

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:

Westmoreland Coal Company, et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-35672 (DRJ)

(Jointly Administered)

**THE WMLP DEBTORS' NOTICE OF DEPOSITION  
OF ZURICH AMERICAN INSURANCE COMPANY, AND  
ITS AFFILIATE, FIDELITY AND DEPOSIT COMPANY OF MARYLAND**

TO: Zurich American Insurance Company, and its affiliate, Fidelity and Deposit Company of Maryland (collectively, "Zurich") c/o Duane J. Brescia, Clark Hill Strasburger, 720 Brazos Street, Suite 700, Austin Texas 78701, Email: Duane.Brescia@clarkhillstrasburger.com, and Andrew G. Edson, Clark Hill Strasburger, 901 Main Street, Suite 6000, Dallas, Texas 75202, Email: Andrew.Edson@clarkhillstrasburger.com.

PLEASE TAKE NOTICE that pursuant to Federal Rules of Civil Procedure 26 and 30(b)(6) (applicable here under Federal Rules of Bankruptcy Procedure 7026, 7030 and 9014(c)), Westmoreland Resource Partners, LP and its direct and indirect subsidiaries, as debtors and debtors in possession in the above-captioned cases, by and through its undersigned counsel, will take the deposition upon oral examination of Zurich. The deposition will commence on February 27, 2019, at 10:00 am (Prevailing Central Time) at the offices of Jones Day, 717 Texas

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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.

Avenue, Suite 3300, Houston, Texas 77002. The deposition will take place before a court reporter and will be recorded by stenographic means, may be videotaped, and shall continue from day to day until it has been completed.

Pursuant to Federal Rule of Civil Procedure 30(b)(6), Zurich must designate one or more persons to testify on behalf of Zurich with regard to all matters known or reasonably available to Zurich on the matters of examination listed in Exhibit A to this Notice.

Dated: February 24, 2019  
Houston, Texas

Respectfully submitted,

/s/ Matthew C. Corcoran

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*Conflicts Counsel to the WMLP Debtors and  
Counsel to the Conflicts Committee of Debtor  
Westmoreland Resources GP, LLC*

**EXHIBIT A**

(Definitions and Matters for Examination)

**DEFINITIONS**

1. "Bonds" has the meaning ascribed to it in the GAIs.
2. "Chapter 11 Cases" means the above-captioned chapter 11 cases commenced by the Debtors in the United States Bankruptcy Court for the Southern District of Texas on October 9, 2018, which cases are jointly administered under Case No. 18-35672.
3. "Debtors" means the debtors and debtors in possession in the Chapter 11 Cases, and each of their members, and any affiliates, agents, financial advisors, attorneys, accountants, consultants, employees, experts, investment bankers, representatives, and other persons acting, or who have acted, on their behalf.
4. "GAIs" means the General Agreements of Indemnity attached as Exhibit A to the Zurich Confirmation Objection and as Exhibit 1 to the Zurich Kemmerer Objection.
5. "WLB Debtors" means all Debtors (except for Westmoreland Resources GP, LLC and the WMLP Debtors) and each of their members, and any affiliates, agents, financial advisors, attorneys, accountants, consultants, employees, experts, investment bankers, representatives, and other persons acting, or who have acted, on their behalf.
6. "WMLP Debtors" means Debtor Westmoreland Resource Partners, LP, WMLP's direct and indirect Debtor subsidiaries, each of their members, and any affiliates, agents, financial advisors, attorneys, accountants, consultants, employees, experts, investment bankers, representatives, and other persons acting, or who have acted, on their behalf.
7. "Zurich" means Zurich American Insurance Company, Fidelity and Deposit Company of Maryland, and each of their members, and any affiliates, agents, financial advisors, attorneys, accountants, consultants, employees, experts, investment bankers, representatives, and other persons acting, or who have acted, on their behalf.

8. "Zurich Confirmation Objection" means the *Objection and Reservation of Rights of Zurich American Insurance Company and Affiliate to Joint Chapter 11 Plan of Westmoreland Coal Company and [sic] Certain of its Debtor Affiliates* [Docket No. 1434] filed in the Chapter 11 Cases on February 21, 2019.

9. "Zurich Kemmerer Objection" means the *Objection and Reservation of Rights of Zurich American Insurance Company and Affiliate to the Motion of Westmoreland Resource Partners, LP and its Direct and Indirect 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. 1464) filed in the Chapter 11 Cases on February 22, 2019.

### **MATTERS FOR EXAMINATIONS**

1. Communications, negotiations, and discussions between or among Zurich and the WLB Debtors relating to the GAIs or Bonds, or relating to Zurich providing financial assurances for any buyer or potential buyer of any of the Debtors' assets.

2. Communications, negotiations and discussions between or among Zurich and the WMLP Debtors relating to the GAIs or Bonds, or relating to Zurich providing financial assurances for any buyer or potential buyer of any of the Debtors' assets.

3. Communications, negotiations and discussions between or among Zurich and any buyer or potential buyer of any of the Debtors' assets relating to the GAIs or Bonds, or relating to Zurich providing financial assurances for any buyer or potential buyer of any of the Debtors' assets.

4. The GAIs and Bonds, including, without limitation, Zurich's obligations under the GAIs and Bonds.

5. Zurich's understanding of "its treatment or expected or intended involvement in this transaction." Zurich Kemmerer Objection ¶ 1.

6. All facts, data, circumstances, information, reports and/or analyses that have informed and/or continue to inform Zurich's consideration of whether to provide consent "to its treatment or expected or intended involvement in this transaction." Zurich Kemmerer Objection ¶ 1.

7. All facts, data, circumstances, information, reports and/or analyses that Zurich considered when deciding whether to provide consent "to its treatment or expected or intended involvement in this transaction." Zurich Kemmerer Objection ¶ 1.

8. Any plans, processes or procedures for Zurich to perform or otherwise address reclamation or other environmental obligations of any principal of any Bond if the principal of one or more of the Bonds were to default on any obligations it has under environmental laws including, without limitation, the Surface Mining Control and Reclamation Act, the Clean Water Act, or any state analogs to the Surface Mining Control and Reclamation Act or the Clean Water Act.

9. Zurich's decision to file the Zurich Kemmerer Objection.

10. Zurich's decision to file the Zurich Confirmation Objection

**CERTIFICATE OF SERVICE**

I certify that on February 24, 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 C. Corcoran*

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Matthew C. Corcoran