

**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)
	)	
	)	<b>Re: Docket No. ___</b>

**ORDER AUTHORIZING COMMENCEMENT OF TENDER OFFER FOR PUBLICLY HELD COMMON UNITS OF WESTMORELAND RESOURCE PARTNERS, LP**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing the commencement of the Tender Offer for the publicly held common units of Westmoreland Resource Partners, LP; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the 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 found that there is good cause for waiving the stay referred to in Bankruptcy Rule 6004(h), to the extent it is applicable; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at

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<sup>1</sup> 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](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 shall have the meanings ascribed to them in the Motion.

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 to the extent set forth herein.
2. The Debtors may commence the Tender Offer; provided, however, that the Debtors may not close the Tender Offer absent further order of the Court.
3. Pursuant to section 1125(e) of the Bankruptcy Code, the Debtors, the WLB Purchaser, the Debtors’ Required Consenting Stakeholders, the MLP Secured Parties, and, each of their current and former affiliates, 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 (the “Exculpated Parties”) are exculpated with respect to any cause of action for any claim related to any act or omission in connection with, relating to, or arising out of, the Tender Offer, other than any act or omission that the Court determines resulted primarily from a Exculpated Party’s bad faith, gross negligence, or willful misconduct. The Exculpated Parties have, and upon completion of the Tender Offer shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the Tender Offer and, therefore, are not, and on account of such Tender Offer shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the Tender Offer.
4. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

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

Dated: \_\_\_\_\_, 2019  
Houston, Texas

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DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE