claims (First Lien Deficiency Claims) in the following *aggregate* unpaid amount (insert total unpaid amount in box below and *do not* separate out amounts by their respective Classes, unless otherwise completed by your Nominee):

\$ \_\_\_\_\_

---

<sup>2</sup> A “Beneficial Holder” means a beneficial owner of publicly-traded securities whose claims have not been satisfied prior to the Voting Record Date (as defined herein) pursuant to Bankruptcy Court order or otherwise, (a) as reflected in the records maintained by the Nominees holding through the the indenture trustee under the WLB Debtors’ 8.75% senior secured notes due 2022, or (b) as evidenced by the securities position report from Depository Trust Company as of the Voting Record Date.

**Item 2. Vote on Plan.**

The Beneficial Holder of the Class 3 First Lien Secured Claim and a Class 4 General Unsecured Claim (First Lien Deficiency Claim) against the WLB Debtors set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <b>ACCEPT</b> (vote FOR) the Plan	<input type="checkbox"/> <b>REJECT</b> (vote AGAINST) the Plan
--	--

**Your vote on the Plan will be applied to each applicable Debtor in the same manner and in the same amount as indicated in Item 1 and Item 2 above.**

**Item 3. Important information regarding the Third Party Releases.**

AS A “**RELEASING PARTY**” UNDER THE PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN **ARTICLE IX.E** OF THE PLAN SET FORTH BELOW.

IF YOU ELECT TO OPT OUT OF THE RELEASES SET FORTH IN **ARTICLE IX.E** OF THE PLAN, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN **ARTICLE IX.D** OF THE PLAN IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.

YOU MAY ELECT TO OPT OUT OF THE RELEASE CONTAINED IN **ARTICLE IX.E** OF THE PLAN *ONLY IF* YOU CHECK THE BOX BELOW AND (A) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN OR (B) VOTE TO REJECT THE PLAN. IF YOU (A) VOTE TO ACCEPT THE PLAN, (B) FAIL TO SUBMIT A BALLOT BY THE VOTING DEADLINE, (C) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN WITHOUT CHECKING THE BOX BELOW, OR (D) VOTE TO REJECT THE PLAN WITHOUT CHECKING THE BOX BELOW, IN EACH CASE YOU WILL BE DEEMED TO CONSENT TO THE RELEASES SET FORTH IN **ARTICLE IX.E** OF THE PLAN.

**The Holder of Class 3 First Lien Secured Claim and a Class 4 General Unsecured Claim (First Lien Deficiency Claim) identified in Item 1 elects to:**

<input type="checkbox"/> <b>OPT OUT of the Third Party Releases</b>
---

**Article IX.E of the Plan contains the following provision:** As of the Plan Effective Date, each Releasing Party is deemed to have released and discharged each WLB Debtor and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the WLB Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the WLB Debtors, the WLB Debtors’ in- or out-of-court restructuring efforts, intercompany transactions between or among a WLB Debtor and another WLB Debtor, the chapter 11 cases, the formulation, preparation, dissemination, negotiation, or filing of the RSA, the Disclosure Statement, the Plan, the Sale Transaction, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the RSA, the Disclosure Statement, or the Plan, the Sale Transaction, the filing of the chapter 11 cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Plan Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Plan Effective Date obligations of any party or Entity under the Plan, any Restructuring Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan.

[CUSIP]

**Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases of Holders of Claims and Interests, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that the release herein is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the claims released by the Releasing Parties; (3) in the best interests of the WLB Debtors and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties asserting any Claim released by the release herein against any of the Released Parties.**

\* \* \*

UNDER THE PLAN, "RELEASING PARTY" MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) EACH CONSENTING STAKEHOLDER; (C) ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE PRESUMED TO ACCEPT THE PLAN; (D) ALL HOLDERS OF CLAIMS AND INTERESTS WHO VOTE TO ACCEPT THE PLAN; (E) ALL HOLDERS OF CLAIMS OR INTERESTS THAT (I) VOTE TO ACCEPT THE PLAN, (II) ABSTAIN FROM VOTING ON THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, (III) VOTE TO REJECT THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, OR (IV) ARE DEEMED TO REJECT OR PRESUMED TO ACCEPT THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN; (F) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (E); (G) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (F) EACH SUCH ENTITY'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (H) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

UNDER THE PLAN, "RELEASED PARTY" MEANS, COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) THE STALKING HORSE PURCHASER; (C) EACH CONSENTING STAKEHOLDER; (D) THE HOLDERS OF FIRST LIEN CLAIMS; (E) THE HOLDERS OF BRIDGE LOAN CLAIMS; (F) THE DIP LENDERS; (G) THE BRIDGE LOAN AGENT; (H) THE CREDIT AGREEMENT AGENT; (I) THE DIP AGENT; (J) THE FIRST LIEN NOTES TRUSTEE; (K) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (J); (L) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (K), EACH SUCH ENTITY'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (M) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE NOT IN VOTING CLASSES THAT DO NOT FILE AN OBJECTION WITH THE BANKRUPTCY COURT IN THE CHAPTER 11 CASES THAT EXPRESSLY OBJECTS TO THE INCLUSION OF SUCH HOLDER AS A RELEASING PARTY UNDER THE PROVISIONS CONTAINED IN ARTICLE IX.E OF THE PLAN OR DO NOT ELECT TO OPT OUT OF THE PROVISIONS CONTAINED IN ARTICLE IX.E OF THE PLAN USING THE ENCLOSED OPT OUT FORM, WILL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY, INDIVIDUALLY, AND COLLECTIVELY CONSENTED TO THE RELEASE OF ALL CLAIMS AND CAUSES OF ACTION AGAINST

[CUSIP]



THE WLB DEBTORS AND THE RELEASED PARTIES. BY OBJECTING TO OR ELECTING TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE IX.E OF THE PLAN YOU WILL FORGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE IX.D OF THE PLAN IF YOU OTHERWISE WOULD BE A RELEASED PARTY THEREUNDER.

**Item 4. Other Beneficial Holder Ballots Submitted.** By returning this Beneficial Holder Ballot, the Holder of the Class 3 First Lien Secured Claims and a Class 4 General Unsecured Claims (First Lien Deficiency Claims) identified in Item 1 certifies that (a) this Beneficial Holder Ballot is the only Beneficial Holder Ballot submitted for the Class 3 First Lien Secured Claim and a Class 4 General Unsecured Claim (First Lien Deficiency Claim) owned by such holder, except as identified in the following table, and (b) *all* Beneficial Holder Ballots submitted by the holder indicate the same vote to accept or reject the Plan that the holder has indicated in Item 2 of this Beneficial Holder Ballot (please use additional sheets of paper if necessary):

**ONLY COMPLETE THIS TABLE IF YOU HAVE VOTED OTHER  
FIRST LIEN CLAIMS ON OTHER BENEFICIAL HOLDER BALLOTS**

Account Number	Name of Registered Holder or Nominee	Amount of Other First Lien Claims	CUSIP of Other First Lien Claims
		\$	
		\$	
		\$	
		\$	

**Item 5. Certifications.**

By signing this Beneficial Holder Ballot, the undersigned certifies:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the holder of the First Lien Claims being voted; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the First Lien Claims being voted;
- (b) that the Entity (or in the case of an authorized signatory, the holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity has cast the same vote with respect to all First Lien Claims; and
- (d) that no other Beneficial Holder Ballots with respect to the amount of the First Lien Claims identified in Item 1 have been cast or, if any other Beneficial Holder Ballots have been cast with respect to such First Lien Claims, then any such earlier Beneficial Holder Ballots are hereby revoked.

[CUSIP]

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____
	_____
	_____
Telephone Number:	_____
Email:	_____
Date Completed:	_____

**PLEASE COMPLETE, SIGN, AND DATE THIS BENEFICIAL HOLDER BALLOT AND RETURN IT (WITH AN ORIGINAL SIGNATURE) *PROMPTLY* IN THE ENVELOPE PROVIDED OR OTHERWISE IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY YOUR NOMINEE.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THE MASTER BALLOT SUBMITTED ON YOUR BEHALF WHICH REFLECTS YOUR VOTE **ON OR BEFORE [●], 2018, AT 4:00 P.M. PREVAILING CENTRAL TIME**, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL HOLDER BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE WLB DEBTORS.**

**Class 3 — First Lien Secured Claims; Class 4 — General Unsecured Claims (First Lien Deficiency Claims)**

**INSTRUCTIONS FOR COMPLETING THIS BENEFICIAL HOLDER BALLOT**

1. The WLB Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Beneficial Holder Ballot or in these instructions (the “**Ballot Instructions**”), but not otherwise defined therein or herein, shall have the meaning set forth in the Plan, a copy of which also accompanies the Beneficial Holder Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
  - (a) To ensure that your vote is counted, you must submit your Beneficial Holder Ballot to your Nominee so that your Nominee can submit a Master Ballot that reflects your vote so that the Master Ballot is **actually received** by the Notice and Claims Agent by the Voting Deadline. You may instruct your Nominee to vote on your behalf in the Master Ballot as follows: (a) complete the Beneficial Holder Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Holder Ballot; and (c) sign and return the Beneficial Holder Ballot to your Nominee in accordance with the instructions provided by your Nominee. The Voting Deadline for the receipt of Master Ballots by the Notice and Claims Agent is **January 25, 2019, at 4:00 p.m.**, prevailing Central Time. Your completed Beneficial Holder Ballot must be received by your Nominee in sufficient time to permit your Nominee to deliver your votes to the Notice and Claims Agent on or before the Voting Deadline.
3. **The following Beneficial Holder Ballots submitted to your Nominee will *not* be counted:**
  - (a) any Beneficial Holder Ballot that partially rejects and partially accepts the Plan;
  - (b) any Beneficial Holder Ballot sent to the WLB Debtors, the WLB Debtors’ agents, any indenture trustee, or the WLB Debtors’ financial or legal advisors;
  - (c) any Beneficial Holder Ballot sent by facsimile or any electronic means other than in accordance with the instructions of your Nominee;
  - (d) any Beneficial Holder Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
  - (e) any Beneficial Holder Ballot cast by an Entity that does not hold a First Lien Claim;
  - (f) any unsigned Beneficial Holder Ballot;
  - (g) any Beneficial Holder Ballot submitted by a holder not entitled to vote pursuant to the Plan.
  - (h) any non-original Beneficial Holder Ballot; and/or
  - (i) any Beneficial Holder Ballot not marked to accept or reject the Plan or any Beneficial Holder Ballot marked both to accept and reject the Plan.
4. If your Beneficial Holder Ballot is not received by your Nominee in sufficient time to be included on a timely submitted Master Ballot, it will not be counted unless the WLB Debtors determine otherwise. In all cases, Beneficial Holders should allow sufficient time to assure timely delivery of your Beneficial Holder Ballot to your Nominee. No Beneficial Holder Ballot should be sent to any of the WLB Debtors, the WLB Debtors’ agents, the WLB Debtors’ financial or legal advisors, and if so sent will not be counted.
5. If you deliver multiple Beneficial Holder Ballots to the Nominee with respect to the same Claim prior to the Voting Deadline, the last received valid Beneficial Holder Ballot timely received will supersede and revoke any earlier received Beneficial Holder Ballots.
6. You must vote all of your Claims within Class 3 **and** Class 4 either to accept or reject the Plan and may **not** split your vote. Further, if a holder has multiple Claims within Class 3 and/or Class 4, the WLB Debtors may, in their discretion, aggregate the Claims of any particular holder with multiple Claims within Class 3 and/or Class 4 for the purpose of counting votes.

[CUSIP]

7. This Beneficial Holder Ballot does *not* constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
8. **Please be sure to sign and date your Beneficial Holder Ballot.** If you are signing a Beneficial Holder Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the WLB Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Beneficial Holder Ballot.
9. Each ballot votes *only* your Claims indicated on that ballot, so please complete and return each ballot that you receive.
10. The Beneficial Holder Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the WLB Debtors nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a ballot.

**PLEASE RETURN YOUR BENEFICIAL HOLDER BALLOT PROMPTLY**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BENEFICIAL HOLDER BALLOT,  
THESE VOTING INSTRUCTIONS, OR THE PROCEDURES FOR VOTING,  
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (800) 499-8519 (U.S. AND CANADA) OR  
(212) 771-1128 (INTERNATIONAL) OR EMAIL WESTMORELANDINFO@DONLINRECANO.COM.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THE BENEFICIAL  
HOLDER BALLOT FILED ON YOUR BEHALF ON OR BEFORE [●], 2018, AT 4:00 P.M., PREVAILING  
CENTRAL TIME, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE  
TRANSMITTED BY THIS BENEFICIAL HOLDER BALLOT MAY BE COUNTED TOWARD  
CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE WLB DEBTORS.**

**Schedule 3D**

**Form of Class 4 Ballot**



The rights and treatment for each Class are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Class 4 GUC Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Donlin, Recano Company, Inc. (the “Notice and Claims Agent”) at no charge by: (i) calling the Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), (ii) visiting the WLB Debtors’ restructuring website at: <http://www.donlinrecano.com/westmoreland>, (iii) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219; and/or (iv) emailing [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com) and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at: <https://ecf.txsb.uscourts.gov>.

This Class 4 GUC Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Class 4 GUC Ballot in error, please contact the Notice and Claims Agent *immediately* at the address, telephone number, or email address set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 4, General Unsecured Claims, under the Plan.

**Item 1. Amount of Claim.**

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the holder of Class 4 General Unsecured Claim in the following aggregate unpaid amount:

\$ _____
----------

**Item 2. Vote on Plan.**

The holder of the Class 4 General Unsecured Claim against the WLB Debtors set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <b><u>ACCEPT</u></b> (vote FOR) the Plan	<input type="checkbox"/> <b><u>REJECT</u></b> (vote AGAINST) the Plan
---	---

**Item 3. Important information regarding the Third Party Releases.**

**AS A “RELEASING PARTY” UNDER THE PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN ARTICLE IX.E OF THE PLAN SET FORTH BELOW.**

**IF YOU ELECT TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE IX.E OF THE PLAN, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE IX.D OF THE PLAN IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.**

**YOU MAY ELECT TO OPT OUT OF THE RELEASE CONTAINED IN ARTICLE IX.E OF THE PLAN *ONLY IF* YOU CHECK THE BOX BELOW AND (A) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN OR (B) VOTE TO REJECT THE PLAN. IF YOU (A) VOTE TO ACCEPT THE PLAN, (B) FAIL TO SUBMIT A BALLOT BY THE VOTING DEADLINE, (C) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN WITHOUT CHECKING THE BOX BELOW, OR (D) VOTE TO REJECT THE PLAN WITHOUT CHECKING THE BOX BELOW, IN EACH CASE YOU WILL BE DEEMED TO CONSENT TO THE RELEASES SET FORTH IN ARTICLE IX.E OF THE PLAN.**

**The Holder of Class 4 General Unsecured Claims identified in Item 1 elects to:**

**OPT OUT of the Third Party Releases**

**Article IX.E of the Plan contains the following provision:** As of the Plan Effective Date, each Releasing Party is deemed to have released and discharged each WLB Debtor and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the WLB Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the WLB Debtors, the WLB Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a WLB Debtor and another WLB Debtor, the chapter 11 cases, the formulation, preparation, dissemination, negotiation, or filing of the RSA, the Disclosure Statement, the Plan, the Sale Transaction, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the RSA, the Disclosure Statement, or the Plan, the Sale Transaction, the filing of the chapter 11 cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Plan Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Plan Effective Date obligations of any party or Entity under the Plan, any Restructuring Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases of Holders of Claims and Interests, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that the release herein is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the claims released by the Releasing Parties; (3) in the best interests of the WLB Debtors and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties asserting any Claim released by the release herein against any of the Released Parties.

\* \* \*

UNDER THE PLAN, "RELEASING PARTY" MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) EACH CONSENTING STAKEHOLDER; (C) ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE PRESUMED TO ACCEPT THE PLAN; (D) ALL HOLDERS OF CLAIMS AND INTERESTS WHO VOTE TO ACCEPT THE PLAN; (E) ALL HOLDERS OF CLAIMS OR INTERESTS THAT (I) VOTE TO ACCEPT THE PLAN, (II) ABSTAIN FROM VOTING ON THE PLAN AND WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, (III) VOTE TO REJECT THE PLAN AND WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, OR (IV) ARE DEEMED TO REJECT OR PRESUMED TO ACCEPT THE PLAN AND WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN; (F) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (E); (G) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (F) EACH SUCH ENTITY'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (H) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS,



ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

UNDER THE PLAN, "RELEASED PARTY" MEANS, COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) THE STALKING HORSE PURCHASER; (C) EACH CONSENTING STAKEHOLDER; (D) THE HOLDERS OF FIRST LIEN CLAIMS; (E) THE HOLDERS OF BRIDGE LOAN CLAIMS; (F) THE DIP LENDERS; (G) THE BRIDGE LOAN AGENT; (H) THE CREDIT AGREEMENT AGENT; (I) THE DIP AGENT; (J) THE FIRST LIEN NOTES TRUSTEE; (K) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (J); (L) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (K), EACH SUCH ENTITY'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (M) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE NOT IN VOTING CLASSES THAT DO NOT FILE AN OBJECTION WITH THE BANKRUPTCY COURT IN THE CHAPTER 11 CASES THAT EXPRESSLY OBJECTS TO THE INCLUSION OF SUCH HOLDER AS A RELEASING PARTY UNDER THE PROVISIONS CONTAINED IN ARTICLE IX.E OF THE PLAN OR DO NOT ELECT TO OPT OUT OF THE PROVISIONS CONTAINED IN ARTICLE IX.E OF THE PLAN USING THE ENCLOSED OPT OUT FORM, WILL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY, INDIVIDUALLY, AND COLLECTIVELY CONSENTED TO THE RELEASE OF ALL CLAIMS AND CAUSES OF ACTION AGAINST THE WLB DEBTORS AND THE RELEASED PARTIES. BY OBJECTING TO OR ELECTING TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE IX.E OF THE PLAN YOU WILL FORGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE IX.D OF THE PLAN IF YOU OTHERWISE WOULD BE A RELEASED PARTY THEREUNDER.

**Item 4. Certifications.**

By signing this Class 4 GUC Ballot, the undersigned certifies:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the holder of the General Unsecured Claims being voted; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the General Unsecured Claims being voted;
- (b) that the Entity (or in the case of an authorized signatory, the holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity has cast the same vote with respect to all General Unsecured Claims in a single Class; and
- (d) that no other Class 4 GUC Ballots with respect to the amount of the General Unsecured Claims identified in Item 1 have been cast or, if any other Class 4 GUC Ballots have been cast with respect to such General Unsecured Claims, then any such earlier Class 4 GUC Ballots are hereby revoked.

Name of Holder:	(Print or Type)
Signature:	
Name of Signatory:	(If other than holder)
Title:	
Address:	
Telephone Number:	
Email:	
Date Completed:	

**PLEASE COMPLETE, SIGN, AND DATE THIS Class 4 GUC BALLOT AND RETURN IT *PROMPTLY* BY *ONLY ONE* OF THE FOLLOWING METHODS:**

- 1. In the envelope provided via first class mail, overnight courier, or hand delivery to:**

<b><u>If by First Class Mail:</u></b>	<b><u>If by Hand Delivery or Overnight Mail:</u></b>
Donlin, Recano & Company, Inc. <b>Re: Westmoreland Coal Company, et al.,</b> Attn: Voting Department PO Box 192016 Blythebourne Station Brooklyn, NY 11219	Donlin, Recano & Company, Inc. <b>Re: Westmoreland Coal Company, et al.,</b> Attn: Voting Department 6201 15 <sup>th</sup> Ave Brooklyn, NY 11219

- 2. Via electronic mail service to:**

[WestmorelandVote@donlinrecano.com](mailto:WestmorelandVote@donlinrecano.com)  
 with a reference to "Westmoreland Ballot" in the subject line.

IF THE NOTICE AND CLAIMS AGENT DOES NOT ***ACTUALLY RECEIVE*** THIS CLASS 4 GUC BALLOT **ON OR BEFORE JANUARY 25, 209, AT 4:00 P.M., PREVAILING CENTRAL TIME**, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS CLASS 4 GUC BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE WLB DEBTORS.

**Class 4 —General Unsecured Claims**

**INSTRUCTIONS FOR COMPLETING THIS CLASS 4 GUC BALLOT**

1. The WLB Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Class 4 GUC Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Class 4 GUC Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS CLASS 4 GUC BALLOT.**
2. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. To ensure that your Class 4 GUC Ballot is counted, you must either: (a) complete and submit this hard copy Class 4 GUC Ballot or (b) email a scanned copy Class 4 GUC Ballot to Notice and Claims Agent. Ballots will not be accepted by facsimile or other electronic means other than electronic mail.
4. The Class 4 GUC Ballot **must** be returned to the Notice and Claims Agent so as to be **actually received** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is January 25, 2019, at 4:00 p.m.**, prevailing Central Time.
5. If the Class 4 GUC Ballot is received **after** the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the discretion of the WLB Debtors. Additionally, **the following Class 4 GUC Ballots will not be counted:**
  - (a) any Class 4 GUC Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
  - (b) any Class 4 GUC Ballot cast by a party that does not hold a Claim in a Class that is entitled to vote on the Plan;
  - (c) any Class 4 GUC Ballot sent by facsimile or any electronic means other than electronic mail to WestmorelandVote@DonlinRecano.com with a reference to “Westmoreland Ballot” in the subject line;
  - (d) any unsigned Class 4 GUC Ballot;
  - (e) any Class 4 GUC Ballot that does not contain an original *signature*; *provided*, however, that any Class 4 GUC Ballot submitted via electronic mail shall be deemed to contain an original signature;<sup>2</sup>
  - (f) any Class 4 GUC Ballot not marked to accept or reject the Plan; and
  - (g) any Class 4 GUC Ballot submitted by any party not entitled to cast a vote with respect to the Plan.
6. The method of delivery of Class 4 GUC Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Class 4 Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Class 4 GUC Ballot. In all cases, holders should allow sufficient time to assure timely delivery.

---

<sup>2</sup> For any Ballot cast via electronic mail, the format of the attachment must be found in the common workplace and industry standard format (i.e., industry-standard PDF file) and the received date and time in the Notice and Claims Agent’s inbox will be used as the timestamp for receipt.

7. If multiple Class 4 GUC Ballots are received from the same Holder of a General Unsecured Claim with respect to the same General Unsecured Claim prior to the Voting Deadline, the latest, timely received, and properly completed Class 4 GUC Ballot will supersede and revoke any earlier received Class 4 GUC Ballots.
8. The Class 4 GUC Ballot does *not* constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
9. **Please be sure to sign and date the Class 4 GUC Ballot.** You should indicate that you are signing a Class 4 GUC Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity and, if required or requested by the Notice and Claims Agent, the WLB Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Class 4 GUC Ballot.
10. Each ballot votes *only* your Claims indicated on that ballot, so please complete and return each ballot that you received.

**PLEASE RETURN YOUR CLASS 4 GUC BALLOT PROMPTLY**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS CLASS 4 GUC BALLOT,  
THESE VOTING INSTRUCTIONS, OR THE PROCEDURES FOR VOTING,  
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (800) 499-8519 (U.S. AND CANADA) OR  
(212) 771-1128 (INTERNATIONAL) OR EMAIL WESTMORELANDINFO@DONLINRECANO.COM.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THIS CLASS 4 GUC  
BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS JANUARY 25, 2019, AT 4:00 P.M.  
PREVAILING CENTRAL TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE  
VOTES TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE WLB  
DEBTORS.**

**Schedule 4**

**Form of Non-Impaired Non-Voting Status Notice**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
	)	
WESTMORELAND COAL COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-35672 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF NON-VOTING  
STATUS TO HOLDERS OF UNIMPAIRED CLAIMS  
CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN**

**PLEASE TAKE NOTICE THAT** on [●], 2018, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No.[●]] (the “Disclosure Statement Order”): (a) authorizing Westmoreland Coal Company and its affiliated debtors and debtors in possession (collectively, the “WLB Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (as modified, amended, or supplemented from time to time, the “Plan”),<sup>2</sup> (b) approving the *Disclosure Statement for the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code, (c) approving the solicitation materials and documents to be included in the solicitation packages, and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** because of the nature and treatment of your Claim under the Plan, *you are not entitled to vote on the Plan*. Specifically, under the terms of the Plan, as a holder of a Claim (as currently asserted against the WLB Debtors) that is not Impaired and conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, you are *not* entitled to vote on the Plan.

---

<sup>1</sup> Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company’s service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider confirmation of the Plan (the “Confirmation Hearing”) will commence on **February 13, 2019, at [●] a.m.**, prevailing Central Time, before the Honorable David R. Jones, in the United States Bankruptcy Court for the Southern District of Texas, located at 515 Rusk Street Houston, Texas 77002.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **January 25, 2019, at 4:00 p.m.**, prevailing Central Time (the “Confirmation Objection Deadline”). Any objection to the Plan ***must***: (a) be in writing, (b) conform to the Bankruptcy Rules, the Bankruptcy Local Rules, and any orders of the Court, (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (d) be filed with the Court (contemporaneously with a proof of service).

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Donlin, Recano Company, Inc., the notice and claims agent retained by the WLB Debtors in the chapter 11 cases (the “Notice and Claims Agent”), by: (a) calling the Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), (b) visiting the WLB Debtors’ restructuring website at: <http://www.donlinrecano.com/westmoreland>, (c) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219; and/or (d) emailing [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com) and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at: <https://ecf.txsb.uscourts.gov>.

<p><b>ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND <u>ARTICLE IX.E CONTAINS A THIRD-PARTY RELEASE.</u> PURSUANT TO THE PLAN YOU ARE PRESUMED TO ACCEPT THE PLAN AND THEREFORE ARE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN <u>ARTICLE IX.E.</u> THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.</b></p>
--

**Article IX.E of the Plan contains the following provision:** As of the Plan Effective Date, each Releasing Party is deemed to have released and discharged each WLB Debtor and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the WLB Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the WLB Debtors, the WLB Debtors’ in- or out-of-court restructuring efforts, intercompany transactions between or among a WLB Debtor and another WLB Debtor, the chapter 11 cases, the formulation, preparation, dissemination, negotiation, or filing of the RSA, the Disclosure Statement, the Plan, the Sale Transaction, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the RSA, the Disclosure Statement, or the Plan, the Sale Transaction, the filing of the chapter 11 cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the

**distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Plan Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.**

**Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Plan Effective Date obligations of any party or Entity under the Plan, any Restructuring Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan.**

**Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases of Holders of Claims and Interests, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that the release herein is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the claims released by the Releasing Parties; (3) in the best interests of the WLB Debtors and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties asserting any Claim released by the release herein against any of the Released Parties.**

\* \* \*

UNDER THE PLAN, "RELEASING PARTY" MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) EACH CONSENTING STAKEHOLDER; (C) ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE PRESUMED TO ACCEPT THE PLAN; (D) ALL HOLDERS OF CLAIMS AND INTERESTS WHO VOTE TO ACCEPT THE PLAN; (E) ALL HOLDERS OF CLAIMS OR INTERESTS THAT (I) VOTE TO ACCEPT THE PLAN, (II) ABSTAIN FROM VOTING ON THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, (III) VOTE TO REJECT THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, OR (IV) ARE DEEMED TO REJECT OR PRESUMED TO ACCEPT THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN; (F) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (E); (G) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (F) EACH SUCH ENTITY'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (H) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.



UNDER THE PLAN, “RELEASED PARTY” MEANS, COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) THE STALKING HORSE PURCHASER; (C) EACH CONSENTING STAKEHOLDER; (D) THE HOLDERS OF FIRST LIEN CLAIMS; (E) THE HOLDERS OF BRIDGE LOAN CLAIMS; (F) THE DIP LENDERS; (G) THE BRIDGE LOAN AGENT; (H) THE CREDIT AGREEMENT AGENT; (I) THE DIP AGENT; (J) THE FIRST LIEN NOTES TRUSTEE; (K) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (J); (L) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (K), EACH SUCH ENTITY’S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (M) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR’S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

**THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT.**

Houston, Texas  
[\_\_\_\_], 2018

/s/

---

Patricia B. Tomasco (Bar No. 01797600)  
Elizabeth C. Freeman (Bar No. 24009222)  
Matthew D. Cavanaugh (Bar No. 24062656)  
**JACKSON WALKER L.L.P.**  
1401 McKinney Street, Suite 1900  
Houston, Texas 77010  
Telephone: (713) 752-4200  
Facsimile: (713) 752-4221  
Email: ptomasco@jw.com  
efreeman@jw.com  
mcavanaugh@jw.com

*Proposed Conflicts Counsel to the WLB Debtors and  
Local Counsel to the Debtors and Debtors in  
Possession*

- and -

James H.M. Sprayregen, P.C.  
Michael B. Slade (Bar No. 24013521)  
Gregory F. Pesce (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  
michael.slade@kirkland.com  
gregory.pesce@kirkland.com

*Proposed Counsel to the Debtors and Debtors in  
Possession*

Edward O. Sassower, P.C.  
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: edward.sassower@kirkland.com  
stephen.hessler@kirkland.com

- and-

Anna G. Rotman, P.C. (Bar No. 24046761)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
609 Main Street  
Houston, Texas 77002  
Telephone: (713) 836-3600  
Email: anna.rotman@kirkland.com

**Schedule 5**

**Form of Impaired Non-Voting Status Notice**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

---

In re:	)	
	)	Chapter 11
	)	
WESTMORELAND COAL COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-35672 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

---

**NOTICE OF NON-VOTING  
STATUS TO HOLDERS OF IMPAIRED CLAIMS  
AND EQUITY INTERESTS DEEMED TO REJECT THE PLAN**

**PLEASE TAKE NOTICE THAT** on [●], 2018, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Westmoreland Coal Company and certain of its affiliated debtors and debtors in possession (collectively, the “WLB Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (as modified, amended, or supplemented from time to time, the “Plan”),<sup>2</sup> (b) approving the *Disclosure Statement for the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code, (c) approving the solicitation materials and documents to be included in the solicitation packages, and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** because of the nature and treatment of your Claim or Interest under the Plan, *you are not entitled to vote on the Plan*. Specifically, under the terms of the Plan, as a holder of a Claim or Interest (as currently asserted against the WLB Debtors) that is receiving no distribution under the Plan, you are deemed to reject the Plan pursuant to section 1126(f) of the Bankruptcy Code and are not entitled to vote on the Plan.

---

<sup>1</sup> Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company’s service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the court will consider confirmation of the Plan (the “Confirmation Hearing”) will commence on **February 13, 2019, at [●] a.m.**, prevailing Central Time, before the Honorable David R. Jones, in the United States Bankruptcy Court for the Southern District of Texas, located at 515 Rusk Street Houston, Texas 77002.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **January 25, 2019, at 4:00 p.m.**, prevailing Central Time (the “Confirmation Objection Deadline”). Any objection to the Plan *must*: (a) be in writing, (b) conform to the Bankruptcy Rules, the Bankruptcy Local Rules, and any orders of the court, (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (d) be filed with the court (contemporaneously with a proof of service).

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Donlin, Recano Company, Inc., the notice and claims agent retained by the WLB Debtors in the chapter 11 cases (the “Notice and Claims Agent”), by: (a) calling the Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), (b) visiting the WLB Debtors’ restructuring website at: <http://www.donlinrecano.com/westmoreland>, (c) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219; and/or (d) emailing [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com) and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at: <https://ecf.txsb.uscourts.gov>.

**ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.E CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

**ALL HOLDERS OF CLAIMS AGAINST OR INTERESTS IN THE WLB DEBTORS THAT DO NOT ELECT TO OPT OUT OF THE PROVISIONS CONTAINED IN ARTICLE IX.E OF THE PLAN USING THE ENCLOSED OPT OUT FORM OR FILE AN OBJECTION WITH THE BANKRUPTCY COURT IN THE CHAPTER 11 CASES THAT EXPRESSLY OBJECTS TO THE INCLUSION OF SUCH HOLDER AS A RELEASING PARTY UNDER THE PROVISIONS CONTAINED IN ARTICLE IX.E OF THE PLAN WILL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY, INDIVIDUALLY, AND COLLECTIVELY CONSENTED TO THE RELEASE AND DISCHARGE OF ALL CLAIMS AND CAUSES OF ACTION AGAINST THE WLB DEBTORS AND THE RELEASED PARTIES. BY OBJECTING TO THE RELEASES SET FORTH IN ARTICLE IX.E OF THE PLAN, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE IX OF THE PLAN IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.**

**Article IX.E of the Plan contains the following provision:** As of the Plan Effective Date, each Releasing Party is deemed to have released and discharged each WLB Debtor and Released

Party from any and all Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the WLB Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the WLB Debtors, the WLB Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a WLB Debtor and another WLB Debtor, the chapter 11 cases, the formulation, preparation, dissemination, negotiation, or filing of the RSA, the Disclosure Statement, the Plan, the Sale Transaction, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the RSA, the Disclosure Statement, or the Plan, the Sale Transaction, the filing of the chapter 11 cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Plan Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Plan Effective Date obligations of any party or Entity under the Plan, any Restructuring Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases of Holders of Claims and Interests, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that the release herein is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the claims released by the Releasing Parties; (3) in the best interests of the WLB Debtors and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties asserting any Claim released by the release herein against any of the Released Parties.

\* \* \*

UNDER THE PLAN, "RELEASING PARTY" MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) EACH CONSENTING STAKEHOLDER; (C) ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE PRESUMED TO ACCEPT THE PLAN; (D) ALL HOLDERS OF CLAIMS AND INTERESTS WHO VOTE TO ACCEPT THE PLAN; (E) ALL HOLDERS OF CLAIMS OR INTERESTS THAT (I) VOTE TO ACCEPT THE PLAN, (II) ABSTAIN FROM VOTING ON THE PLAN *AND* WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, (III) VOTE TO REJECT THE PLAN *AND* WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, OR (IV) ARE DEEMED TO REJECT OR PRESUMED TO ACCEPT THE PLAN *AND* WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN; (F) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (E); (G) WITH

RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (F) EACH SUCH ENTITY'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (H) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

UNDER THE PLAN, "RELEASED PARTY" MEANS, COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) THE STALKING HORSE PURCHASER; (C) EACH CONSENTING STAKEHOLDER; (D) THE HOLDERS OF FIRST LIEN CLAIMS; (E) THE HOLDERS OF BRIDGE LOAN CLAIMS; (F) THE DIP LENDERS; (G) THE BRIDGE LOAN AGENT; (H) THE CREDIT AGREEMENT AGENT; (I) THE DIP AGENT; (J) THE FIRST LIEN NOTES TRUSTEE; (K) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (J); (L) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (K), EACH SUCH ENTITY'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (M) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR'S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

**THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT.**

Houston, Texas  
[\_\_\_\_], 2018

/s/

---

Patricia B. Tomasco (Bar No. 01797600)  
Elizabeth C. Freeman (Bar No. 24009222)  
Matthew D. Cavanaugh (Bar No. 24062656)  
**JACKSON WALKER L.L.P.**  
1401 McKinney Street, Suite 1900  
Houston, Texas 77010  
Telephone: (713) 752-4200  
Facsimile: (713) 752-4221  
Email: ptomasco@jw.com  
efreeman@jw.com  
mcavanaugh@jw.com

*Proposed Conflicts Counsel to the WLB Debtors and  
Local Counsel to the Debtors and Debtors in  
Possession*

- and -

James H.M. Sprayregen, P.C.  
Michael B. Slade (Bar No. 24013521)  
Gregory F. Pesce (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  
michael.slade@kirkland.com  
gregory.pesce@kirkland.com

*Proposed Counsel to the Debtors and Debtors in  
Possession*

Edward O. Sassower, P.C.  
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: edward.sassower@kirkland.com  
stephen.hessler@kirkland.com

- and -

Anna G. Rotman, P.C. (Bar No. 24046761)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
609 Main Street  
Houston, Texas 77002  
Telephone: (713) 836-3600  
Email: anna.rotman@kirkland.com



**Schedule 5A**

**Opt-Out Form for Holders of Impaired Claims and Interests Deemed to Reject the Plan**

**OPTIONAL: RELEASE OPT OUT FORM**

You are receiving this opt out form (the “Opt Out Form”) because you are a holder of a Claim or Interest that is not entitled to vote on the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates* (as may be amended from time to time, the “Plan”). You may choose to opt out of the releases set forth in Article IX.E of the Plan.

**Item 1. Important information regarding the Third Party Releases.**

**AS A “RELEASING PARTY” UNDER THE PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN ARTICLE IX.E OF THE PLAN SET FORTH BELOW.**

**IF YOU ELECT TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE IX.E OF THE PLAN, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE IX.D OF THE PLAN IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.**

**OPTIONAL RELEASE ELECTION. YOU MAY ELECT TO OPT OUT OF THE RELEASE CONTAINED IN ARTICLE IX.E OF THE PLAN ONLY IF YOU CHECK THE BOX BELOW:**

<input type="checkbox"/> <b><u>OPT OUT of the Third Party Releases</u></b>
--

**Article IX.E of the Plan contains the following provision:** As of the Plan Effective Date, each Releasing Party is deemed to have released and discharged each WLB Debtor and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the WLB Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the WLB Debtors, the WLB Debtors’ in- or out-of-court restructuring efforts, intercompany transactions between or among a WLB Debtor and another WLB Debtor, the chapter 11 cases, the formulation, preparation, dissemination, negotiation, or filing of the RSA, the Disclosure Statement, the Plan, the Sale Transaction, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the RSA, the Disclosure Statement, or the Plan, the Sale Transaction, the filing of the chapter 11 cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Plan Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Plan Effective Date obligations of any party or Entity under the Plan, any Restructuring Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval, pursuant to Bankruptcy Rule 9019, of the releases of Holders of Claims and Interests, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court’s finding that the release herein is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the claims released by the Releasing Parties; (3) in the best interests of the WLB Debtors and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties asserting any Claim released by the release herein against any of the Released Parties.

UNDER THE PLAN, “RELEASING PARTY” MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) EACH CONSENTING STAKEHOLDER; (C) ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE PRESUMED TO ACCEPT THE PLAN; (D) ALL HOLDERS OF CLAIMS AND INTERESTS WHO VOTE TO ACCEPT THE PLAN; (E) ALL HOLDERS OF CLAIMS OR INTERESTS THAT (I) VOTE TO ACCEPT THE PLAN, (II) ABSTAIN FROM VOTING ON THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, (III) VOTE TO REJECT THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, OR (IV) ARE DEEMED TO REJECT OR PRESUMED TO ACCEPT THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN; (F) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (E); (G) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (F) EACH SUCH ENTITY’S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (H) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR’S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

UNDER THE PLAN, “RELEASED PARTY” MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) EACH CONSENTING STAKEHOLDER; (C) THE BRIDGE LOAN AGENT; (D) THE CREDIT AGREEMENT AGENT; (E) THE DIP AGENT; (F) THE FIRST LIEN NOTES TRUSTEE; (G) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (F); (H) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (G), EACH SUCH ENTITY’S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (I) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR’S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE NOT IN VOTING CLASSES THAT DO NOT FILE AN OBJECTION WITH THE BANKRUPTCY COURT IN THE CHAPTER 11 CASES THAT EXPRESSLY OBJECTS TO THE INCLUSION OF SUCH HOLDER AS A RELEASING PARTY UNDER THE PROVISIONS CONTAINED IN ARTICLE IX.C OF THE PLAN OR DO NOT ELECT TO OPT OUT OF THE PROVISIONS CONTAINED IN ARTICLE IX.C OF THE PLAN USING THE ENCLOSED OPT OUT FORM, WILL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY, INDIVIDUALLY, AND COLLECTIVELY CONSENTED TO THE RELEASE OF ALL CLAIMS AND CAUSES OF ACTION AGAINST THE WLB DEBTORS AND THE RELEASED PARTIES. BY OBJECTING TO OR ELECTING TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE IX.C OF THE PLAN YOU WILL FORGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE IX.C OF THE PLAN IF YOU OTHERWISE WOULD BE A RELEASED PARTY THEREUNDER.

**Item 2. Certifications.**

By signing this Opt Out Form, the undersigned certifies to the Bankruptcy Court and the WLB Debtors that:

- (a) as of the Voting Record Date, either: (i) the Entity is the holder of a Claim or Interest; or (ii) the Entity is an authorized signatory for the Entity that is a holder of the Claim or Interest;

- (b) the Entity (or in the case of an authorized signatory, the holder) has received a copy of the *Notice of Non-Voting Status to Holders of Impaired Claims and Equity Interests Deemed to Reject the Plan* and that this Opt Out Form is made pursuant to the terms and conditions set forth therein;
- (c) the Entity has submitted the same respective election concerning the releases with respect to all Claims and Interests; and
- (d) no other Opt Out Form has been submitted or, if any other Opt Out Forms have been submitted with respect to such Claim and Interests, then any such earlier Opt Out Forms are hereby revoked.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____
	_____
	_____
Telephone Number:	_____
Email:	_____
Date Completed:	_____

**IF YOU HAVE MADE THE OPTIONAL OPT-OUT ELECTION, PLEASE COMPLETE, SIGN, AND DATE THIS OPT-OUT FORM AND RETURN IT *PROMPTLY* BY *ONLY ONE* OF THE FOLLOWING METHODS:**

1. **In the envelope provided via first class mail, overnight courier, or hand delivery to:**

Donlin, Recano & Company, Inc.,  
Re: Westmoreland Coal Company, et al.,  
6201 15th Avenue, Brooklyn, New York 11219

2. **Via electronic mail service to:**

WestmorelandVote@donlinrecano.com  
with a reference to “Westmoreland Opt-out Form” in the subject line.

THE VOTING DEADLINE IS <b>JANUARY 25, 2019, AT 4:00 P.M., PREVAILING CENTRAL TIME.</b> THE NOTICE AND CLAIMS AGENT MUST <b><i>ACTUALLY RECEIVE</i></b> YOUR OPT-OUT ELECTION ON OR BEFORE THE VOTING DEADLINE IF YOU WISH TO OPT OUT.
---

**Schedule 6**

**Form of Notice to Disputed Claim Holders**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:	)	Chapter 11
	)	
WESTMORELAND COAL COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-35672 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF NON-VOTING  
STATUS WITH RESPECT TO DISPUTED CLAIMS**

**PLEASE TAKE NOTICE THAT** on [], 2018, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Westmoreland Coal Company and certain of its affiliated debtors and debtors in possession (collectively, the “WLB Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (as modified, amended, or supplemented from time to time, the “Plan”),<sup>2</sup> (b) approving the *Disclosure Statement for the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code, (c) approving the solicitation materials and documents to be included in the solicitation packages, and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this notice because you are the holder of a Claim that is subject to a pending objection by the WLB Debtors. **You are not entitled to vote any disputed portion of your Claim on the Plan unless one or more of the following events have taken place before [●], 2018 (the date that is two business days before the Voting Deadline)** (each, a “Resolution Event”):

1. an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;

---

<sup>1</sup> Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company’s service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

2. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
3. a stipulation or other agreement is executed between the holder of such Claim and the WLB Debtors temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or
4. the pending objection to such Claim is voluntarily withdrawn by the objecting party.

Accordingly, this notice is being sent to you for informational purposes only.

**PLEASE TAKE FURTHER NOTICE THAT** the Disclosure Statement, Disclosure Statement Order, the Plan, and other documents and materials included in the Solicitation Package, except ballots, may be obtained at no charge from Donlin, Recano & Company, Inc., the notice and claims agent retained by the WLB Debtors in these chapter 11 cases (the “Notice and Claims Agent”) by: (a) calling the Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), (b) visiting the WLB Debtors’ restructuring website at: <http://www.donlinrecano.com/westmoreland>, (c) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219; and/or (d) emailing [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com) and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at: <https://ecf.txsb.uscourts.gov>.

**PLEASE TAKE FURTHER NOTICE THAT** if a Resolution Event occurs, then no later than one business day thereafter, the Notice and Claims Agent shall distribute a ballot, and a pre-addressed, postage pre-paid envelope to you, which must be returned to the Notice and Claims Agent no later than the Voting Deadline, which is on **January 25, 2019, at 4:00 p.m.**, prevailing Central Time.

**PLEASE TAKE FURTHER NOTICE THAT** if you have any questions about the status of any of your Claims, you should contact the Notice and Claims Agent in accordance with the instructions provided above.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.E CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

ALL HOLDERS OF CLAIMS AGAINST OR INTERESTS IN THE WLB DEBTORS THAT DO NOT ELECT TO OPT OUT OF THE PROVISIONS CONTAINED IN ARTICLE IX.E OF THE PLAN USING THE ENCLOSED OPT OUT FORM OR FILE AN OBJECTION WITH THE BANKRUPTCY COURT IN THE CHAPTER 11 CASES THAT EXPRESSLY OBJECTS TO THE INCLUSION OF SUCH HOLDER AS A RELEASING PARTY UNDER THE PROVISIONS CONTAINED IN ARTICLE IX.E OF THE PLAN WILL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY, INDIVIDUALLY, AND COLLECTIVELY CONSENTED TO THE RELEASE AND DISCHARGE OF ALL CLAIMS AND CAUSES OF ACTION AGAINST THE WLB DEBTORS AND THE RELEASED PARTIES. BY OBJECTING TO THE RELEASES SET FORTH IN ARTICLE IX.E OF THE PLAN, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE IX OF THE PLAN IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT.



Houston, Texas  
[\_\_\_\_], 2018

/s/

---

Patricia B. Tomasco (Bar No. 01797600)  
Elizabeth C. Freeman (Bar No. 24009222)  
Matthew D. Cavanaugh (Bar No. 24062656)  
**JACKSON WALKER L.L.P.**  
1401 McKinney Street, Suite 1900  
Houston, Texas 77010  
Telephone: (713) 752-4200  
Facsimile: (713) 752-4221  
Email: ptomasco@jw.com  
efreeman@jw.com  
mcavanaugh@jw.com

*Proposed Conflicts Counsel to the WLB Debtors and  
Local Counsel to the Debtors and Debtors in  
Possession*

- and -

James H.M. Sprayregen, P.C.  
Michael B. Slade (Bar No. 24013521)  
Gregory F. Pesce (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  
michael.slade@kirkland.com  
gregory.pesce@kirkland.com

*Proposed Counsel to the Debtors and Debtors in  
Possession*

Edward O. Sassower, P.C.  
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: edward.sassower@kirkland.com  
stephen.hessler@kirkland.com

- and-

Anna G. Rotman, P.C. (Bar No. 24046761)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
609 Main Street  
Houston, Texas 77002  
Telephone: (713) 836-3600  
Email: anna.rotman@kirkland.com

**Schedule 6A**

**Opt-Out Form for Disputed Claims Holders**

**OPTIONAL: RELEASE OPT OUT FORM**

You are receiving this opt out form (the “Opt Out Form”) because you are a holder of a Claim that is subject to a pending objection by the WLB Debtors. You are not entitled to vote any disputed portion of your Claim on the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates* (as may be amended from time to time, the “Plan”). You may choose to opt out of the releases set forth in Article IX.E of the Plan.

**Item 1. Important information regarding the Third Party Releases.**

**AS A “RELEASING PARTY” UNDER THE PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN ARTICLE IX.E OF THE PLAN SET FORTH BELOW.**

**IF YOU ELECT TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE IX.E OF THE PLAN, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE IX.D OF THE PLAN IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.**

**OPTIONAL RELEASE ELECTION. YOU MAY ELECT TO OPT OUT OF THE RELEASE CONTAINED IN ARTICLE IX.E OF THE PLAN ONLY IF YOU CHECK THE BOX BELOW:**

**OPT OUT of the Third Party Releases**

**Article IX.E of the Plan contains the following provision: As of the Plan Effective Date, each Releasing Party is deemed to have released and discharged each WLB Debtor and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the WLB Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the WLB Debtors, the WLB Debtors’ in- or out-of-court restructuring efforts, intercompany transactions between or among a WLB Debtor and another WLB Debtor, the chapter 11 cases, the formulation, preparation, dissemination, negotiation, or filing of the RSA, the Disclosure Statement, the Plan, the Sale Transaction, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the RSA, the Disclosure Statement, or the Plan, the Sale Transaction, the filing of the chapter 11 cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Plan Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.**

**Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Plan Effective Date obligations of any party or Entity under the Plan, any Restructuring Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan.**

**Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval, pursuant to Bankruptcy Rule 9019, of the releases of Holders of Claims and Interests, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court’s finding that the release herein is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the claims released by the Releasing Parties; (3) in the best interests of the WLB Debtors and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties asserting any Claim released by the release herein against any of the Released Parties.**

\* \* \*

UNDER THE PLAN, “RELEASING PARTY” MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) EACH CONSENTING STAKEHOLDER; (C) ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE PRESUMED TO ACCEPT THE PLAN; (D) ALL HOLDERS OF CLAIMS AND INTERESTS WHO VOTE TO ACCEPT THE PLAN; (E) ALL HOLDERS OF CLAIMS OR INTERESTS THAT (I) VOTE TO ACCEPT THE PLAN, (II) ABSTAIN FROM VOTING ON THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, (III) VOTE TO REJECT THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN, OR (IV) ARE DEEMED TO REJECT OR PRESUMED TO ACCEPT THE PLAN **AND** WHO DO NOT OPT OUT OF THE RELEASES IN THE PLAN; (F) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (E); (G) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (F) EACH SUCH ENTITY’S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (H) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR’S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

UNDER THE PLAN, “RELEASED PARTY” MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE SUCCESSFUL BIDDER; (B) EACH CONSENTING STAKEHOLDER; (C) THE BRIDGE LOAN AGENT; (D) THE CREDIT AGREEMENT AGENT; (E) THE DIP AGENT; (F) THE FIRST LIEN NOTES TRUSTEE; (G) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (F); (H) WITH RESPECT TO EACH ENTITY IN CLAUSE (A) THROUGH (G), EACH SUCH ENTITY’S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH; AND (I) WITH RESPECT TO EACH WLB DEBTOR, EACH SUCH WLB DEBTOR’S CURRENT AND FORMER EQUITY HOLDERS, SUBSIDIARIES (OTHER THAN THE WMLP DEBTORS), OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, MEMBERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS, EACH IN THEIR CAPACITY AS SUCH.

ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE NOT IN VOTING CLASSES THAT DO NOT FILE AN OBJECTION WITH THE BANKRUPTCY COURT IN THE CHAPTER 11 CASES THAT EXPRESSLY OBJECTS TO THE INCLUSION OF SUCH HOLDER AS A RELEASING PARTY UNDER THE PROVISIONS CONTAINED IN ARTICLE IX.E OF THE PLAN OR DO NOT ELECT TO OPT OUT OF THE PROVISIONS CONTAINED IN ARTICLE IX.E OF THE PLAN USING THE ENCLOSED OPT OUT FORM, WILL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY, INDIVIDUALLY, AND COLLECTIVELY CONSENTED TO THE RELEASE OF ALL CLAIMS AND CAUSES OF ACTION AGAINST THE WLB DEBTORS AND THE RELEASED PARTIES. BY OBJECTING TO OR ELECTING TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE IX.E OF THE PLAN YOU WILL FORGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE IX.D OF THE PLAN IF YOU OTHERWISE WOULD BE A RELEASED PARTY THEREUNDER.

**Item 2. Certifications.**

By signing this Opt Out Form, the undersigned certifies to the Bankruptcy Court and the WLB Debtors that:

- (a) as of the Voting Record Date, either: (i) the Entity is the holder of a Claim or Interest; or (ii) the Entity is an authorized signatory for the Entity that is a holder of the Claim or Interest;

- (b) the Entity (or in the case of an authorized signatory, the holder) has received a copy of the *Notice of Non-Voting Status with Respect to Disputed Claims* and that this Opt Out Form is made pursuant to the terms and conditions set forth therein;
- (c) the Entity has submitted the same respective election concerning the releases with respect to all Claims and Interests; and
- (d) no other Opt Out Form has been submitted or, if any other Opt Out Forms have been submitted with respect to such Claim and Interests, then any such earlier Opt Out Forms are hereby revoked.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____
	_____
	_____
Telephone Number:	_____
Email:	_____
Date Completed:	_____

**IF YOU HAVE MADE THE OPTIONAL OPT-OUT ELECTION, PLEASE COMPLETE, SIGN, AND DATE THIS OPT-OUT FORM AND RETURN IT *PROMPTLY* BY *ONLY ONE* OF THE FOLLOWING METHODS:**

1. **In the envelope provided via first class mail, overnight courier, or hand delivery to:**

Donlin, Recano & Company, Inc.,  
Re: Westmoreland Coal Company, et al.,  
6201 15th Avenue, Brooklyn, New York 11219

2. **Via electronic mail service to:**

WestmorelandVote@donlinrecano.com  
with a reference to “Westmoreland Opt-out Form” in the subject line.

THE VOTING DEADLINE IS <b>JANUARY 25, 2019, AT 4:00 P.M., PREVAILING CENTRAL TIME.</b> THE NOTICE AND CLAIMS AGENT MUST <b><i>ACTUALLY RECEIVE</i></b> YOUR OPT-OUT ELECTION ON OR BEFORE THE VOTING DEADLINE IF YOU WISH TO OPT OUT.
---

**Schedule 7**

**Form of Cover Letter**



\_\_\_\_\_, 2018

Via First Class Mail

**RE: In re Westmoreland Coal Company, et al.,**  
**Chapter 11 Case No. 18-35672 (DRJ) (Jointly Administered)**

TO ALL HOLDERS OF CLAIMS ENTITLED TO VOTE ON THE PLAN:

Westmoreland Coal Company and certain of its affiliated debtors and debtors in possession (collectively, the “WLB Debtors”)<sup>1</sup> each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas (the “Court”) on October 9, 2018.

You have received this letter and the enclosed materials because you are entitled to vote on the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (as modified, amended, or supplemented from time to time, the “Plan”).<sup>2</sup> On [●], 2018, the Court entered an order (the “Disclosure Statement Order”): (a) authorizing the WLB Debtors to solicit acceptances for the Plan, (b) approving the *Disclosure Statement for the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code, (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Package”), and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan, and for filing objections to the Plan.

YOU ARE RECEIVING THIS LETTER BECAUSE YOU ARE ENTITLED TO VOTE ON THE PLAN. THEREFORE, YOU SHOULD READ THIS LETTER CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

<sup>1</sup> Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company’s service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings as set forth in the Plan.

In addition to this cover letter, the enclosed materials comprise your Solicitation Package, and were approved by the Court for distribution to holders of Claims in connection with the solicitation of votes to accept the Plan. The Solicitation Package consists of the following:

- a. a copy of the Solicitation and Voting Procedures;
- b. a ballot, together with detailed voting instructions and a pre-addressed, postage prepaid return envelope;
- c. this letter;
- d. the Disclosure Statement, as approved by the Bankruptcy Court (and exhibits thereto, including the Plan);
- e. the Disclosure Statement Order (excluding the exhibits thereto, except the Solicitation and Voting Procedures);
- f. the notice of the hearing to consider confirmation of the Plan; and
- g. any other materials the Court has approved as part of the Solicitation Package.

Westmoreland Coal Company (on behalf of itself and each of the other WLB Debtors) has approved the filing of the Plan and the solicitation of votes to accept the Plan. The WLB Debtors believe that the acceptance of the Plan is in the best interests of their estates, holders of Claims, and all other parties in interest. Moreover, the WLB Debtors believe that any alternative other than confirmation of the Plan could result in extensive delays and increased administrative expenses, which, in turn, likely would result in smaller distributions (or no distributions) on account of Claims asserted in the chapter 11 cases.

**THE WLB DEBTORS STRONGLY URGE YOU TO PROPERLY AND TIMELY  
SUBMIT YOUR BALLOT CASTING A VOTE TO ACCEPT THE PLAN. BALLOTS  
SHOULD BE SUBMITTED IN ACCORDANCE WITH THE INSTRUCTIONS  
INDICATED ON YOUR BALLOT.**

**THE VOTING DEADLINE IS 4:00 P.M., PREVAILING CENTRAL TIME  
ON JANUARY 25, 2019.**

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, however, please feel free to contact Donlin, Recano & Company, Inc., the notice and claims agent retained by the WLB Debtors in the chapter 11 cases (the “Notice and Claims Agent”), by: (a) calling the Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), (b) visiting the WLB Debtors’ restructuring website at: <http://www.donlinrecano.com/westmoreland>, (c) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219; and/or (d) emailing [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com) and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at:



<https://ecf.txsb.uscourts.gov>. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may *not* advise you as to whether you should vote to accept or reject the Plan.

Sincerely,

---

Westmoreland Coal Company on its own behalf  
and for each of the WLB Debtors

**Schedule 8**

**Form of Confirmation Hearing Notice**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
WESTMORELAND COAL COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-35672 (DRJ)
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF HEARING TO CONSIDER  
CONFIRMATION OF THE CHAPTER 11 PLAN FILED BY  
THE WESTMORELAND COAL COMPANY AND CERTAIN OF ITS  
DEBTOR AFFILIATES AND RELATED VOTING AND OBJECTION DEADLINES**

PLEASE TAKE NOTICE THAT on [●], the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Westmoreland Coal Company and certain of its affiliated debtors and debtors in possession (collectively, the “WLB Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (as modified, amended, or supplemented from time to time, the “Plan”),<sup>2</sup> (b) approving the *Disclosure Statement for the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code, (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”), and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider confirmation of the Plan (the “Confirmation Hearing”) will commence on **February 13, 2019, at [●] a.m.**, prevailing Central Time, before the Honorable Judge David R. Jones, in the United States Bankruptcy Court for the Southern District of Texas, located at 515 Rusk Street Houston, Texas 77002.

---

<sup>1</sup> Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company’s service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

**PLEASE BE ADVISED:** THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE WLB DEBTORS **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

**CRITICAL INFORMATION REGARDING VOTING ON THE PLAN**

**Voting Record Date.** The voting record date is **December 13, 2018**, which is the date for determining which holders of Claims in Classes 3 and 4 are entitled to vote on the Plan.

**Voting Deadline.** The deadline for voting on the Plan is on **January 25, 2019, at 4:00 p.m.**, prevailing Central Time (the "**Voting Deadline**"). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you ***must***: (a) follow the instructions carefully; (b) complete ***all*** of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is ***actually received*** by the WLB Debtors' notice and claims agent, Donlin, Recano & Company, Inc. (the "**Notice and Claims Agent**") on or before the Voting Deadline. ***A failure to follow such instructions may disqualify your vote.***

**CRITICAL INFORMATION REGARDING  
THE ADMINISTRATIVE CLAIMS BAR DATE**

All requests for payment of Administrative Claims that are expected to remain unpaid in full in Cash as of the Post-Closing Reconciliation Date must be Filed and served on the WLB Debtors no later than the Administrative Claims Bar Date, which will be the Voting Deadline. Holders of Administrative Claims that are required to File and serve a request for payment of such Administrative Claims that do not File and serve such a request by the Administrative Claims Bar Date shall be forever barred, estopped, and enjoined from asserting such Administrative Claims against the WLB Debtors, or their property and such Administrative Claims shall be deemed discharged as of the Plan Effective Date.<sup>3</sup> Objections to such requests must be Filed and served on the WLB Debtors and the requesting party by the later of (a) [ ] days after the Plan Effective Date and (b) [ ] days after the Filing of the applicable request for payment of Administrative Claims, if applicable, in each case, unless otherwise extended by the Bankruptcy Court, at the request of the WLB Debtors.

**CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN**

Any objections, if any, to the Plan **must**: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Bankruptcy Local Rules; (c) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with

<sup>3</sup> The Plan anticipates that Debtor Westmoreland Coal Company will continue to exist until the Post-Closing Reconciliation Date, but the remaining WLB Debtors may dissolve prior to the Post-Closing Reconciliation Date. For the avoidance of doubt, any Administrative Claim asserted against a WLB Debtor seeking payment for a period after the dissolution of such WLB Debtor shall have the applicable portion of such Administrative Claim automatically disallowed and expunged without further order of the Court.

the court (contemporaneously with a proof of service), so that it may be **actually received** by the following parties, prior to **January 25, 2019, at 4:00 p.m.** (prevailing Central Time) (the “**Confirmation Objection Deadline**”); *provided* that if the Auction occurs after January 22, 2019, the Confirmation Objection Deadline shall be automatically extended through 4:00 p.m. (prevailing Central Time) on the date that is three (3) days following the Auction.

<b>Counsel to the WLB Debtors</b>	<b>The United States Trustee</b>
<p>Kirkland &amp; Ellis LLP 601 Lexington Avenue New York, New York 10022 Attn.: Stephen E. Hessler, P.C. (stephen.hessler@kirkland.com)</p> <p>Kirkland &amp; Ellis LLP 300 North LaSalle Chicago, Illinois 60654 Attn.: Gregory F. Pesce (gregory.pesce@kirkland.com) and Timothy R. Bow (timothy.bow@kirkland.com)</p>	<p>Office of the United States Trustee for the Southern District of Texas 515 Rusk Street, Suite 3516 Houston, Texas 77002 Attn.: Stephen Statham</p>
<b>Counsel to the Ad Hoc Group</b>	<b>Counsel to the Official Committee of Unsecured Creditors</b>
<p>Kramer Levin Naftalis &amp; Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 Attn.: Thomas Moers Mayer (tmayer@kramerlevin.com) and Stephen D. Zide (szide@kramerlevin.com)</p>	<p>Morrison &amp; Foerster LLP 250 West 55th Street New York, NY 10019 Telephone: (212) 468-8000 Facsimile: (212) 468-7900 Attn: Lorenzo Marinuzzi, Esq. (lmarinuzzi@mofocom) Todd M. Goren, Esq. (tgoren@mofocom) Jennifer L. Marines, Esq. (jmarines@mofocom)</p>

**CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION**

**ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO A SALE ON OR BEFORE THE SALE OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO SUCH SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE SELLING DEBTORS’ ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT.**

**RELEASES, EXCULPATIONS, AND INJUNCTIONS**

**ARTICLE IX** OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND **ARTICLE IX.E CONTAINS A THIRD-PARTY RELEASE**. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

**Relevant Definitions**

***“Exculpated Party”*** means, collectively, and in each case in its capacity as such: (a) the WLB Debtors; (b) the Consenting Stakeholders; (c) the Successful Bidder; (d) the DIP Lenders; (e) the DIP Agent; (f) the Holders of First Lien Claims; (g) the First Lien Notes Trustee; (h) the Credit Agreement Agent; (i) the Bridge Loan Agent; (j) the Holders of the Bridge Loan Claims; (k) with respect to each of the foregoing, such Entity and its current and former Affiliates, and such Entity’s and its current and former Affiliates’ current and former equity holders, subsidiaries, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such; and (l) with respect to each WLB Debtor, each such WLB Debtor’s current and former equity holders, subsidiaries, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such.

***“Released Party”*** means, collectively, and in each case in its capacity as such: (a) the Successful Bidder; (b) the Stalking Horse Purchaser; (c) each Consenting Stakeholder; (d) the Holders of First Lien Claims; (e) the Holders of Bridge Loan Claims; (f) the DIP Lenders; (g) the Bridge Loan Agent; (h) the Credit Agreement Agent; (i) the DIP Agent; (j) the First Lien Notes Trustee; (k) each current and former Affiliate of each Entity in clause (a) through (j); (l) with respect to each Entity in clause (a) through (k), each such Entity’s current and former equity holders, subsidiaries, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such; and (m) with respect to each WLB Debtor, each such WLB Debtor’s current and former equity holders, subsidiaries (other than the WMLP Debtors), officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such.

***“Releasing Parties”*** means, collectively, and in each case in its capacity as such: (a) the Successful Bidder; (b) each Consenting Stakeholder; (c) all holders of Claims and Interests that are presumed to accept the Plan; (d) all Holders of Claims and Interests who vote to accept the Plan; (e) all Holders of Claims or Interests that (i) abstain from voting on the Plan ***and*** who do not opt out of the releases in the Plan, (ii) vote to reject the Plan ***and*** who do not opt out of the releases in the Plan, or (iii) are deemed to reject or presumed to accept the Plan ***and*** who do not opt out of the releases in the Plan; (f) each current and former Affiliate of each Entity in clause (a) through (e); (g) with respect to each Entity in clause (a) through (f) each such Entity’s current and former equity holders, subsidiaries, officers, directors, managers, principals, members, employees, agents,

advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such; and (h) with respect to each WLB Debtor, each such WLB Debtor's current and former equity holders, subsidiaries (other than the WMLP Debtors), officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such.

**WLB DEBTOR RELEASE.** Pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Plan Effective Date, each Released Party is deemed released and discharged by the WLB Debtors and their Estates from any and all Causes of Action, including any derivative claims asserted on behalf of the WLB Debtors, that the WLB Debtors or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the holder of any Claim against, or Interest in, a WLB Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the WLB Debtors, the WLB Debtors' capital structure, the assertion or enforcement of rights and remedies against the WLB Debtors, the WLB Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a WLB Debtor and another WLB Debtor, the chapter 11 cases, the formulation, preparation, dissemination, negotiation, or filing of the RSA, the Disclosure Statement, the Plan, the Sale Transaction, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the RSA, the Disclosure Statement, or the Plan, the Sale Transaction, the filing of the chapter 11 cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Plan Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Plan Effective Date obligations of any party or Entity under the Plan, any Restructuring Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases herein, which includes by reference each of the related provisions and definitions contained herein, *and further*, shall constitute the Bankruptcy Court's finding that the releases herein are: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the claims released by the releases herein; (3) in the best interests of the WLB Debtors and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after notice and opportunity for hearing; and (6) a bar to any of the WLB Debtors asserting any claim released by the releases herein against any of the Released Parties.

**THIRD PARTY RELEASES.** As of the Plan Effective Date, each Releasing Party is deemed to have released and discharged each WLB Debtor and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the WLB Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the WLB Debtors, the WLB Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a WLB Debtor and another WLB Debtor, the chapter 11 cases, the formulation, preparation, dissemination, negotiation, or filing of the RSA, the Disclosure Statement, the Plan, the Sale Transaction, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the RSA, the Disclosure Statement, or the Plan, the Sale Transaction, the filing of the chapter 11 cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Plan Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Plan Effective Date obligations of any party or Entity under the Plan, any Restructuring Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan. Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases described in this Article IX.E, which includes by reference each of the related provisions and definitions contained in this Plan, and further, shall constitute its finding that each release described in this Article IX.E is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the claims released by the Releasing Parties; (3) in the best interests of the WLB Debtors and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties asserting any Claim released by the release herein against any of the Released Parties.

**EXCULPATION.** Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to, or arising out of, the chapter 11 cases, the formulation, preparation, dissemination, negotiation, or filing of the RSA and related prepetition transactions, the Disclosure Statement, the Plan, the Sale Transaction, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement or the Plan, the Sale Transaction, the filing of the chapter 11 cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a Final Order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the



Plan. The Exculpated Parties have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan. Notwithstanding anything herein to the contrary, nothing in the foregoing “Exculpation” shall exculpate any Person or Entity from any liability resulting from any act or omission constituting fraud, willful misconduct, gross negligence, criminal conduct, malpractice, misuse of confidential information that causes damages, or ultra vires acts as determined by a Final Order.

**INJUNCTION.** Except as otherwise expressly provided in the Plan or for distributions required to be paid or delivered pursuant to the Plan or the Confirmation Order, all Entities that have held, hold, or may hold Claims or Interests that have been released pursuant to the Plan shall be discharged pursuant to the Plan, or are subject to Exculpation pursuant to the Plan, are permanently enjoined, from and after the Plan Effective Date, from taking any of the following actions against, as applicable, the WLB Debtors, the Released Parties, or the Exculpated Parties (to the extent of the Exculpation provided pursuant to the Plan with respect to the Exculpated Parties): (1) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (3) creating, perfecting, or enforcing any Lien or encumbrance of any kind against such Entities or the property or the Estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (4) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such Entity has timely asserted such setoff right in a document Filed with the Bankruptcy Court explicitly preserving such setoff, and notwithstanding an indication of a Claim or Interest or otherwise that such Entity asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (5) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan. Upon entry of the Confirmation Order, all holders of Claims and Interests and their respective current and former employees, agents, officers, directors, principals, and direct and indirect affiliates shall be enjoined from taking any actions to interfere with the implementation or Consummation of the Plan. Each holder of an Allowed Claim or Allowed Interest, as applicable, by accepting, or being eligible to accept, distributions under or Reinstatement of such Claim or Interest, as applicable, pursuant to the Plan, shall be deemed to have consented to the injunction provisions set forth in this **Article IX.G** of the Plan.

#### **ADDITIONAL INFORMATION**

**Obtaining Solicitation Materials.** The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional

solicitation materials (or paper copies of solicitation materials if you received a CD-ROM), please feel free to contact the WLB Debtors' Notice and Claims Agent, by: (a) calling the Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), (b) visiting the WLB Debtors' restructuring website at: <http://www.donlinrecano.com/westmoreland>, (c) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219; and/or (d) [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com) and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at: <https://ecf.txs.uscourts.gov>. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may *not* advise you as to whether you should vote to accept or reject the Plan.

**The Plan Supplement.** The WLB Debtors will file the Plan Supplement (as defined in the Plan) at least 7 days prior to the Voting Deadline or such later date as may be approved by the Bankruptcy Court, and will serve notice on all holders of Claims entitled to vote on the Plan, which will: (a) inform parties that the WLB Debtors filed the Plan Supplement, (b) list the information contained in the Plan Supplement, and (c) explain how parties may obtain copies of the Plan Supplement.

**BINDING NATURE OF THE PLAN:**

**IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.**

Houston, Texas  
[\_\_\_\_], 2018

/s/

---

Patricia B. Tomasco (Bar No. 01797600)  
Elizabeth C. Freeman (Bar No. 24009222)  
Matthew D. Cavanaugh (Bar No. 24062656)  
**JACKSON WALKER L.L.P.**  
1401 McKinney Street, Suite 1900  
Houston, Texas 77010  
Telephone: (713) 752-4200  
Facsimile: (713) 752-4221  
Email: ptomasco@jw.com  
efreeman@jw.com  
mcavanaugh@jw.com

*Proposed Conflicts Counsel to the WLB Debtors and  
Local Counsel to the Debtors and Debtors in  
Possession*

- and -

James H.M. Sprayregen, P.C.  
Michael B. Slade (Bar No. 24013521)  
Gregory F. Pesce (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  
michael.slade@kirkland.com  
gregory.pesce@kirkland.com

*Proposed Counsel to the Debtors and Debtors in  
Possession*

Edward O. Sassower, P.C.  
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: edward.sassower@kirkland.com  
stephen.hessler@kirkland.com

- and-

Anna G. Rotman, P.C. (Bar No. 24046761)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
609 Main Street  
Houston, Texas 77002  
Telephone: (713) 836-3600  
Email: anna.rotman@kirkland.com

**Schedule 9**

**Form of Plan Supplement Notice**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
	)	
WESTMORELAND COAL COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-35672 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF FILING OF PLAN SUPPLEMENT**

**PLEASE TAKE NOTICE THAT** on [●], United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Westmoreland Coal Company and certain of its affiliated debtors and debtors in possession (collectively, the “WLB Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (as may be modified, amended, or supplemented from time to time, the “Plan”),<sup>2</sup> (b) approving the *Disclosure Statement for the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code, (c) approving the solicitation materials and documents to be included in the solicitation packages, and (e) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** as contemplated by the Plan and the Disclosure Statement Order approving the Disclosure Statement, the WLB Debtors filed the Plan Supplement with the Court on [●] [Docket No. [●]]. The Plan Supplement contains the following documents (each as defined in the Plan): (a) the Assumed Contracts and Leases List; (b) the identity of the Plan Administrator and the compensation of the Plan Administrator; (c) the amount of the General Unsecured Claims Amount (which amount shall be disclosed prior to the entry of the Disclosure Statement Order); (d) the Wind-Down Budget; (e) the Description of Transaction Steps; (f) the Purchaser Documentation; (g) the terms and conditions of the distribution of the EIP Pool; (h) the Liquidating Trust Agreement; and (i) those Causes of Action that shall be transferred to the Purchaser pursuant to the Sale Transaction; *provided* that the Description of Transaction Steps is subject to modification until the Plan Effective Date.

---

<sup>1</sup> Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company’s service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider confirmation of the Plan (the “Confirmation Hearing”) will commence on **February 13, 2019**, at [ ] a/p.m. prevailing Central Time, before the Honorable David R. Jones, in the United States Bankruptcy Court for the Southern District of Texas, located at 515 Rusk Street Houston, Texas 77002.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **January 25, 2019, at 4:00 p.m.**, prevailing Central Time (the “Confirmation Objection Deadline”). Any objection to the Plan **must**: (a) be in writing, (b) conform to the Bankruptcy Rules, the Bankruptcy Local Rules, and any orders of the Court, (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (d) be filed with the Court (contemporaneously with a proof of service).

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Donlin, Recano & Company, Inc., the notice and claims agent retained by the WLB Debtors in the chapter 11 cases (the “Notice and Claims Agent”), by: (a) calling the Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), (b) visiting the WLB Debtors’ restructuring website at: <http://www.donlinrecano.com/westmoreland>, (c) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219; and/or (d) emailing [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com) and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at: <https://ecf.txs.uscourts.gov>.

**ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.E CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

**THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT.**

Houston, Texas  
[ ], 2018

/s/

---

Patricia B. Tomasco (Bar No. 01797600)  
Elizabeth C. Freeman (Bar No. 24009222)  
Matthew D. Cavanaugh (Bar No. 24062656)  
**JACKSON WALKER L.L.P.**  
1401 McKinney Street, Suite 1900  
Houston, Texas 77010  
Telephone: (713) 752-4200  
Facsimile: (713) 752-4221  
Email: ptomasco@jw.com  
efreeman@jw.com  
mcavanaugh@jw.com

*Proposed Conflicts Counsel to the WLB Debtors and  
Local Counsel to the Debtors and Debtors in  
Possession*

- and -

James H.M. Sprayregen, P.C.  
Michael B. Slade (Bar No. 24013521)  
Gregory F. Pesce (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  
michael.slade@kirkland.com  
gregory.pesce@kirkland.com

*Proposed Counsel to the Debtors and Debtors in  
Possession*

Edward O. Sassower, P.C.  
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: edward.sassower@kirkland.com  
stephen.hessler@kirkland.com

- and -

Anna G. Rotman, P.C. (Bar No. 24046761)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
609 Main Street  
Houston, Texas 77002  
Telephone: (713) 836-3600  
Email: anna.rotman@kirkland.com

**Schedule 10**

**Form of Notice of Assumption of Executory Contracts and Unexpired Leases**



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

---

In re:	)	
	)	Chapter 11
WESTMORELAND COAL COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-35672 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

---

**NOTICE OF (A) EXECUTORY  
CONTRACTS AND UNEXPIRED LEASES  
TO BE ASSUMED OR ASSUMED AND ASSIGNED BY  
WESTMORELAND COAL COMPANY AND CERTAIN OF ITS  
DEBTOR AFFILIATES PURSUANT TO THE PLAN, (B) CURE AMOUNTS,  
IF ANY, AND (C) RELATED PROCEDURES IN CONNECTION THEREWITH**

PLEASE TAKE NOTICE THAT on [●], United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Westmoreland Coal Company and certain of its affiliated debtors and debtors in possession (collectively, the “WLB Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (as may be modified, amended, or supplemented from time to time, the “Plan”),<sup>2</sup> (b) approving the *Disclosure Statement for the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code, (c) approving the solicitation materials and documents to be included in the solicitation packages, and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the WLB Debtors filed the Plan Supplement with the Court on [●] [Docket No. [●]]. The Plan Supplement contains the Assumed Contracts and Leases List, which is the list of Executory Contracts and Unexpired Leases that are to be assumed and assigned by the WLB Debtors to the Purchaser pursuant to the Plan. The determination to assume or assume and assign the agreements identified on the Assumed Contracts and Leases List is subject to revision.

---

<sup>1</sup> Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company’s service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider confirmation of the Plan (the “Confirmation Hearing”) will commence on **February 13, 2019**, at [●] a./p.m. prevailing Central Time, before the Honorable David R. Jones, in the United States Bankruptcy Court for the Southern District of Texas, located at 515 Rusk Street Houston, Texas 77002.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this notice because the WLB Debtors’ records reflect that you are a party to a contract that is listed on the Assumed Contracts and Leases List. Therefore, you are advised to review carefully the information contained in this notice and the related provisions of the Plan, including the Assumed Contracts and Leases List.

**PLEASE TAKE FURTHER NOTICE** that the WLB Debtors are proposing to (a) assume, or (b) assume and assign the Executory Contract(s) and Unexpired Lease(s) listed in **Exhibit A** attached hereto to which you are a party in connection with the Sale Transaction.<sup>3</sup>

**PLEASE TAKE FURTHER NOTICE THAT** section 365(b)(1) of the Bankruptcy Code requires a chapter 11 debtor to cure, or provide adequate assurance that it will promptly cure, any defaults under Executory Contracts and Unexpired Leases at the time of assumption or assumption and assignment. Accordingly, the WLB Debtors have conducted a thorough review of their books and records and have determined the amounts required to cure defaults, if any, under the Executory Contract(s) and Unexpired Lease(s), which amounts are listed in **Exhibit A**. Please note that if no amount is stated for a particular Executory Contract or Unexpired Lease, the WLB Debtors believe that there is no cure amount outstanding for such contract or lease.

**PLEASE TAKE FURTHER NOTICE THAT** absent any pending dispute, the monetary amounts required to cure any existing defaults arising under the Executory Contract(s) and Unexpired Lease(s) identified above will be satisfied, pursuant to section 365(b)(1) of the Bankruptcy Code, in Cash on the Plan Effective Date on as soon as reasonably practicable thereafter, or on such other terms as the parties to such Executory Contracts or Unexpired Leases may otherwise agree. In the event of a dispute, however, payment of the cure amount would be made following the entry of a final order(s) resolving the dispute and approving the assumption or assumption and assignment. If an objection to the proposed assumption, assumption and assignment, or related cure amount is sustained by the Court, however, the WLB Debtors may elect to reject such Executory Contract or Unexpired Lease in lieu of assuming or assuming and assigning it.

---

<sup>3</sup> Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Assumed Contracts and Leases List, nor anything contained in the Plan or each WLB Debtor’s schedule of assets and liabilities, shall constitute an admission by the WLB Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease capable of assumption or assumption and assignment, that any WLB Debtor(s) has any liability thereunder, or that such Executory Contract or Unexpired Lease is necessarily a binding and enforceable agreement. Further, the WLB Debtors expressly reserve the right to (a) remove any Executory Contract or Unexpired Lease from the Assumed Contracts and Leases List and reject such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Plan Effective Date and (b) contest any Claim (or cure amount) asserted in connection with assumption or assumption and assignment of any Executory Contract or Unexpired Lease.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the proposed cure amount, the assumption, or assumption and assignment of an Executory Contract or Unexpired Lease is [January 10, 2019, at 4:00 p.m.] (prevailing Central Time) (the “Contract Assumption Objection Deadline”). Any such objection *must*: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the proposed cure amount, assumption, or assumption and assignment of such Executory Contract or Unexpired Lease; and (d) be filed with the Court (contemporaneously with a proof of service) so as to be *actually received* on or before the Contract Assumption Objection Deadline by the Court and the following parties: (a) counsel for the WLB Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn.: Gregory F. Pesce and Timothy R. Bow; (b) counsel to the ad hoc group of lenders under the WLB Debtors’ prepetition term loan due 2020 and the WLB Debtors’ 8.75% senior secured notes due 2022, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn.: Thomas Moers Mayer and Stephen D. Zide; (c) counsel to the Official Committee of Unsecured Creditors, Morrison & Foerster LLP, 250 West 55th Street New York, NY 10019, Attn: Lorenzo Marinuzzi, Esq., Todd M. Goren, Esq., and Jennifer L. Marines, Esq.; and (d) Office of the United States Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn.: Stephen Statham.

**PLEASE TAKE FURTHER NOTICE THAT** any objections to the Plan in connection with the assumption or assumption and assignment of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related cure or adequate assurances proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

**PLEASE TAKE FURTHER NOTICE THAT ANY COUNTERPARTY TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE THAT FAILS TO OBJECT TIMELY TO THE PROPOSED ASSUMPTION, ASSUMPTION AND ASSIGNMENT, OR CURE AMOUNT WILL BE DEEMED TO HAVE ASSENTED TO SUCH (A) ASSUMPTION OR ASSUMPTION AND ASSIGNMENT, AND (B) CURE AMOUNT.**

**PLEASE TAKE FURTHER NOTICE THAT ASSUMPTION OR ASSUMPTION AND ASSIGNMENT OF ANY EXECUTORY CONTRACT OR UNEXPIRED LEASE PURSUANT TO THE PLAN OR OTHERWISE SHALL RESULT IN THE FULL RELEASE AND SATISFACTION OF ANY CLAIMS OR DEFAULTS, WHETHER MONETARY OR NONMONETARY, INCLUDING DEFAULTS OF PROVISIONS RESTRICTING THE CHANGE IN CONTROL OR OWNERSHIP INTEREST COMPOSITION OR OTHER BANKRUPTCY-RELATED DEFAULTS, ARISING UNDER ANY ASSUMED OR ASSUMED AND ASSIGNED EXECUTORY CONTRACT OR UNEXPIRED LEASE AT ANY TIME BEFORE THE DATE OF THE WLB DEBTORS ASSUME OR ASSUME AND ASSIGN SUCH EXECUTORY CONTRACT OR UNEXPIRED LEASE. ANY PROOFS OF CLAIM FILED WITH RESPECT TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE THAT HAS BEEN ASSUMED OR ASSUMED AND ASSIGNED SHALL BE DEEMED DISALLOWED AND EXPUNGED, WITHOUT FURTHER NOTICE TO OR ACTION, ORDER, OR APPROVAL OF THE BANKRUPTCY COURT.**

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Donlin, Recano & Company, Inc., the notice and claims agent retained by the WLB Debtors in the chapter 11 cases (the “Notice and Claims Agent”), by: (a) calling the Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), (b) visiting the WLB Debtors’ restructuring website at: <http://www.donlinrecano.com/westmoreland>, (c) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219; and/or (d) emailing [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com) and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at: <https://ecf.txsb.uscourts.gov>.

**ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.E CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

**THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT.**

Houston, Texas  
[\_\_\_\_], 2018

/s/

---

Patricia B. Tomasco (Bar No. 01797600)  
Elizabeth C. Freeman (Bar No. 24009222)  
Matthew D. Cavanaugh (Bar No. 24062656)  
**JACKSON WALKER L.L.P.**  
1401 McKinney Street, Suite 1900  
Houston, Texas 77010  
Telephone: (713) 752-4200  
Facsimile: (713) 752-4221  
Email: ptomasco@jw.com  
efreeman@jw.com  
mcavanaugh@jw.com

*Proposed Conflicts Counsel to the WLB Debtors and  
Local Counsel to the Debtors and Debtors in  
Possession*

- and -

James H.M. Sprayregen, P.C.  
Michael B. Slade (Bar No. 24013521)  
Gregory F. Pesce (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  
michael.slade@kirkland.com  
gregory.pesce@kirkland.com

*Proposed Counsel to the Debtors and Debtors in  
Possession*

Edward O. Sassower, P.C.  
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: edward.sassower@kirkland.com  
stephen.hessler@kirkland.com

- and-

Anna G. Rotman, P.C. (Bar No. 24046761)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
609 Main Street  
Houston, Texas 77002  
Telephone: (713) 836-3600  
Email: anna.rotman@kirkland.com

**Exhibit A**

**Schedule of Contracts and Leases and Proposed Cure Costs**

<b>WLB Debtor</b>	<b>Counterparty</b>	<b>Description of Assumed or Assumed and Assigned Contracts or Leases</b>	<b>Cure Cost</b>

**Schedule 11**

**Form of Notice of Rejection of Executory Contracts and Unexpired Leases**



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

	)	
In re:	)	Chapter 11
	)	
WESTMORELAND COAL COMPANY, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-35672 (DRJ)
	)	
WLB Debtors.	)	(Jointly Administered)
	)	

**NOTICE REGARDING  
EXECUTORY CONTRACTS AND UNEXPIRED  
LEASES TO BE REJECTED PURSUANT TO THE PLAN**

**PLEASE TAKE NOTICE THAT** on [●], United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Westmoreland Coal Company and certain of its affiliated debtors and debtors in possession (collectively, the “WLB Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (as may be modified, amended, or supplemented from time to time, the “Plan”),<sup>2</sup> (b) approving the *Disclosure Statement for the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code, (c) approving the solicitation materials and documents to be included in the solicitation packages, and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the WLB Debtors filed the Assumed Contracts and Leases List, and pursuant to the Plan, all Executory Contracts and Unexpired Leases that are not being assumed in connection with the Sale Transaction are automatically rejected as of the Plan Effective Date. The determination to reject those Executory Contracts and Unexpired Leases that are not on the Assumed Contracts and Leases List is subject to revision.

---

<sup>1</sup> Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company’s service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

**PLEASE TAKE FURTHER NOTICE THAT YOU ARE RECEIVING THIS NOTICE BECAUSE THE WLB DEBTORS' RECORDS REFLECT THAT YOU ARE A PARTY TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE THAT WILL BE REJECTED PURSUANT TO THE PLAN. THEREFORE, YOU ARE ADVISED TO REVIEW CAREFULLY THE INFORMATION CONTAINED IN THIS NOTICE AND THE RELATED PROVISIONS OF THE PLAN.<sup>3</sup>**

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the court will consider confirmation of the Plan (the "Confirmation Hearing") will commence on **February 13, 2019**, at [●] a./p.m., prevailing Central Time, before the Honorable David R. Jones, in the United States Bankruptcy Court for the Southern District of Texas, located at 515 Rusk Street Houston, Texas 77002.

**PLEASE TAKE FURTHER NOTICE THAT** all proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, if any, must be filed with the Court by the later of: (a) the Claims Bar Date, Administrative Claims Bar Date, or the Governmental Bar Date, as applicable, and (b) 4:00 p.m., prevailing Central Time, on the date that is thirty (30) days following the entry of an Order of the Court (including the Confirmation Order) approving such rejection. **Any Claims arising from the rejection of an executory contract or unexpired lease not Filed within such time shall be automatically Disallowed, forever barred from assertion, and shall not be enforceable against, as applicable, the WLB Debtors, their estates, the plan administrator, and/or the purchaser, or property of the foregoing parties, without the need for any objection by the WLB Debtors, their estates, the plan administrator, and/or the purchaser and without the need for any further notice to, or action, order, or approval of the Court.**

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the proposed rejection of an Executory Contract or Unexpired Lease is **[●], 2019, at 4:00 p.m.**, prevailing Central Time (the "Contract Rejection Objection Deadline"). Any such objection **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the proposed rejection of such Executory Contract or Unexpired Lease; and (d) be filed with the Court (contemporaneously with a proof of service) so as to be **actually received** on or before the Contract Rejection Objection Deadline by the Court and the following parties: (a) counsel for the WLB Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn.: Gregory F. Pesce and Timothy R. Bow; (b) counsel to the ad hoc group of lenders under the WLB Debtors' prepetition term loan due 2020 and the WLB Debtors' 8.75% senior secured notes due 2022, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn.: Thomas Moers Mayer and Stephen D. Zide; (c) counsel to the Official Committee

---

<sup>3</sup> Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Assumed Contract and Leases List nor anything contained in the Plan shall constitute an admission by the Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease or that any WLB Debtor or Plan Administrator has any liability thereunder. Further, the WLB Debtors expressly reserve the right to (a) remove any Executory Contract or Unexpired Lease from the Assigned Contracts Schedule and reject such Executory Contract or Unexpired Lease, pursuant to the terms of the Plan, up until the Plan Effective Date and (b) contest any Claim asserted in connection with rejection of any Executory Contract or Unexpired Lease.

of Unsecured Creditors, Morrison & Foerster LLP, 250 West 55th Street New York, NY 10019, Attn: Lorenzo Marinuzzi, Esq., Todd M. Goren, Esq., and Jennifer L. Marines, Esq. and Cole Schotz P.C., 301 Commerce Street, Suite 1700 Fort Worth, TX 76102, Attn: Michael Warner, Esq. and Benjamin L. Wallen, Esq.; and (d) Office of the United States Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn.: Stephen Statham..

**PLEASE TAKE FURTHER NOTICE THAT** any objections to Plan in connection with the rejection of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related rejection damages proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Donlin, Recano & Company, Inc., the notice and claims agent retained by the WLB Debtors in the chapter 11 cases (the “Notice and Claims Agent”), by: (a) calling the Notice and Claims Agent at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), (b) visiting the WLB Debtors’ restructuring website at: <http://www.donlinrecano.com/westmoreland>, (c) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, et al., 6201 15th Avenue, Brooklyn, New York 11219; and/or (d) emailing [westmorelandinfo@donlinrecano.com](mailto:westmorelandinfo@donlinrecano.com) and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at: <https://ecf.txsb.uscourts.gov>.

**ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.E CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

**THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT.**

Houston, Texas  
[ ], 2018

/s/

---

Patricia B. Tomasco (Bar No. 01797600)  
Elizabeth C. Freeman (Bar No. 24009222)  
Matthew D. Cavanaugh (Bar No. 24062656)  
**JACKSON WALKER L.L.P.**  
1401 McKinney Street, Suite 1900  
Houston, Texas 77010  
Telephone: (713) 752-4200  
Facsimile: (713) 752-4221  
Email: ptomasco@jw.com  
efreeman@jw.com  
mcavanaugh@jw.com

*Proposed Conflicts Counsel to the WLB Debtors and  
Local Counsel to the Debtors and Debtors in  
Possession*

- and -

James H.M. Sprayregen, P.C.  
Michael B. Slade (Bar No. 24013521)  
Gregory F. Pesce (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  
michael.slade@kirkland.com  
gregory.pesce@kirkland.com

*Proposed Counsel to the Debtors and Debtors in  
Possession*

Edward O. Sassower, P.C.  
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: edward.sassower@kirkland.com  
stephen.hessler@kirkland.com

- and -

Anna G. Rotman, P.C. (Bar No. 24046761)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
609 Main Street  
Houston, Texas 77002  
Telephone: (713) 836-3600  
Email: anna.rotman@kirkland.com