

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

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

NOTICE OF SECOND AMENDMENT TO THE PLAN SUPPLEMENT

PLEASE TAKE NOTICE THAT on January 18, 2019, the WLB Debtors filed the *Plan Supplement for the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates* [Docket No. 1102] (the “Initial Plan Supplement”).

PLEASE TAKE FURTHER NOTICE THAT on February 19, 2019, the WLB Debtors filed the *Notice of Amended Plan Supplement* [Docket No. 1415] (the “First Amendment to the Initial Plan Supplement”), which modified certain parties previously included on Exhibit A, Exhibit B, and Exhibit C of the Initial Plan Supplement.

PLEASE TAKE FURTHER NOTICE THAT the WLB Debtors hereby file a further amendment to the Initial Plan Supplement (the “Second Amendment to the Initial Plan Supplement”), which includes (i) certain exhibits not previously disclosed in and (ii) certain exhibits modified since the Initial Plan Supplement or the First Amendment to the Initial Plan Supplement, as reflected below:

- **Exhibit D:** Identity/Compensation of Plan Administrator.
- **Exhibit E:** Committee Settlement Amount.
- **Exhibit F:** Wind-Down Budget.
- **Exhibit L:** Compensation to Insiders.
- **Exhibit M:** Composition of New Board Directors.

¹ 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. Westmoreland Coal Company’s service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

PLEASE TAKE FURTHER NOTICE THAT a redline of **Exhibit E** marked against the version included in the Initial Plan Supplement is attached hereto as **Exhibit E-1**.

Houston, Texas
February 22, 2019

/s/ Matthew D. Cavanaugh

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Exhibit D

Identity/Compensation of Plan Administrator

The Plan Administrator is the individual that shall be the representative of the Remaining WLB Debtors on and after the Plan Effective Date and shall have the rights, powers, and duties set forth in this Plan and the Liquidating Trust Agreement. The identity and compensation of the Plan Administrator shall be agreed to by the WLB Debtors and the Required Consenting Stakeholders shall be disclosed prior to the Confirmation Hearing.

Exhibit E

Committee Settlement Amount

The Settlement Amount¹ under the agreed-upon Settlement Term Sheet among the Committee, the Required Lenders and the WLB Debtors [Docket No. 1115] is \$3,250,000 in the aggregate. The Settlement Amount shall be used for (1) the General Unsecured Claims Amount and (2) the payment of all compensation, fees, and expenses of the Claims Administrator and its professionals, or any other professional working at the direction of the Claims Administrator.

¹ Capitalized terms in this Exhibit shall have the meanings ascribed to it in the *Second Stipulation and Agreed Order (A) Extending Challenge Period Termination Date in Final DIP Order and (B) Resolving Possible Confirmation Objections Pursuant to Settlement Term Sheet* [Docket No. 1115].

Exhibit E-1

**Redline of the Committee Settlement Amount
to the Version in the Initial Plan Supplement**

~~————The General Unsecured Claims Amount is currently \$0.00, however, it is possible that prior to the Confirmation Hearing, the WLB Debtors may amend the Plan, and that such amendment may increase the General Unsecured Claims Amount. In the event of such amendment, the WLB Debtors shall file a revised version of the Plan and this Plan Supplement exhibit.~~

————The Settlement Amount¹ under the agreed-upon Settlement Term Sheet among the Committee, the Required Lenders and the WLB Debtors [Docket No. 1115] is \$3,250,000 in the aggregate. The Settlement Amount shall be used for (1) the General Unsecured Claims Amount and (2) the payment of all compensation, fees, and expenses of the Claims Administrator and its professionals, or any other professional working at the direction of the Claims Administrator.

¹ Capitalized terms in this Exhibit shall have the meanings ascribed to it in the *Second Stipulation and Agreed Order (A) Extending Challenge Period Termination Date in Final DIP Order and (B) Resolving Possible Confirmation Objections Pursuant to Settlement Term Sheet* [Docket No. 1115].

Exhibit F

Wind-Down Budget

On and following the Plan Effective Date, the Purchaser shall provide funding [pursuant to an agreed upon monthly budget] to the WLB Debtors or the Liquidating Trust, as applicable, on an ongoing basis to the extent costs associated with the Wind Down are incurred or otherwise payable; provided, however, that for the avoidance of doubt, no costs associated with the Wind Down shall include any obligations under the Coal Act (except to the extent provided for pursuant to the Coal Act Retirees Settlement Order).

Exhibit L

Compensation to Insiders

This exhibit shall be provided in a future revised version of the Plan Supplement that shall be filed prior to the Confirmation Hearing.

Exhibit M

Composition of New Board Directors

This exhibit shall be provided in a future revised version of the Plan Supplement that shall be filed prior to the Confirmation Hearing.