

**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)
	)	

**WLB DEBTORS’ WITNESS AND EXHIBIT LIST FOR FEBRUARY 26, 2019 HEARING**

Certain of the above-captioned debtors and debtors in possession (collectively, the “WLB Debtors”)<sup>2</sup> hereby file their Witness and Exhibit List (the “Witness and Exhibit List”) for the hearing to be held on February 26, 2019 at 1:00 p.m. (prevailing Central Time) (the “Hearing”). The *Debtors’ Amended Witness and Exhibit List for February 13, 2019 Hearing (Continued to February 14, 2019)* [Docket No. 1378] is incorporated hereto and deemed part of this Witness and Exhibit List:

**WITNESSES**

The WLB Debtors may call the following witnesses at the Hearing:

1. Marc Puntus, Partner at Centerview Partners LLC;
2. Steven Bremer, Partner at Centerview Partners LLC;
3. Johannes Preis, Principal at Centerview Partners LLC;
4. Robert A. Campagna, Managing Director and Co-Head of the Eastern Region Restructuring Practice at Alvarez & Marsal North America, LLC;

<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> The “WLB Debtors” means each of the Debtors except for Westmoreland Resources GP, LLC, Westmoreland Resource Partners, LP and its subsidiaries.

5. Jeffrey S. Stein, Chief Restructuring Officer and member of the Board of Directors of Westmoreland Coal Company;
6. Jennifer Grafton, Chief Legal Officer and Chief Administrative Officer at Westmoreland Coal Company;
7. Michael G. Hutchinson, Interim Chief Executive Officer at Westmoreland Coal Company;
8. Donald Swartz, Vice President Sales and Marketing at Westmoreland Coal Company;
9. Zach Georgeson, Senior Consulting Director at Willis Towers Watson;
10. Tyler Cowan, Managing Director at Lazard Frères & Co. LLC;
11. Gregory J. Ossi, Partner at Drinker Biddle & Reath LLP;
12. Jung W. Song, Senior Managing Director at Donlin, Recano & Company, Inc.;
13. Gerald A. Tywoniuk, Chairman of the Conflicts Committee of the Board of Directors of Debtor Westmoreland Resources GP, LLC;
14. Any rebuttal witnesses that may be necessary;
15. Any witness listed by any other party; and
16. The WLB Debtors reserve the right to cross-examine any witness called by any other party.

**EXHIBITS**

No.	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
168.	Amended Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates [To Be Filed]						
169.	Declaration of Jeffrey S. Stein in Support of Confirmation of the Amended Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates [Docket No. 1452]						

No.	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
170.	Declaration and Expert Report of Robert A. Campagna in Support of Confirmation of the Amended Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates [Docket No. 1445]						
171.	Declaration of Marc D. Puntus in Support of Confirmation of the Amended Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates [Docket No. 1449]						
172.	Declaration of Jung W. Song on Behalf of Donlin, Recano & Company, Inc. Regarding Voting and Tabulation of Ballots Accepting and Rejecting Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates [Docket No. 1436]						
173.	Order (I) Authorizing Westmoreland Coal Company and Certain Debtor Affiliates to Perform Obligations Related to the Stalking Horse Bid, (II) Approving Bidding Procedures with Respect to Substantially All Assets, (III) Approving Contract Assumption and Assignment Procedures, (IV) Scheduling Bid Deadlines and an Auction, (V) Scheduling Hearings and Objection Deadlines with Respect to the Disclosure Statement and Plan Confirmation, and (VI) Approving the Form and Manner of Notice thereof [Docket No. 519]						
174.	Final Order (I) Authorizing the MLP Debtors to Use Cash Collateral Pursuant to 11 U.S.C. § 363, (II) Granting Certain Protections to Prepetition Lenders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 507, (III) Modifying the Automatic Stay and (IV) Granting Related Relief [Docket No. 521]						
175.	Disclosure Statement for Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates [Docket No. 789] (the "Disclosure Statement")						
176.	Stalking Horse Purchase Agreement (Exhibit B to the Disclosure Statement) [Docket No. 789]						
177.	Restructuring Support Agreement (Exhibit C to the Disclosure Statement) [Docket No. 789]						

No.	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
178.	Order (I) Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates, (III) Approving the Forms of Ballots and Notices in Connection therewith, and (IV) Scheduling Certain Dates with Respect thereto [Docket No. 841]						
179.	Affidavit of Donlin, Recano and Company, Inc. Regarding Service of Solicitation Packages with Respect to Disclosure Statement for Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates [Docket No. 902]						
180.	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. 1091]						
181.	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 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 [Docket No. 1101]						
182.	Plan Supplement for the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates [Docket No. 1102]						
183.	Notice of Cancellation of Auction and Designation of Successful Bidder [Docket No. 1112]						

No.	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
184.	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]						
185.	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 Executory Contracts and Unexpired Leases in Connection Therewith, and (III) Granting Related Relief, Including Approval of the Related Sale Process [Docket No. 1116]						
186.	Statement of the Official Committee of Unsecured Creditors in Support of Confirmation of the Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of Its Debtor Affiliates [Docket No. 1140]						
187.	Emergency Motion of the MLP Lenders for Adequate Protection [Docket No. 1202]						
188.	WLB Debtors' Preliminary Objection to Emergency Motion of the MLP Lenders for Adequate Protection [Docket No. 1262]						
189.	Debtors' Emergency Motion for Entry of an Order Authorizing and Approving Intercompany Settlement Term Sheet [Docket No. 1367] (the " <u>Intercompany Settlement Motion</u> ")						
190.	Intercompany Settlement Term Sheet (Annex 1 to the Intercompany Settlement Motion) [Docket No. 1367]						
191.	Order Granting Debtors' Motion Seeking Authority to (A) Reject Certain Collective Bargaining Agreements, (B) Implement the Debtors' Proposal, and (C) Modify Certain Retiree Benefits [Docket No. 1412]						
192.	Notice of Amended Plan Supplement [Docket No. 1415]						

No.	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
193.	Declaration of Gerald A. Tywoniuk in Support of the Debtors' Emergency Motion for Entry of an Order Authorizing and Approving Intercompany Settlement Term Sheet [Docket No. 1435]						
194.	Notice of Second Amendment to the Plan Supplement [Docket No. 1454]						
195.	Schedule to Tender Offer Statement - February 13, 2019						
196.	Loan and Security Agreement - October 23, 2015, and all amendments thereto						
197.	Declaration of Michael G. Hutchinson in Support of the Debtors' Emergency Motion for Entry of an Order Authorizing and Approving Intercompany Settlement Term Sheet [Docket No. 1451]						
198.	Any document or pleading filed in the above captioned main cases or adversary proceedings cited herein						
199.	Any exhibit necessary for impeachment and/or rebuttal purposes						
200.	Any exhibit identified or offered by any other party						

**RESERVATION OF RIGHTS**

The WLB Debtors reserve the right to call or to introduce one or more, or none, of the witnesses and exhibits listed above, and further reserve the right to supplement this list prior to the Hearing, including, without limitation, in the event that the WLB Debtors do not finalize a settlement with Talen Montana, LLC prior to the Hearing.

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Houston, Texas  
February 22, 2019

*/s/ Matthew D. Cavanaugh*

Matthew D. Cavanaugh (Bar No. 24062656)

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**Certificate of Service**

I certify that on February 22, 2019 I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

*/s/ Matthew D. Cavanaugh*

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Matthew D. Cavanaugh