

Exhibit C

Auction and Hearing Notice

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

In re:

Westmoreland Coal Company, et al.,¹
Debtors.

Case No. 18-35672 (DRJ)

CHAPTER 11

Jointly Administered

**NOTICE OF AUCTION AND SALE
HEARING FOR THE SALE OF THE KEMMERER ASSETS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

Bankruptcy Filing. On October 9, 2018 (the "Petition Date"), Westmoreland Coal Company and certain of its affiliates, as debtors and debtors in possession (collectively, the "WLB Debtors")² and the WMLP Debtors, also as debtors and debtors in possession in the above captioned cases, each filed a voluntary petition for relief pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court").

Motion to Approve Sale. On January 18, 2019, the WMLP Debtors filed the *Expedited Motion of Westmoreland Resource Partners, LP and Its Subsidiaries for Entry of (I) An Order (A) Establishing Bidding and Sale Procedures with Respect to the Sale of the Kemmerer Mine and Substantially All Assets Related Thereto, (B) Authorizing the Entry Into a*

¹ Due to the large number of debtors in these chapter 11 cases, for which joint administration has been granted, 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 Debtors' claims and noticing agent in these chapter 11 cases at 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.

² The term "WLB Debtors" does not include Westmoreland Resource Partners, LP, or their subsidiaries (collectively, the "WMLP Debtors" and, collectively with the WLB Debtors, the "Debtors").

Stalking Horse Agreement and the Provision of Stalking Horse Protections, (C) Scheduling an Auction and Sale Hearing and Approving the Form and Manner of Notice Thereof and (D) Granting Related Relief; and (II) an Order Approving the Sale of such Assets and Granting Related Relief (the "Sale Motion") (Docket No. ___).³ Pursuant to the Sale Motion, the WMLP Debtors are seeking to sell substantially all of the assets of WMLP Debtor Westmoreland Kemmerer, LLC and WMLP Debtor Westmoreland Kemmerer Fee Coal Holdings, LLC including certain executory contracts and unexpired leases (the "Kemmerer Assets"). The Sale Motion contemplates that the sale of the Kemmerer Assets will take place via an auction (the "Auction") governed by the Bidding Procedures attached to the Sale Motion as Annex 1 to Exhibit A (the "Bidding Procedures"). Pursuant to the Bidding Procedures, interested potential purchasers must fulfill certain requirements to, among other things, (a) participate in the bidding process, (b) become "Qualified Bidders" and (c) submit "Qualified Bids." A bid shall not constitute a Qualified Bid unless it is submitted in accordance with the Bidding Procedures, and a bidder shall not constitute a Qualified Bidder unless it submits a Qualified Bid. The WMLP Debtors will determine the winner of the Auction (the "Successful Bidder") pursuant to the terms of the Bidding Procedures.

Free and Clear Sales; Good Faith Purchaser. Pursuant to section 363(f) of the Bankruptcy Code, and except as otherwise provided in the Successful Bidder's Asset Purchase Agreement approved by the Bankruptcy Court, all of the WMLP Debtors' right, title and interest in and to the Kemmerer Assets are proposed to be sold free and clear of all liens, claims (as such term is defined in section 101(5) of the Bankruptcy Code), interests and encumbrances (collectively, "Liens"), with any Liens to attach to the proceeds of the sale as provided in the final Sale Order. In addition, the Sale Order will include proposed findings that the successful bidder is a "good faith purchaser," as that term is defined in section 363(m) of the Bankruptcy Code, and has not violated section 363(n) of the Bankruptcy Code. Attached to the Sale Motion, as Exhibit B is an unexecuted proposed Form of Asset Purchase Agreement for the purchase of the Kemmerer Assets (the "Form APA"). Additionally, at any time until February 7, 2019 or such other date approved by the Bankruptcy Court after notice and a hearing, the WMLP Debtors may file one or more "stalking horse" Asset Purchase Agreements with the Bankruptcy Court (any such agreement, a "Stalking Horse Agreement"). Finally, promptly following the designation of the bid of a Successful Bidder as the "Successful Bid," the WMLP Debtors will file such bid (including the applicable Asset Purchase Agreement) with the Bankruptcy Court.

The Auction. In the event the Sellers receive more than one Qualified Bid, the WMLP Debtors shall conduct an Auction, which will start on **February 19, 2019, at 9:00 a.m. (Central) at 717 Texas Avenue, Suite 3300, Houston, Texas 77002-2712** or such later date and time as the WMLP Debtors, after consultation with the Consultation Parties, may determine. At the request of the WMLP Debtors, each bidder participating at the Auction shall be required to confirm in writing, that: (a) it has not engaged in any collusion with respect to the bidding; and

³ Capitalized terms used herein that are otherwise not defined shall have the meaning given to them in the Sale Motion.

(b) its Qualified Bid is a good faith, bona fide offer and it intends to consummate the proposed transaction if selected as the Successful Bidder.

Successful Bid Notice. Following the designation of a Successful Bid, the WMLP Debtors shall file a notice of the Successful Bid, along with copies of the asset purchase agreement associated with the Successful Bid and Sale Order (a "Successful Bid Notice"). Upon the selection of the Successful Bid, the WMLP Debtors will (a) file the Successful Bid Notice with the Bankruptcy Court and (b) post such notice on www.donlinrecano.com/westmoreland. No further notice will be provided.

Sale Hearing. A hearing to consider approval of the Sale Transaction (the "Sale Hearing") is scheduled to take place on **February 28, 2019, at []:[] []**.m. (Central) or as soon thereafter as counsel may be heard, before the Honorable David R. Jones, 515 Rusk Street, Courtroom 400, Houston, Texas 77002, or before any other judge who may be sitting in his place and stead. The WMLP Debtors may, in their discretion, adjourn or reschedule Sale Hearing after consultation with the Consultation Parties. No further notice of any such continuance will be required to be provided to any party.

Objections and Deadline. All objections to the Sale Transaction, the assumption and assignment of the Assumed and Assigned Contracts and any other relief requested in this Sale Motion must be: (a) in writing; (b) signed by counsel or attested to by the objecting party; (c) in conformity with the Bankruptcy Rules and the Local Rules of the Bankruptcy Court; (d) filed with the Bankruptcy Court by **February 21, 2019**; and (e) served on the following parties in accordance with the Local Rules of the Bankruptcy Court: (i) the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC, 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112 (Attn: Gerald A. Tywoniuk); (ii) the WMLP Debtors, c/o Westmoreland Resource Partners, LP, 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112 (Attn: Samuel N. Hagreen); (iii) counsel to the Conflicts Committee and conflicts counsel to the WMLP Debtors, (A) Jones Day, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox and T. Daniel Reynolds) and (B) Jones Day, 77 West Wacker, Chicago, Illinois 60601 (Attn: Timothy W. Hoffmann); (iv) the investment banker for the WMLP Debtors and the Conflicts Committee, Lazard Frères & Co. LLC, 300 North LaSalle Street, Chicago, Illinois 60654 (Attn: Tyler W. Cowan and Adam Green); (v) counsel to the Official Committee of Unsecured Creditors, (A) Morrison & Foerster LLP, 250 West 55th Street, New York, New York 10019 (Attn: Lorenzo Marinuzzi, Jennifer L. Marines and Todd Goren) and (B) Morrison & Foerster LLP, 2000 Pennsylvania Avenue, NW, Suite 6000, Washington, DC 20006 (Attn: Dimitra Doufekias); (vi) co-counsel to the Official Committee of Unsecured Creditors, Cole Schotz P.C., 301 Commerce Street, Suite 1700, Fort Worth, Texas 76102 (Attn: Michael D. Warner and Benjamin L. Wallen); (vii) counsel to the *ad hoc* committee of certain lenders under the WMLP Debtors' term loan facility, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022 (Attn: David M. Hillman and Kristine Manoukian); (viii) co-counsel to the *ad hoc* committee of certain lenders under the WMLP Debtors' term loan facility, Jones Walker LLP, 811 Main Street, Suite 2900, Houston, Texas 77002 (Attn: Joseph E. Bain); and (ix) any other parties entitled to notice under the Complex Case Procedures as approved by the *Order Granting Complex Chapter 11 Case Treatment* (Docket No. 178). These procedures are collectively referred to as the "General Objection Procedures". Each objection shall state the legal and factual basis of such objection. Notwithstanding clause (d), above, all objections for any specific issues relating

to the Successful Bid Notice (i.e., the revised form of asset purchase agreement and proposed Sale Order) must be raised with the Bankruptcy Court on or before **February 25, 2019**.

Failure to File an Objection. IF AN OBJECTION IS NOT TIMELY FILED AND SERVED IN ACCORDANCE WITH THE GENERAL OBJECTION PROCEDURES OUTLINED ABOVE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED WITHOUT FURTHER HEARING AND NOTICE.

Separate Contract Procedures Notice. Parties to executory contracts and unexpired leases proposed to be assumed and assigned to the purchaser of the Kemmerer Assets will receive a separate notice.

Parties Interested in Bidding. Parties interested in bidding on the Kemmerer Assets should contact the WMLP Debtors' investment banker, Lazard Frères & Co. LLC, 300 North LaSalle St., Chicago, IL 60654 (Attn: Tyler Cowan (312) 407-6657; tyler.cowan@lazard.com), and provide the information as required by the Bidding Procedures by no later than **February 13, 2019**.

Other Inquiries. Parties with other inquiries concerning the sale of the Kemmerer Assets may make a written request to: (a) counsel for the Sellers, (i) Jones Day, North Point, 901 Lakeside Avenue, Cleveland, OH 44114 (Attn: Heather Lennox; T. Daniel Reynolds); (ii) Jones Day, 77 West Wacker, Chicago, Illinois 60601 (Attn: Timothy W. Hoffman); and (b) counsel to the Successful Bidder. In addition, copies of the Sale Motion, the Bidding Procedures, the Form APA and the Sale Order may accessed free of charge on the website of the WMLP Debtors' claims and noticing agent, at www.donlinrecano.com/westmoreland.

Dated: [____], 2019

Respectfully submitted,

/s/

Heather Lennox (admitted *pro hac vice*)

Oliver S. Zeltner (TX 24104000)

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*Conflicts Counsel for the WMLP Debtors and
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