

Exhibit C

Auction and Sale 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 OXFORD ASSETS AND BUCKINGHAM MINE**

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”) 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”).²

Motion to Approve Sale. On January 21, 2019, the Debtors filed the *Joint Expedited Motion of the WLB Debtors and the WMLP Debtors for Entry of an Order (I) Approving the Sale of (A) Substantially All of the Assets of Oxford Mining Company, LLC, and Certain of Its Subsidiaries and (B) The Buckingham Mine, (II) Authorizing the Assumption and Assignment of*

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 its subsidiaries (collectively, the “WMLP Debtors” and, collectively with the WLB Debtors, the “Debtors”).

Executory Contracts and Unexpired Leases in Connection Therewith and (III) Granting Related Relief, Including Approval of the Related Sale Process [Docket No. [●]] (the “Motion”).³ Pursuant to the Motion, the Debtors are seeking to sell (a) substantially all of the assets of Debtor Oxford Mining Company LLC and the assets of each of its subsidiaries other than the assets of Debtor Westmoreland Kemmerer Fee Coal Holdings, LLC (Debtor Oxford Mining Company LLC and each of its subsidiaries other than Debtor Westmoreland Kemmerer Fee Coal Holdings, LLC are referred to herein as the “Oxford Sellers”) including certain executory contracts and unexpired leases (the “Oxford Assets”); and (b) Debtor Buckingham Coal Company, LLC’s (the “Buckingham Seller” and, with the Oxford Sellers, the “Sellers”) active thermal coal mine located in Perry County, Ohio and substantially all related assets, including certain executory contracts and unexpired leases (the “Buckingham Mine” and, collectively with the Oxford Assets, the “Assets”). The Motion contemplates that the sale of the Assets will take place via an auction (the “Auction”) governed by the Bidding Procedures attached to the Motion as Exhibit B (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 Bid Procedures, and a bidder shall not constitute a Qualified Bidder unless it submits a Qualified Bid. The Debtors, in consultation with the Consultation Parties, will determine the winner of the Auction (the “Successful Bidder”) pursuant to the terms of the Bidding Procedures.⁴

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 APA approved by the Bankruptcy Court, all of the Debtors’ right, title and interest in and to the 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.

The Auction. In the event the Sellers receive a Qualified Bid in addition to the Stalking Horse Bid, the Debtors shall conduct an Auction, which will start on **February 1, 2019, at 9:00 a.m. (Central Time) at 717 Texas Avenue, Suite 3300, Houston, Texas 77002-2712** or such later date and time as the Debtors, after consultation with the Consultation Parties, may determine. At the request of the 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 (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.

³ Defined terms used herein that are otherwise not defined shall have the meanings given to them in the Motion.

⁴ The “Consultation Parties” include the following: (a) counsel or financial advisors to the Creditors’ Committee; (b) counsel or financial advisors to the MLP Secured Parties; and (c) counsel or financial advisors to the WLB Secured Parties.

Notice of Successful Bidder. Following the designation of a Successful Bid, the Debtors shall file a notice of the Successful Bid, along with copies of the Successful Bid and Sale Order, marked to show changes from the form documents previously filed with the Bankruptcy Court (a “Notice of Successful Bid”). A Notice of Successful Bid shall be filed no later than February 2, 2019 and will be available at www.donlinrecano.com/westmoreland.

Sale Hearing. A hearing to consider approval of the Sale Transactions (the “Sale Hearing”) is scheduled to take place on **February 4, 2019, at 9:00 a.m. (prevailing Central Time)** 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 Debtors may, in their discretion, adjourn or reschedule the 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 Transactions, the assumption and assignment of the Assumed and Assigned Contracts and any other relief requested in this 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 1, 2019, at 12:00 p.m. (prevailing Central Time)** 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) the WLB Debtors, c/o Westmoreland Coal Company, 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112 (Attn: Jennifer Grafton); (vi) counsel to the WLB Debtors, (A) Kirkland & Ellis LLP, 609 Main Street, 47th Floor, Houston, Texas 77002 (Attn: Kim Hicks), (B) Kirkland & Ellis LLP, 901 Main Street, 54th Floor, Dallas, Texas 75202 (Attn: Dilen Kumar), (C) Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654 (Attn: Gregory Pesce), and (D) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022 (Attn: Stephen E. Hessler, P.C.); (vii) the investment banker for the WLB Debtors, Centerview Partners, LLC, 31 West 52nd Street, 22nd Floor, New York, New York 10019 (Attn: Steve Bremer and Johannes Preis); (viii) 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); (ix) 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); (x) counsel to the Stalking Horse Bidder, Clarke Investment Group Corp., 192 Summerfield Court, Suite 203, Roanoke, Virginia 24019 (Attn: Joseph Bean); (xi) 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); (xii) 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 (xiiI) 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 Notice of Successful Bid (*i.e.*, the revised form of asset purchase agreement and proposed Sale Order) must be asserted at the Sale Hearing.

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(s) of the Assets will receive a separate notice.

Parties Interested in Bidding. Parties interested in bidding on the Assets should contact (i) the WLB Debtors' investment banker, Centerview Partners, LLC, 31 West 52nd Street, 22nd Floor, New York, NY 10019 (Attn: Steve Bremer) (212) 429-2445; sbremer@centerview.com & Johannes Preis (212) 429-2496; jpreis@centerview.com); and (ii) 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).

Other Inquiries. Parties with other inquiries concerning the sale of the Assets may make a written request to the following counsel to the Sellers: (i) Kirkland & Ellis LLP, 609 Main Street, 47th Floor, Houston, Texas 77002 (Attn: Kim Hicks), (ii) Kirkland & Ellis LLP, 901 Main Street, 54th Floor, Dallas, Texas 75202 (Attn: Dilen Kumar), (iii) Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654 (Attn: Gregory Pesce), (iv) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022 (Attn: Stephen E. Hessler, P.C.); (iv) Jones Day, North Point, 901 Lakeside Avenue, Cleveland, OH 44114 (Attn: Heather Lennox; T. Daniel Reynolds); and (v) Jones Day, 77 West Wacker, Chicago, Illinois 60601 (Attn: Timothy W. Hoffman). In addition, copies of the Motion, the Bidding Procedures, the APAs and the Sale Order may accessed free of charge on the website of the Debtors' claims and noticing agent, at www.donlinrecano.com/westmoreland.

Dated: January 22, 2019

Respectfully submitted,

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Houston, Texas
January 22, 2019

/s/ Patricia B. Tomasco

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