

Exhibit 7

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

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

DECLARATION AND EXPERT REPORT OF TYLER COWAN IN SUPPORT OF THE DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§ 105, 1113 AND 1114 FOR AN ORDER AUTHORIZING (BUT NOT DIRECTING) THE DEBTORS TO (A) REJECT CERTAIN COLLECTIVE BARGAINING AGREEMENTS, (B) IMPLEMENT THE DEBTORS' PROPOSAL, AND (C) MODIFY CERTAIN RETIREE BENEFITS

I, Tyler Cowan, hereby declare under penalty of perjury and pursuant to 28 U.S.C. § 1746 that the following is true and correct to the best of my knowledge and belief:

1. I am a Managing Director at Lazard Frères & Co. LLC ("Lazard"), the principal U.S. operating subsidiary of a preeminent international financial advisory and asset management firm founded in 1848. Lazard operates in forty-two cities across twenty-seven countries, including my office location at 300 North LaSalle St., Floor 23, Chicago, Illinois, 60654.

2. Lazard is the investment banker for Westmoreland Resource Partners, LP ("WMLP"), WMLP's direct and indirect subsidiaries (collectively with WMLP, the "WMLP Debtors"), and the Conflicts Committee (the "Conflicts Committee") of the Board of Directors of Debtor Westmoreland Resources GP, LLC, the general partner of WMLP.

3. I am authorized to submit this declaration on behalf of Lazard, the WMLP Debtors, and the Conflicts Committee in support of the *Debtors' Motion Pursuant to 11 U.S.C. § 105, 1113 and 1114 for an Order Authorizing (But Not Directing) the Debtors to (A) Reject Certain Collective Bargaining Agreements, (B) Implement the Debtors' Proposal, and (c) Modify*

Certain Retiree Benefits (Docket No. __) (the "Motion").¹ In particular, I submit this declaration in support of my opinions that: (a) the WMLP Debtors will not be able to sell their assets to any buyer if there is any risk that the buyer will have to assume either the Kemmerer CBA without substantial modifications or any of the Retiree Benefits; and (b) there are no potentially interested and capable buyers of the Kemmerer mine that would be willing to buy the Kemmerer mine if they have to either assume the Kemmerer CBA without substantial modifications or any of the Retiree Benefits.

4. Except as otherwise indicated, all statements set forth in this declaration are based on (a) my personal knowledge, (b) my review of relevant documents, (c) information provided to me by Lazard employees working under my supervision, (d) information provided to me by, or discussions with, the members of the Conflicts Committee or its other advisors, (e) information provided to me by, or discussions with, the management team of Westmoreland Coal Company ("WLB") and its affiliated debtors and debtors in possession (including the WMLP Debtors) (collectively, the "Debtors") or their other advisors, and/or (f) my opinion based upon my experience. If called to testify, I could and would testify to the facts and the opinions set forth herein.

Qualifications

5. Lazard, together with its predecessors and affiliates, has been advising clients around the world for over 165 years. Lazard has dedicated professionals who provide restructuring services to its clients.

6. The current managing directors, directors, vice presidents, associates, and analysts of Lazard have extensive experience working with financially troubled companies in complex

¹ Capitalized terms used but not otherwise defined herein have the meanings set forth in the Motion.

financial restructurings, both out-of-court and in chapter 11 proceedings. Lazard and its principals have been involved as advisors to debtors, creditors, equity constituencies, and government agencies in many reorganization cases, including within the coal industry. Since 1990, Lazard's professionals have been involved in over 250 restructurings, representing over \$1 trillion in debtor assets.

7. Since joining Lazard in 2003, I have advised companies and creditors, including in situations involving companies in the coal industry, with respect to in-court and out-of-court restructurings, recapitalizations and reorganizations. I have also advised companies regarding capital raises, mergers, acquisitions, and divestitures. I have been involved in a variety of restructuring engagements, including, among others, Alpha Natural Resources (advisor to Rice Energy, the stalking horse bidder for certain gas assets), Atlas Iron, Boart Longyear (advisor to bondholders), Cengage Learning, Chassix, Claire's Stores, Dex Media (formerly R. H. Donnelley), Energy Future Holdings (advisor to the TCEH Creditors' Committee), FirstEnergy Solutions, The Great Atlantic & Pacific Tea Company, Hostess (advisor to secured lenders), Illinois Power Holdings (advisor to Dynegy), J. Crew, Local Insight Media, Longview Power/Mepco, Nieman Marcus, Patriot Coal (advisor to Peabody Energy), Peabody Energy, Remington Outdoor, Top Markets (advisor to secured noteholders), United States Enrichment Corp., Walter Energy (advisor to first lien lenders), and Westgate Resorts. Among others, I have also worked on the following in-court asset sale transactions: Alpha Natural Resources (representing Rice Energy as the stalking horse bidder for certain gas assets), FirstEnergy Solutions (on its in-court sale of a power plant and retail business), The Great Atlantic & Pacific Tea Company (on its in-court sale of certain grocery stores), Peabody Energy (on its in-court sale of its stake in Dominion Terminal Associates), and Walter Energy (representing the first lien

lenders of Walter Energy on their in-court acquisition of Walter Energy assets). Additionally, I have provided testimony in the following bankruptcy cases: *In re FirstEnergy Sols. Corp., et al.*, No. 18-50757 (AMK) (Bankr. N.D. Ohio Mar. 31, 2018); *In re Claire's Stores, Inc.*, No. 18-10584 (MFW) (Bankr. D. Del. Mar. 19, 2018); *In re Peabody Energy Corp.*, No. 16-42529-399 (Bankr. E.D. Mo. Apr. 13, 2016); *In re Walter Energy, Inc.*, No. 15-02741 (TOM) (Bankr. N.D. Ala. Dec. 1, 2015); *In re Chassix Holdings, Inc.*, No. 15-10578 (Bankr. S.D.N.Y. Mar. 12, 2015); *In re Longview Power, LLC*, No. 13-12211 (BLS) (Bankr. D. Del. Sept. 24, 2013); and *In re Great Atl. & Pac. Tea Co.*, No. 10-24549 (Bankr. S.D.N.Y. Jan. 13, 2011). Prior to joining Lazard in 2003, I attended Northwestern University where I graduated with a Bachelor of Science in engineering.

8. I am not being compensated specifically for this testimony other than through the payments that Lazard receives as a professional to the Conflicts Committee and the WMLP Debtors in accordance with the engagement letter that the Court approved in the *Order, Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Lazard Frères & Co. LLC as Investment Banker for the Conflicts Committee of the Westmoreland Resources, GP LLC Board of Directors and for Westmoreland Resource Partners, LP and its Subsidiaries, Effective as of the Petition Date* (Docket No. 492).

The WMLP Debtors' Marketing Process

9. The WMLP Debtors and the Conflicts Committee retained Lazard on August 1, 2017. In May 2018, the scope of that engagement was expanded for, among other things, Lazard to run a sale process for the WMLP Debtors' assets. Lazard worked with the WMLP Debtors to develop and negotiate with WMLP's term loan lenders and WLB in June 2018 a robust protocol for the sale of all the WMLP Debtors' assets, including the Kemmerer mine.

10. Lazard launched phase one of the formal sale process on August 7, 2018. At that time, Lazard reached out to twenty-nine potential buyers, consisting primarily of strategic coal mining companies, as well as other buyers who expressed interest in considering the purchase of all or some of the WMLP Debtors' assets. Of those twenty-nine initial potential buyers, twelve executed non-disclosure agreements and were provided with a confidential information memorandum, financial projections and access to an online data room with substantial due diligence information.

11. September 28, 2018 was the deadline for interested buyers to submit a phase one bid. Lazard received phase one bids from eight parties, three of which proposed to purchase the Kemmerer mine and one of which proposed to purchase certain Kemmerer coal reserves. After Lazard evaluated the bids, I recommended to the Conflicts Committee to move five phase one bidders, including two parties interested in purchasing the Kemmerer mine and two other parties interested in operating the Kemmerer mine, into phase two of the sale process. The Conflicts Committee instructed Lazard to proceed with this recommendation.

12. Each of the four bidders that moved into phase two visited the Kemmerer mine as part of their diligence. The two bidders with interest in purchasing the Kemmerer mine also met with the WMLP Debtors' management team, either in person or telephonically. Moreover, Lazard, the Debtors' other professionals and the Debtors responded to the phase two participants' ad hoc diligence requests regarding, among other things, the Kemmerer mine. During phase two of the sale process, Lazard also reached out to additional parties identified after consultation with the unsecured creditors committee and other potential buyers that expressed interest during phase two of the sale process.

13. November 14, 2018 was the deadline for interested buyers to submit a phase two bid. Lazard received phase two bids from six potential buyers (the five phase two participants and WLB's lenders), including three bids to acquire the Kemmerer mine and two to operate the Kemmerer mine. Subsequent to the phase two bid deadline, the WMLP term loan lenders submitted a credit bid to acquire the Kemmerer mine. Throughout the sale process, only four parties indicated serious interest in acquiring the Kemmerer mine, of which three bidders remain in the process (including the WMLP term loan lenders).

14. By the conclusion of phase two of the sale process, Lazard had contacted thirty-six potential buyers, seventeen of whom executed non-disclosure agreements and received a confidential information memorandum, financial projections and access to an online data room with substantial due diligence information. As of today, Lazard has contacted forty-four potential buyers, twenty-three of whom executed non-disclosure agreements and received a confidential information memorandum, financial projections and access to an online data room with substantial due diligence information. For those parties that have already expressed interest and any parties that later express interest in any of the WMLP Debtors' assets, Lazard has and will continue to respond to their diligence requests. Given the almost six month sale process, the number of parties contacted and extensive diligence conducted by potential buyers, among other factors, I believe that the Kemmerer mine has been fairly and thoroughly marketed.

All Bids Received for the Kemmerer Mine Exclude the Assumption of the Existing Kemmerer CBA and Exclude the Assumption of Retiree Benefit Obligations

15. I extensively reviewed all phase one and phase two bids received, including those for the Kemmerer mine. In addition, Lazard conferred with the bidders about their bids where appropriate to make sure that we fully understood all aspects of their proposals. No-one that has bid on the Kemmerer mine is willing to assume the existing Kemmerer CBA without substantial

modifications. No-one that has bid on the Kemmerer mine is willing to assume any of the Retiree Benefits.

16. Given the small universe of potential buyers for coal assets in southwestern Wyoming and the robust sale process conducted to date, I believe it is likely that all potentially interested and capable buyers for the Kemmerer mine have been contacted and given an adequate opportunity to bid on the Kemmerer mine. I do not believe that further extending the ongoing sale process described above will result in the WMLP Debtors receiving additional, much less superior, bids for the Kemmerer mine. Moreover, as the potential bidders have made clear to me during the marketing process, given the challenges anyone acquiring the Kemmerer mine would face—including demand issues in the coal industry generally and the risks presented by the mine’s customer mix (current and potential)—I do not believe that anyone would be willing to bid for the Kemmerer mine if a bid required assumption of the Kemmerer CBA, without substantial modification, or payment of any of the Retiree Benefits. As a result, it is my opinion that any capable party interested in acquiring the Kemmerer mine will not submit a bid that contemplates that buyer assuming any of the Retiree Benefits and/or assuming the Kemmerer CBA without substantial modifications. Thus, absent consensual modification or rejection of the Kemmerer CBA and termination of the Retiree Benefits, the WMLP Debtors will have no buyer for the Kemmerer assets. If this occurs, the WMLP Debtors will face the real likelihood of liquidation.

Dated: January 16, 2019



Tyler Cowan
Lazard Frères & Co. LLC