

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

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

NOTICE OF RULE 30(b)(6) DEPOSITION

PLEASE TAKE NOTICE that pursuant to Federal Rules of Civil Procedure 26 and 30(b)(6), made applicable by Federal Rules of Bankruptcy Procedure 2004, 7030, 7034 and 9016 and Local Bankruptcy Rule 2004-1, the Official Committee of Unsecured Creditors of Westmoreland Coal Company, *et al.* (the “Committee”), by and through their undersigned counsel, will, by agreement, take the deposition upon oral examination of the Conflicts Committee of the Westmoreland Resources GP, LLC Board of Directors (the “Conflicts Committee”) on **February 25, 2019** at the offices of Jones Day, 717 Texas, Suite 3300, Houston, TX, 77002, beginning at **7:00 p.m. CT** and continuing from day to day until completed. The deposition will be recorded by stenographic means.

Pursuant to Federal Rule of Civil Procedure 30(b)(6), incorporated by Federal Rules of Bankruptcy Procedure 2004(c), 7030 and 9016, the Conflicts Committee must designate one or more officers, directors, or managing agents, or designate other persons who consent to testify on the Conflicts Committee’s behalf about information known or reasonably available to the Conflicts Committee regarding the topics set forth below.

DEPOSITION TOPICS

1. The settlement among the WLB Debtors, the WMLP Debtors, the WLB Secured Lenders, and the MLP Secured Lenders that is the subject of the *Debtors' Emergency Motion for an Entry of an Order Authorizing and Approving Intercompany Settlement Term Sheet* [Dkt. No. 1367] (the "Intercompany Settlement Motion"),¹ including, but not limited to: (a) the negotiation of the terms set forth in the associated Term Sheet attached as Annex 1 to Exhibit A to the Intercompany Settlement Motion; (b) the pre-existing "administrative and operational services agreement, dated as of January 1, 2015"² (the "Shared Services Agreement") and any potential intercompany claims associated therewith; (c) the \$2.2 million annual fixed fee set under the Shared Services Agreement;³ (d) the \$64.5 million reimbursed by the WMLP Debtors to the WLB Debtors for the year ended December 31, 2017;⁴ (e) the scope of the Intercompany Transition Services contemplated by the Settlement and any fees associated with those services; (f) any releases given or received under the terms of the Settlement; and (g) any efforts undertaken by the WLB Debtors to cause the WMLP Debtors to waive any right to a distribution on account of any allowed general unsecured claims the WMLP Debtors may hold against the WLB Debtors that would otherwise share in the General Unsecured Claims Amount (as defined in the *Joint Chapter 11 Plan of Westmoreland Coal Company and Certain of its Debtor Affiliates* [Dkt. No. 788-1]).

2. The proposed sale of the Kemmerer Assets pursuant to the *Expedited Motion of Westmoreland Resource Partners, LP and Its Subsidiaries for Entry of (I) an Order*

¹ Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Intercompany Settlement Motion or the Kemmerer Sale Motion (defined below), as applicable.

² See Dkt. 1367 at ¶9.

³ *Id.* at ¶10.

⁴ *Id.*

(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] (the “Kemmerer Sale Motion”), including, but not limited to, any assurances requested or received by the WMLP Debtors regarding the ability of Western Coal Acquisition Partners, LLC to comply with Section 6.6(b) of the Asset Purchase Agreement.

Dated February 22, 2019

COLE SCHOTZ P.C.

/s/ Michael D. Warner

Michael D. Warner (TX Bar No. 00792304)

301 Commerce Street, Suite 1700

Fort Worth, TX 76102

Telephone: 817.810.5250

Facsimile: 817.977.1611

Email: mwarner@coleschotz.com

MORRISON & FOERSTER LLP

250 West 55th Street

New York, New York 10019

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

Lorenzo Marinuzzi

Jennifer L. Marines

Todd Goren

MORRISON & FOERSTER LLP

2000 Pennsylvania Avenue, NW Suite 6000

Washington, DC 20006

Telephone: (202) 887-1500

Facsimile: (202) 887-0763

Dimitra Doufekias

*Counsel to the Official Committee of
Unsecured Creditors of Westmoreland Coal
Company, et al.*