

**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)
)	

**ORDER (I) CONDITIONALLY APPROVING
THE ADEQUACY OF THE WMLP DISCLOSURE STATEMENT,
(II) APPROVING THE SOLICITATION AND NOTICE PROCEDURES
WITH RESPECT TO CONFIRMATION OF THE WMLP PLAN, (III) APPROVING
THE FORM OF VARIOUS BALLOTS AND NOTICES IN CONNECTION
THEREWITH, AND (IV) APPROVING THE SCHEDULING OF CERTAIN
DATES IN CONNECTION WITH CONFIRMATION OF THE WMLP PLAN**

The Court considered the emergency motion (the “Motion”)² of the WMLP debtor³ for entry of an order (this “Order”), (a) conditionally approving the adequacy of the Disclosure Statement With Respect to Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1613] (as may be amended or supplemented and including all exhibits thereto, the “WMLP Disclosure Statement”) for solicitation of votes on the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1612] (as may be amended or supplemented and including all exhibits thereto, the “WMLP Plan”), (b) approving the Combined Hearing Notice, substantially in the form attached as Exhibit 1 hereto, (c) approving the solicitation and notice procedures with respect to

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

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

³ The “WMLP Debtors” consist of the following entities: Westmoreland Resources GP, LLC; Westmoreland Resource Partners, LP; Westmoreland Kemmerer, LLC; Westmoreland Kemmerer Fee Coal Holdings, LLC; Oxford Mining Company, LLC; Harrison Resources, LLC; Oxford Mining Company-Kentucky, LLC; Daron Coal Company, LLC; and Oxford Conesville, LLC.

confirmation of the WMLP Plan, (d) approving the form of ballots and notices in connection therewith, and (e) approving the scheduling of certain dates with respect thereto, all as more fully set forth in the Motion; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The WMLP Debtors provided appropriate notice of the Motion.

The legal and factual bases set forth in the Motion establish cause to grant the relief requested. The relief requested in the Motion is in the best interests of the WMLP Debtors' estates, their creditors, and other parties in interest. It is therefore

ORDERED

1. The WMLP Disclosure Statement is conditionally approved.
2. The WMLP Debtors' request for a Combined Hearing on the approval of the WMLP Disclosure Statement and confirmation of the WMLP Plan, and the following Plan Confirmation Schedule is approved. The Plan Confirmation Schedule as follows is approved:

EVENT	DATE
Voting Record Date	March 15, 2019
Solicitation Commencement	March 18, 2019
Solicitation Deadline	March 20, 2019
Cure Objection Deadline	April 17, 2019
Plan Supplement Date	April 17, 2019
Plan and Disclosure Statement Objection Deadline	April 17, 2019, at 5:00 p.m. (prevailing Central Time)
Voting Deadline	April 17, 2019; 4:00 p.m. (prevailing Central Time)
Deadline to File Voting Report	April 19, 2019, 5:00 p.m. (prevailing Central Time)

EVENT	DATE
Deadline to File Confirmation Brief and/or Omnibus Reply to Any Plan or Disclosure Statement Objection	April 22, 2019
Combined Hearing on Disclosure Statement and Plan	April 24, 2019, at 9:30 a.m. (prevailing Central Time)

The Combined Hearing and Related Matters

3. The Combined Hearing Notice, substantially in the form attached hereto as Exhibit 1, complies with the requirements of Bankruptcy Rules 2002(b), 2002(d), and 3017(d) and is approved. The Combined Hearing Notice, substantially in the form attached hereto as Exhibit 1, shall be filed by the WMLP Debtors and served upon parties all parties to the 2002 List as of the Voting Record Date on or before **March 20, 2019**. The WMLP Debtors shall publish the Combined Hearing Notice not later than **March 25, 2019**, in *USA Today* (National Edition), the *Kemmerer Gazette*, and the *Columbus Dispatch*. The publication of the Combined Hearing Notice, together with the mailing of the Combined Hearing Notice provided for in the Motion, is deemed to be sufficient and appropriate under the circumstances.

4. Pursuant to Bankruptcy Rule 3018(a), **March 15, 2019**, is established as the Voting Record Date for determining which Holders of Claims are entitled to vote on the WMLP Plan and whether Claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the Holder of the Claim.

5. The Plan Objection Deadline is **April 17, 2019, at 5:00 p.m.** (prevailing Central Time). Any objection to the Plan must be filed by the Plan Objection Deadline and must: (a) be in writing; (b) conform to the Bankruptcy Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest; (d) state with particularity the basis and nature of any objection to the Plan; (e) propose a modification to the Plan that would resolve such objection (if applicable); and (f) be filed, contemporaneously with a proof of service, with the

Court and served so that it is actually received by each of the following notice parties by the Plan
 Objection Deadline:

Co-Counsel to the WMLP Debtors	Counsel to WMLP Secured Lenders
<p>JONES DAY Heather Lennox Oliver S. Zeltner 901 Lakeside Avenue Cleveland, Ohio 44114 hlennox@jonesday.com ozeltner@jonesday.com</p> <p>Timothy W. Hoffmann 77 West Wacker Chicago, Illinois 60601 thoffmann@jonesday.com</p> <p>-and-</p> <p>JACKSON WALKER LLP 1401 McKinney Street Houston, TX 77010 Matthew D. Cavanaugh Bruce Ruzinsky Jennifer F. Wertz mcavanaugh@jw.com bruzinsky@jw.com jwertz@jw.com</p>	<p>SCHULTE ROTH & ZABEL LLP David M. Hillman Kristine Manoukian Lucy F. Kweskin 919 Third Avenue New York, New York 10022 David.Hillman@srz.com Kristine.Manoukian@srz.com Lucy.Kweskin@srz.com</p>
Counsel to the Official Committee of Unsecured Creditors	Counsel to the U.S. Trustee
<p>MORRISON & FOERSTER LLP Lorenzo Marinuzzi Todd Goren 250 West 55th Street New York, New York 10019 lmarinuzzi@mofocom tgoren@mofocom</p>	<p>Hector Duran Stephen D. Statham Office of the United States Trustee 515 Rusk, Suite 3516 hector.duran.jr@usdoj.gov Stephen.statham@usdoj.gov</p>

Approval of the Solicitation Procedures and Ballots

6. The Solicitation Procedures, substantially in the form attached as Exhibit 2, are approved in their entirety.

7. The procedures for distributing the Solicitation Packages as set forth in the Motion satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules. The WMLP Debtors shall distribute or cause to be distributed Solicitation Packages to all Entities entitled to vote to accept or reject the Plan on or before the Solicitation Deadline, **March 20, 2019**.

8. The WMLP Debtors are authorized, in consultation with the Creditors' Committee and with the consent of the WMLP Secured Lenders, to make non-substantive or immaterial changes to the WMLP Disclosure Statement, the WMLP Plan, the Solicitation Package, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, and to make conforming changes among the WMLP Disclosure Statement, the WMLP Plan, and related documents (including the appendices thereto) where, in the WMLP Debtors' reasonable discretion, doing so would better facilitate the solicitation process. Subject to the foregoing, the WMLP Debtors are authorized to solicit, receive, and tabulate votes to accept or reject the WMLP Plan in accordance with this Order, without further order of the Court.

9. The WMLP Disclosure Statement, the WMLP Plan, the Combined Hearing Notice, the Ballots, the Presumed to Accept Notice, and the Deemed to Reject Notice provide all parties-in-interest with sufficient notice regarding the settlement, release, exculpation, and injunction provisions contained in the WMLP Plan in compliance with Bankruptcy Rule 3016(c).

10. The Ballot (including the voting instructions), substantially in the form attached as Exhibit 3, is approved.

11. The WMLP Debtors are authorized to accept Ballots via email to the Notice and Solicitation Agent, at WestmorelandVote@donlinrecano.com. The WMLP Debtors, through their Notice and Solicitation Agent, are further authorized to distribute the WMLP Plan, the WMLP Disclosure Statement, and this Order to Holders of Claims entitled to vote on the WMLP Plan in electronic format (i.e. on a CD-ROM or flash drive) and delivered according to their applicable voting instructions by one of the following deadlines, so that the Ballots are *actually received by the Notice and Solicitation Agent no later than the Voting Deadline* at the return address set forth in the applicable Ballot: (a) first class mail, in the return envelope provided with each Ballot; (b) overnight delivery; (c) personal delivery, or (d) via electronic delivery to WestmorelandVote@OnlineRecano.com.

12. The WMLP Debtors shall not be required to solicit votes from the Non-Voting Classes. In lieu of distributing a Solicitation Package to Holders of Claims or Interests in the Non-Voting Classes, the WMLP Debtors shall cause the Combined Hearing Notice and the Presumed to Accept Notice or the Deemed to Reject Notice, as applicable, to be served on such Holders of Claims or Interests that are not entitled to vote. Non-Voting classes will receive notice of how to opt-out (the “Opt-Out Form”) of third party releases contained in Article VII of the Plan through the Combined Hearing Notice.

13. The WMLP Debtors’ rights pursuant to § 1126(e) of the Bankruptcy Code to request that the Court designate any Ballot or Ballots as not being cast in good faith are expressly preserved.

Approval of Certain Notices

14. The Presumed to Accept Notice, substantially in the form attached as Exhibit 4, is approved.

15. The Deemed to Reject Notice, substantially in the form attached as Exhibit 5, is approved.

16. The WMLP Debtors shall cause the Deemed to Reject Notice and the Presumed to Accept Notice to be served as set forth in the Motion.

17. The WMLP Debtors shall cause to be served on counterparties to the WMLP Debtors' Executory Contracts and Unexpired Leases the Combined Hearing Notice as well as the Contract and Lease Notice, substantially in the form attached as Exhibit 6. The deadline for any non-WMLP Debtor party to an Executory Contract or Unexpired Lease to object to the proposed Cure Amount(s) set forth on Schedule 1 to the Contract and Lease Notice shall be **11:59 p.m. (prevailing Central Time) on April 17, 2019** (the "Cure Objection Deadline"). If no objection to the Cure Amount(s) or the proposed assignment and assumption of any Executory Contract or Unexpired Lease is filed by the Cure Objection Deadline, then such party will be deemed to have stipulated that the Cure Amount as determined by the WMLP Debtors is correct and such party will be forever barred, estopped, and enjoined from asserting any additional cure amount under the proposed assigned Executory Contract or Unexpired Lease or from objecting to the proposed assignment and assumption; provided that the foregoing shall not relieve any such counterparty to an Executory Contract or Unexpired Lease of its obligation to file a proof of claim to the extent that its Executory Contract or Unexpired Lease is rejected pursuant to the WMLP Plan.

18. The Opt Out Form, substantially in the form attached as Exhibit 7, is approved.

19. The WMLP Debtors are excused from mailing Solicitation Packages to those Entities to whom the WMLP Debtors caused a notice regarding the Combined Hearing to be mailed and received a notice from the United States Postal Service or other carrier that such notice was undeliverable unless such Entity provides the WMLP Debtors an accurate address not less

than two business days prior to the Solicitation Date. If an Entity has changed its mailing address after the Petition Date, the burden is on such Entity, not the WMLP Debtors, to advise the WMLP Debtors of the new address.

20. The WMLP Debtors are authorized to serve any notices described herein through electronic mail service, which service constitutes adequate notice under the Bankruptcy Rules.

21. Donlin, Recano & Company, Inc. (as the Debtors' "Notice and Solicitation Agent") is authorized to perform all ballot and solicitation services and any services incidental thereto, and shall be entitled to indemnification to the extent provided pursuant to the Services Agreement, dated as of April 12, 2018, between the Debtors (including the WMLP Debtors) and Donlin, Recano & Company, Inc., with respect to any such services rendered in connection with the implementation of this Order.

22. The WMLP Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion without further order of the Court.

23. All time periods in this Order shall be calculated in accordance with Bankruptcy Rule 9006.

24. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

25. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2019.
Houston, Texas

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Combined Hearing Notice

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 (A) DEADLINE TO CAST VOTES TO ACCEPT OR REJECT JOINT CHAPTER 11 PLAN FOR THE WMLP DEBTORS, (B) COMBINED HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT RELATED THERETO, AND (C) RELATED MATTERS AND PROCEDURES

Court Approval of the Disclosure Statement and the Solicitation Procedures

On March [__], 2019, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. __] (the “Disclosure Statement Order”) that conditionally approved the Disclosure Statement with Respect to Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1612] (as may be amended from time to time and including all exhibits and supplements thereto, the “WMLP Disclosure Statement”), as containing adequate information, as required under § 1125(a) of title 11 of the United States Code (the “Bankruptcy Code”), for the purposes of solicitation, and authorized the WMLP Debtors² to solicit votes with regard to the acceptance or rejection of the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1613] (as may be amended from time to time and including all exhibits and supplements thereto, the “WMLP Plan”).³

Voting Record Date

The Voting Record Date for purposes of determining (a) which Holders of Claims are entitled to vote on the WMLP Plan and (b) whether Claims have been properly transferred to an

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² The “WMLP Debtors” consist of the following entities: Westmoreland Resources GP, LLC; Westmoreland Resource Partners, LP; Westmoreland Kemmerer, LLC; Westmoreland Kemmerer Fee Coal Holdings, LLC; Oxford Mining Company, LLC; Harrison Resources, LLC; Oxford Mining Company-Kentucky, LLC; Daron Coal Company, LLC; and Oxford Conesville, LLC.

³ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Disclosure Statement Order, the WMLP Disclosure Statement, or the WMLP Plan, as applicable

assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the Holder of the Claim was March 15, 2019.

Voting Deadline

If you held a Claim against the WMLP Debtors as of the Voting Record Date, and are entitled to vote on the WMLP Plan, you have received a Ballot and voting instructions appropriate for your Claim(s). For your vote to be counted in connection with Confirmation of the WMLP Plan, you must follow the appropriate voting instructions, complete all required information on the Ballot, as applicable, and execute and return the completed Ballot so that it is actually received by the Notice and Solicitation Agent in accordance with the voting instructions by **April 17, 2019, at 4:00 p.m. (prevailing Central Time)** (the “Voting Deadline”). Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote on the WMLP Plan.

Objections to the Final Approval of WMLP Disclosure Statement WMLP Plan

The Court has established **April 17, 2019, at 5:00 p.m. (prevailing Central Time)**, as the deadline for filing and serving objections to the Confirmation of the WMLP Plan (the “Plan Objection Deadline”). Any objection to the WMLP Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest; (d) state with particularity the basis and nature of any objection to the WMLP Plan, (e) propose a modification to the WMLP Plan that would resolve such objection (if applicable); and (f) be filed, contemporaneously with a proof of service, with the Court and served, **so that it is actually received no later than the Plan Objection Deadline**, on Jones Day at 901 Lakeside Avenue, Cleveland, Ohio, 44141, Attn: Heather Lennox and Oliver S. Zeltner, Jones Day at 77 West Wacker, Chicago, Illinois, 60601, and Jackson Walker LLP at 1401 McKinney Suite 1900, Houston, Texas, 77010, Attn.: Matthew D. Cavanaugh (mcavanaugh@jw.com), Bruce J. Ruzinsky (bruzinsky@jw.com), and Jennifer F. Wertz (jwertz@jw.com), and each of the entities on the Master Service List and available on the Court’s website at www.txs.uscourts.gov/bankruptcy.

Combined Hearing

A hearing to approve the adequacy of the WMLP Disclosure Statement and confirm the WMLP Plan (the “Combined Hearing”) will commence on **April 24, 2019, at 9:30 a.m. (prevailing Central Time)**, before the United States Bankruptcy Judge, in the United States Bankruptcy Court for the Southern District of Texas before the Honorable David R. Jones, Chief Judge, at 515 Rusk Street, Houston, Texas 77002. Please be advised that the Combined Hearing may be continued from time-to-time by the Court or the WMLP Debtors without further notice other than by such continuance being announced in open court or by a notice of continuance or reset being filed with the Court and served on parties entitled to notice under Bankruptcy Rule 2002 or otherwise. In accordance with the WMLP Plan, the WMLP Plan may be modified, if necessary, before, during, or as a result of the Combined Hearing without further action by the WMLP Debtors and without further notice to or action, order, or approval of the Court or any other Entity.

Plan Supplement

The WMLP Debtors intend to file a Plan Supplement **on or before April 17, 2019**, that may include, among other things, the list of Executory Contracts and Unexpired Leases to be assumed consistent with Art. IV of the WMLP Plan. The WMLP Debtors do not intend to serve copies of the Plan Supplement on all parties-in-interest in these chapter 11 cases; the Plan Supplement, however, may be obtained from the Notice and Solicitation Agent. In connection with the filing the Plan Supplement, the WMLP Debtors will send a separate notice advising applicable counterparties to Executory Contracts and Unexpired Leases listed in the Plan Supplement that their respective contracts or leases are being assumed, assumed and assigned, or rejected under the Plan, and if assumed or assumed and assigned, the proposed amount of Cure Amount Claims. Any objection by a counterparty to an Executory Contract or Unexpired Lease to a proposed assumption and assignment, or the related amount of the Cure Amount Claim, must be Filed, served, and actually received by the WMLP Debtors (1) **11:59 p.m. (prevailing Central Time) on or before April 17, 2019** (the “Cure Objection Deadline”); and (2) seven days after receiving notice of any amendment, modification or supplement to Exhibit IV.A to the WMLP Plan.

Inquiries

Holders of Claims that are entitled to vote on the WMLP Plan shall receive a Solicitation Package. Further copies of the Solicitation Package may be obtained by (a) accessing the Notice and Solicitation Agent’s website at <http://www.donlinrecano.com/westmoreland>, (b) writing to the Notice and Solicitation Agent at Donlin, Recano & Company, Inc. Re: Westmoreland Coal Company, 6201 15th Avenue, Brooklyn, New York, 11219, (c) calling the Notice and Solicitation Agent’s toll-free information line with respect to the WMLP Debtors at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), and/or (d) visiting the website maintained by the Court at <http://www.txs.uscourts.gov/bankruptcy>.

Release, Exculpation, and Injunction Language in the Plan

Please be advised that Article III.I and Article VII of the WMLP Plan contains the following release, exculpation, and injunction provisions:

RELEASE OF LIENS. EXCEPT AS OTHERWISE PROVIDED IN THIS PLAN OR IN ANY CONTRACT, INSTRUMENT, RELEASE OR OTHER AGREEMENT OR DOCUMENT ENTERED INTO OR DELIVERED IN CONNECTION WITH THIS PLAN, ON THE EFFECTIVE DATE AND CONCURRENTLY WITH THE APPLICABLE DISTRIBUTIONS MADE PURSUANT TO THIS PLAN, ALL LIENS ON THE PROPERTY OF ANY WMLP DEBTORS' ESTATE SHALL BE FULLY RELEASED AND DISCHARGED, AND ALL OF THE RIGHT, TITLE AND INTEREST OF ANY HOLDER OF SUCH LIENS SHALL BE RELEASED AND DISCHARGED UPON SUCH HOLDER RECEIVING ITS DISTRIBUTION IN ACCORDANCE WITH THE TERMS OF THIS PLAN.

RELEASES BY THE WMLP DEBTORS. Pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Effective Date, each Released Party is deemed released and discharged by the WMLP Debtors and their Estates from any and all Claims and Causes of Action, including any derivative claims asserted on behalf of the WMLP Debtors, that the WMLP Debtors or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, a WMLP Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the WMLP Debtors, the WMLP Debtors' capital structure, the assertion or enforcement of rights and remedies against the WMLP Debtors, the WMLP Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a WMLP Debtor and another WMLP Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of this Plan, or the distribution of property under this Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases herein, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that the releases herein are: (i) in exchange for the good and valuable consideration provided by the Released Parties; (ii) a good faith settlement and compromise of the claims released by the releases herein; (iii) in the best interests of the WMLP Debtors and all Holders of Claims and Interests; (iv) fair, equitable and reasonable; (v) given and made after reasonable investigation by the WMLP Debtors and after notice and opportunity for hearing; and (vi) a bar to any of the WMLP Debtors or their Estates asserting any claim released by the releases herein against any of the Released Parties.

RELEASES BY HOLDERS OF CLAIMS AND INTERESTS. As of the Effective Date, except as otherwise provided herein, each Releasing Party is deemed to have released and discharged each WMLP Debtor and Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the WMLP Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the WMLP Debtors, the WMLP Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a WMLP Debtor and another WMLP Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction,

contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of this Plan, or the distribution of property under this Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases herein, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that the releases herein are: (i) in exchange for the good and valuable consideration provided by the Released Parties; (ii) a good faith settlement and compromise of the claims released by the releases herein; (iii) in the best interests of the WMLP Debtors and all Holders of Claims and Interests; (iv) fair, equitable and reasonable; (v) given and made after reasonable investigation and after notice and opportunity for hearing; and (vi) a bar to any of the Releasing Parties asserting any claim released by the releases herein against any of the Released Parties.

EXCULPATION. Except as otherwise specifically provided in this Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to, or arising out of, the Chapter 11 Cases, the Disclosure Statement, this Plan, the Intercompany Settlement, the WMLP Committee Settlement, the Asset Sales or any Dissolution Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement or this Plan, the Intercompany Settlement, the WMLP Committee Settlement, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of this Plan, or the distribution of property under this Plan or any other related agreement, except for claims related to any act or omission that is determined in a Final Order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to this Plan. The Exculpated Parties have, and upon Confirmation of this Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to this Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule or regulation governing the solicitation of acceptances or rejections of this Plan or such distributions made pursuant to this Plan.

Notwithstanding anything herein to the contrary, nothing in the foregoing paragraph shall exculpate any Person or Entity from any liability resulting from any act or omission constituting fraud, willful misconduct, gross negligence, criminal conduct, malpractice, misuse of commercially sensitive confidential information for

competitive purposes that causes damages, or ultra vires acts as determined by a Final Order.

INJUNCTION. Except as otherwise expressly provided in this Plan or for Distributions required to be paid or delivered pursuant to this Plan or the Confirmation Order, all Entities that have held, hold, or may hold Claims or Interests that have been released pursuant to this Plan shall be discharged pursuant to this Plan, or are subject to exculpation pursuant to section VII.F.3 of this Plan, are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the WMLP Debtors, the Released Parties or the Exculpated Parties (to the extent of the exculpation provided pursuant to section VII.F.3 of this Plan with respect to the Exculpated Parties): (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any Lien or encumbrance of any kind against such Entities or the property or the Estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (d) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such Entity has timely asserted such setoff right in a document Filed with the Bankruptcy Court explicitly preserving such setoff, and notwithstanding an indication of a Claim or Interest or otherwise that such Entity asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to this Plan.

EXCLUSIONS. Notwithstanding anything to the contrary in Section VII.F of the Plan or any other provision of the Plan, except as expressly released, discharged or enjoined under the Intercompany Settlement Order or the WMLP Committee Settlement Order, the release, injunction, exculpation and other provisions with similar effect in the Plan: (a) do not release, discharge, exculpate or enjoin any post-Effective Date obligations of any party or Entity under the Plan, any Dissolution Transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; (b) do not affect the rights of Holders of Allowed Claims or Interests to receive Distributions under the Plan; (c) shall exclude (and nothing in the Plan, the Confirmation Order or any document related to the foregoing releases, discharges, exculpates or enjoins), (i) any Claim, Cause of Action and/or obligation arising under the Intercompany Settlement Order or any document, agreement or transaction entered into pursuant thereto (including the WMLP TSA), (ii) any Claim, Cause of Action and/or obligation arising under the WMLP Committee Settlement Order or any document, agreement or transaction entered into pursuant thereto or after the entry of the WMLP Committee Settlement

Order related to obligations thereunder and/or (iii) any Claim, Cause of Action and/or obligation arising after the entry of the Intercompany Settlement Order

YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

Dated:
Houston, TX

Matthew D. Cavanaugh (Bar No. 24062656)
Bruce J. Ruzinsky (Bar No. 17469425)
Jennifer F. Wertz (Bar No. 24072822)
JACKSON WALKER L.L.P.
1401 McKinney Street, Suite 1900
Houston, Texas 77010
Telephone: (713) 752-4200
Facsimile: (713) 752-4221
Email: bruzinsky@jw.com
mcavanaugh@jw.com
jwertz@jw.com

*Co-Counsel to the WMLP Debtors
and Debtors in Possession*

Heather Lennox (admitted *pro hac vice*)
Oliver S. Zeltner (Bar No. 24104000)
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-7111
Facsimile: (216) 579-0212
Email: hlennox@jonesday.com
ozeltner@jonesday.com

-and-

Timothy W. Hoffmann (admitted *pro hac vice*)
JONES DAY
77 West Wacker
Chicago, Illinois 60601
Telephone: (312) 269-4376
Facsimile: (312) 782-8585
Email: thoffman@jonesday.com

*Conflicts Counsel to the WMLP Debtors and Cour
to the Conflicts Committee of the WMGP Board of
Directors*

Exhibit 2

Solicitation Procedures

**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)
)	

SOLICITATION PROCEDURES

On March [], 2019, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. ____] (the “Disclosure Statement Order”) that, among other things: (a) conditionally approved the adequacy of the Disclosure Statement with Respect to Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1612] (as may be amended or supplemented from time to time and including all exhibits and supplements thereto, the “WMLP Disclosure Statement”) filed in support of the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1613] (as may be amended or supplemented from time to time and including all exhibits and supplements thereto, the “WMLP Plan”); and (b) authorized the WMLP Debtors² to solicit acceptances or rejections of the WMLP Plan from Holders of Impaired Claims (as defined herein) who are (or may be) entitled to receive distributions under the WMLP Plan.

Definitions

- A. “Ballot” means the ballots included in the Solicitation Package upon which certain Holders of Impaired Claims entitled to vote shall, among other things, indicate their acceptance or rejection of the WMLP Plan in accordance with the Plan and Solicitation Procedures, and which must be actually received by the WMLP Debtors on or before the Voting Deadline.**
- B. “Court” means the United States Bankruptcy Court for the Southern District of Texas having Notice and Solicitation jurisdiction over the Chapter 11 Cases.**

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

² The “WMLP Debtors” consist of the following entities: Westmoreland Resources GP, LLC; Westmoreland Resource Partners, LP; Westmoreland Kemmerer, LLC; Westmoreland Kemmerer Fee Coal Holdings, LLC; Oxford Mining Company, LLC; Harrison Resources, LLC; Oxford Mining Company-Kentucky, LLC; Daron Coal Company, LLC; and Oxford Conesville, LLC.

- C. “Combined Hearing” means the hearing conducted by the Court pursuant to § 1128(a) of the Bankruptcy Code to consider confirmation of the WMLP Plan and final approval of the adequacy of the WMLP Disclosure Statement, as such hearing may be adjourned or continued from time to time and which currently is scheduled for April 24, 2019 at 9:30 a.m. (prevailing Central Time).
- D. “Combined Hearing Notice” means that certain notice of the Combined Hearing approved by the Court pursuant to the Disclosure Statement Order.
- E. “Deemed to Reject Notice” means the notice that the Holders of Claims or Interests who are deemed to reject the WMLP Plan will receive, in addition to the Combined Hearing Notice, in lieu of a Solicitation Package.
- F. “General Tabulation Procedures” means the procedures set forth herein for the purposes of tabulating votes to accept or reject the Plan.
- G. “Plan Objection Deadline” means April 17, 2019, at 5:00 p.m. (prevailing Central Time), the date set by the Court as the deadline to file and serve objections to the WMLP Plan.
- H. “Presumed to Accept Notice” means the notice of non-voting status that the Holders of Claims who are presumed to accept the WMLP Plan will receive, in addition to the Combined Hearing Notice, in lieu of a Solicitation Package.
- I. “Solicitation Package” consists of the documents identified in Section III.1 of the Solicitation Procedures.
- J. “Solicitation Procedures” means the procedures set forth herein.
- K. “Voting Deadline” means April 17, 2019, at 4:00 p.m. (prevailing Central Time), the date set by the Court as the deadline for receipt of Ballots by the Debtors.

Solicitation Procedures

I. The Voting Record Date.

The Court has approved **March 15, 2019**, as the voting record date (the “Voting Record Date”) for purposes of determining: (a) which Holders of Claims are entitled to vote on the WMLP Plan; and (b) whether Claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the Holder of the Claim.

II. The Voting Deadline.

The Court has approved **April 17, 2019, at 4:00 p.m. (prevailing Central Time)**, as the Voting Deadline for the delivery of Ballots voting to accept or reject the WMLP Plan. To be counted as votes to accept or reject the WMLP Plan, all Ballots must be properly executed,

completed, and delivered to the Noticing and Solicitation Agent³ by using the return envelope provided or by delivery by: (a) first class mail; (b) overnight courier; (c) personal delivery, or (d) via electronic, online transmission through a customized electronic ballot section on the Debtors' restructuring website maintained by Notice and Solicitation Agent, available at <http://www.donlinrecano.com/westmoreland>, so that they are actually received no later than the Voting Deadline. The Ballots will clearly indicate the appropriate return address. Ballots should be sent or hand delivered to the Notice and Solicitation Agent: Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, 6201 15th Avenue, Brooklyn, New York 11219, or submitted electronically to WestmorelandVote@DonlinRecano.com.

III. Solicitation Procedures.

1. *The Solicitation Package*: The Solicitation Package shall contain copies of the following:

- a. the WMLP Disclosure Statement, as approved by the Court (with all exhibits thereto, including the WMLP Plan);
- b. the Solicitation Procedures;
- c. the Combined Hearing Notice;
- d. the Contract and Lease notice (if applicable);
- e. an appropriate Ballot with voting instructions with respect thereto, together with a pre-addressed, postage prepaid return envelope for mailing to the Notice and Solicitation Agent; and
- f. any supplemental documents that the WMLP Debtors may file with the Court or that the Court orders to be made available.

2. *Distribution of the Solicitation Packages*: The Solicitation Package shall be served on the following Entities in the Voting Classes on or before **March 20, 2019**:

- a. all Entities that, on or before the Voting Record Date, have timely filed, or on whose behalf was timely filed, a Proof of Claim (or an untimely Proof of Claim which has been Allowed as timely by the Court under applicable law on or before the Voting Record Date) that (i) has not been expunged, disallowed, disqualified, or suspended prior to the Voting Record Date; (ii) is not disallowed pursuant to the WMLP Plan; and (iii) is not the subject of a pending objection on the Voting Record Date; provided that the Holder of a Claim that is the subject of a pending objection on a "reduce" basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection;

³ No ballots shall be sent to the WMLP Debtors or their counsel or financial advisors, and any ballots so sent shall not be counted in connection with confirmation of WMLP Plan.

- b. Holders of Claims that are listed in the Schedules, with the exception of those Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled Claims that have been superseded by a timely filed Proof of Claim and any scheduled Claim that was paid, expunged, disallowed, or disqualified prior to the Voting Record Date); and
- c. Holders of Claims that arise pursuant to an agreement or settlement with the WMLP Debtors, as reflected in a document filed with the Court, in an order of the Court, or in a document executed by the WMLP Debtors pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed.

The WMLP Debtors will endeavor to the extent possible to make sure that Holders of more than one Claim in a single Voting Class receive no more than one Solicitation Package on account of such Claims.

3. *Distribution of Materials:* The Solicitation Package and the applicable Ballots shall be sent in either paper or electronic form, as applicable, to the Holders entitled to vote to accept or reject the WMLP Plan. Any Holder of a Claim or Interest, including any Holders who are presumed to accept the WMLP Plan or are deemed to reject the WMLP Plan, may request a paper or an electronic copy, as applicable, of the documents (other than Ballots unless such Entity is entitled to receive a Ballot) by (a) accessing the Notice and Solicitation Agent's website at <http://www.donlinrecano.com/westmoreland>, (b) writing to the Notice and Solicitation Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, 6201 15th Avenue, Brooklyn, New York 11219, (c) calling the Notice and Solicitation Agent's toll-free information line with respect to the Debtors at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), and/or (d) visiting the website maintained by the Court at <http://www.txs.uscourts.gov/bankruptcy>. The Office of the United States Trustee for the Southern District of Texas shall be served with the Solicitation Package (other than Ballots unless such Entity is entitled to receive a Ballot). The Disclosure Statement Order and Combined Hearing Notice shall be served on all those persons and entities that have formally requested notice, pursuant to Bankruptcy Rule 2002.

IV. Voting and General Tabulation Procedures.

- 1. Only the following Holders of Claims in the Voting Class shall be entitled to vote with regard to such Claims:
 - a. Holders of Claims who, on or before the Voting Record Date, have timely filed, or on whose behalf was timely filed, a Proof of Claim (or an untimely Proof of Claim which has been Allowed as timely by the Court under applicable law on or before the Voting Record Date) that (i) has not been expunged, disallowed, disqualified, or suspended prior to the Voting Record Date; (ii) is not disallowed pursuant to the WMLP Plan; and (iii) is not the subject of a pending objection on the Voting Record Date;
 - b. Holders of Claims that are listed in the Schedules, with the exception of those Claims that are scheduled as contingent, unliquidated, or disputed (excluding such

scheduled Claims that have been superseded by a timely filed Proof of Claim and any scheduled Claim that was paid, expunged, disallowed, or disqualified prior to the Voting Record Date);

- c. Holders whose Claims arise pursuant to an agreement or settlement with the WMLP Debtors, as reflected in a document filed with the Court, in an order entered by the Court, or in a document executed by the WMLP Debtors pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed; and
- d. the assignee of a timely filed Claim or a Claim listed in the Schedules shall be permitted to vote such Claim only if the transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

2. *Establishing Claim Amounts.* In tabulating votes, the following hierarchy will be used to determine the amount of the Claim associated with each vote.

- a. the amount of the Claim settled and/or agreed upon by the WMLP Debtors, as reflected in a court pleading, stipulation, agreement, or other document filed with the Court, in an order of the Court, or in a document executed by the WMLP Debtors pursuant to authority granted by the Court;
- b. the amount of the Claim contained in a Proof of Claim that has been timely filed by the applicable claims bar date (or deemed timely filed by the Court under applicable law) except for any amounts in such Proofs of Claim asserted on account of any interest accrued after the Petition Date; provided that Ballots cast by (i) any Holder of a Claim who timely files a Proof of Claim in respect of a contingent, unliquidated, or disputed Claim, or in a wholly-unliquidated or unknown amount that is not the subject of an objection, or (b) any counterparty that is a party to an Executory Contract or Unexpired Lease that may be subject to rejection pursuant to the WMLP Plan, will count for satisfying the numerosity requirement of § 1126(c) of the Bankruptcy Code and will, in each case, count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of § 1126(c) of the Bankruptcy Code, and, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be Allowed for voting purposes only in the liquidated amount; provided, further, that to the extent the amount of the Claim contained in the Proof of Claim is different from the amount of the Claim set forth in a document filed with the Court and agreed to by the WMLP Debtors as referenced in the Solicitation Procedures, the amount of the Claim in the document filed with the Court will supersede the amount of the Claim set forth on the respective Proof of Claim;
- c. the Claim amount listed in the Schedules; provided that such Claim is not scheduled as contingent, disputed, or unliquidated and has not been paid; and
- d. in the absence of any of the foregoing, zero.

The amount of the Claim established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the WMLP Debtors are not binding for any purpose, including for purposes of voting and distribution.

3. General Ballot Tabulation. The following voting procedures and standard assumptions will be used in tabulating Ballots:

- a. except as otherwise provided herein or unless waived by the WMLP Debtors or permitted by order of the Court, unless the Ballot being furnished is timely submitted to the Notice and Solicitation Agent on or before the Voting Deadline, the WMLP Debtors may reject such Ballot as invalid and, therefore, decline to count it in connection with Confirmation;
- b. the Notice and Solicitation Agent will: (i) date and time-stamp all Ballots when received; and (ii) retain all original Ballots and an electronic copy of the same for a period of one year after the Effective Date of the WMLP Plan, unless otherwise ordered by the Court;
- c. except with respect to Ballots submitted via electronically to WestmorelandVote@DonlinRecano.com, an original executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the WMLP Debtors, their counsel or financial advisors, through any means, shall not be valid and shall not be counted in connection with confirmation of the WMLP Plan;
- d. the WMLP Debtors shall file a Voting Report with the Court on or before **April 19, 2019, at 5:00 p.m. (prevailing Central Time)**. The Voting Report shall, among other things, delineate every irregular Ballot including those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or necessary information, damaged, or received via facsimile or e-mail, or any other impermissible means. The Voting Report shall indicate the WMLP Debtors' intentions with regard to such irregular Ballots;
- e. the method of delivery of Ballots to the Notice and Solicitation Agent is at the election and risk of each Holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Solicitation Agent actually receives the originally executed Ballot;
- f. unless specifically instructed to do so, Ballots shall only be submitted via electronic, online transmission through a customized electronic ballot section on the WMLP Debtors' restructuring website maintained by Notice and Solicitation Agent, and no Ballot should be sent to the WMLP Debtors, or their counsel or financial advisors and if so sent, will not be counted in connection with the Confirmation of the WMLP Plan;
- g. the WMLP Debtors expressly reserve the right, in consultation with the Creditors' Committee and with the consent of the WMLP Secured Lenders, in accordance

with the WMLP Plan, to make non-substantive or immaterial changes to the WMLP Plan and related documents without further order of the Court (subject to compliance with the requirements of § 1127 of the Bankruptcy Code and the terms of the WMLP Plan regarding modifications). The Bankruptcy Code requires the WMLP Debtors to disseminate additional solicitation materials if the WMLP Debtors make material changes to the terms of the WMLP Plan or if the WMLP Debtors waive a material condition to Plan Confirmation. In that event, the solicitation will be extended to the extent directed by the Court;

- h. if multiple Ballots are received from the same Holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last dated valid Ballot received prior to the Voting Deadline will supersede and revoke any prior dated Ballot;
- i. separate Ballots received from the same Holder of Claims on account of separate Claims shall be counted separately for purposes of determining acceptances or rejections of the WMLP Plan pursuant to § 1126(c) of the Bankruptcy Code; provided that to the extent that a Holder has multiple Claims within the same Class, the WMLP Debtors may, in their discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;
- j. Holders must vote all of their Claims within a particular Class either to accept or reject the WMLP Plan and may not split any such votes. Accordingly, a Ballot that partially rejects and partially accepts the WMLP Plan will not be counted;
- k. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing and, if required or requested by the applicable Holder or its agent, the WMLP Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Holder;
- l. the WMLP Debtors, subject to contrary order of the Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the close of voting, and any such waivers shall be documented in the Voting Report;
- m. neither the WMLP Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- n. unless waived by the WMLP Debtors, or subject to contrary order of the Court, any defects or irregularities in connection with deliveries of Ballots must be cured before the Voting Deadline or such Ballots will not be counted;
- o. in the event a designation for lack of good faith is requested by a party in interest under § 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the WMLP Plan cast with respect to such Claim will be

counted for purposes of determining whether the WMLP Plan has been accepted or rejected by such Claim;

- p. subject to any contrary order of the Court, the WMLP Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the WMLP Debtors would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided that any such rejections shall be documented in the Voting Report;
- q. if a Claim has been estimated or otherwise Allowed for voting purposes by an order of the Court pursuant to Bankruptcy Rule 3018(a), such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only and not for purposes of allowance or distribution;
- r. if an objection to a Claim is filed, such Claim shall be treated in accordance with these Solicitation Procedures and the terms of the WMLP Plan;
- s. the following Ballots shall not be counted in determining the acceptance or rejection of the WMLP Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim; (ii) any Ballot cast by a party that does not hold a Claim in a Class that is entitled to vote on the WMLP Plan; (iii) any unsigned Ballot; (iv) any Ballot not marked to accept or reject the WMLP Plan or any Ballot marked both to accept and reject the WMLP Plan; (v) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures; or (vi) any Ballot submitted to the Debtors or their counsel or financial advisors instead of to the Notice and Solicitation Agent as required herein;
- t. if no Holders of Claims eligible to vote in a particular Class vote to accept or reject the WMLP Plan, the WMLP Plan shall be deemed accepted by the Holders of such Claims in such Class; and
- u. any Class of Claims or Interests that does not have a Holder of an Allowed Claim or Interest or a Claim temporarily Allowed by the Court as of the date of the Combined Hearing shall be deemed eliminated from the WMLP Plan for purposes of voting to accept or reject the WMLP Plan and for purposes of determining acceptance or rejection of the WMLP Plan by such Class pursuant to § 1129(a)(8) of the Bankruptcy Code.

4. *Forms of Notices to Unimpaired Consenting Classes.* Certain Holders of Claims that are not entitled to vote because they are Unimpaired or are otherwise conclusively presumed to accept the WMLP Plan under § 1126(f) of the Bankruptcy Code, will receive only the Combined Hearing Notice, the Presumed to Accept Notice, and the Opt Out Form, substantially in the form annexed hereto as Exhibit 7. The Presumed to Accept Notice, substantially in the form attached to the Disclosure Statement Order as Exhibit 4, will instruct the Holders how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

5. *Forms of Notices to Impaired Rejecting Classes.* Certain Holders of Claims and Interests that are not entitled to vote because they are deemed to reject the WMLP Plan under § 1126(g) of the Bankruptcy Code, will receive only the Combined Hearing Notice, the Deemed to Reject Notice, and the Opt Out Form, substantially in the form annexed hereto as Exhibit 7. The Deemed to Reject Notice, substantially in the form attached to the Disclosure Statement Order as Exhibit 5, will instruct the Holders how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

V. Amendments to the WMLP Plan and the Solicitation Procedures.

The WMLP Debtors further reserve the right, subject to the consent of the Creditors' Committee and the WMLP Secured Lenders to make changes to the WMLP Disclosure Statement, WMLP Plan, the Solicitation Package and related documents without further order of the Court, including changes to correct typographical and grammatical errors and to make conforming changes among the WMLP Disclosure Statement, the WMLP Plan, the Solicitation Package and related documents including the appendices thereto) before their distribution.

VI. Release, Exculpation, and Injunction Language in the WMLP Plan

The release, exculpation, and injunction provisions contained in Article VII of the WMLP Plan are included in the WMLP Disclosure Statement and the Combined Hearing Notice, and the release by Holders of Claims or Interests are included in the Ballots. Entities are advised to carefully review and consider the WMLP Plan, including the release, exculpation, and injunction provisions set forth in Article VII of the WMLP Plan, as their rights may be affected.

Exhibit 3

Form of Creditor Ballot

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)
)	

**BALLOT FOR ACCEPTING OR REJECTING THE
JOINT PLAN OF LIQUIDATION FOR THE WMLP DEBTORS**

CLASS 2 BALLOT FOR WMLP SECURED LENDER CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY APRIL 17, 2019, AT 4:00 P.M.
(CT) (THE “VOTING DEADLINE”)**

The WMLP Debtors² have sent this Ballot to you because our records indicate that you are a Holder of a Class 2 Claim, and accordingly, you have a right to vote to accept or reject the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1613] (as may be amended or supplemented from time to time and including all exhibits or supplements thereto, the “WMLP Plan”).³

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

² The “WMLP Debtors” consist of the following entities: Westmoreland Resources GP, LLC; Westmoreland Resource Partners, LP; Westmoreland Kemmerer, LLC; Westmoreland Kemmerer Fee Coal Holdings, LLC; Oxford Mining Company, LLC; Harrison Resources, LLC; Oxford Mining Company-Kentucky, LLC; Daron Coal Company, LLC; and Oxford Conesville, LLC.

³ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein), or the Order (I) Conditionally Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Plan, (III) Approving the Form of Various Ballots and Notices in Connection Therewith, and (IV) Approving the Scheduling of Certain Dates in Connection with Confirmation of the Plan [Docket No. [•]] (the “Disclosure Statement Order”).

Your rights are described in the Disclosure Statement With Respect to Joint Plan of Liquidation for the WMLP Debtors and all exhibits related thereto [Docket No. 1612] (as may be amended or supplemented from time to time and including all exhibits or supplements thereto, the “WMLP Disclosure Statement”) and the Disclosure Statement Order. The WMLP Disclosure Statement, the WMLP Plan, the Disclosure Statement Order, and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you desire paper copies of the Solicitation Package, or if you need to obtain additional solicitation materials, you may obtain such materials by: (a) accessing the Notice and Solicitation Agent’s website at <http://www.donlinrecano.com/westmoreland>, (b) writing to Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, 6201 15th Avenue, Brooklyn, New York 11219, (c) calling the Notice and Solicitation Agent’s toll-free information line with respect to the Debtors at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International), and/or (d) visiting the website maintained by the Court at <http://www.txs.uscourts.gov/bankruptcy>.

The Court has conditionally approved the WMLP Disclosure Statement as containing adequate information, as required under § 1125 of the Bankruptcy Code. Court approval of the WMLP Disclosure Statement does not indicate approval of the WMLP Plan by the Court. This Ballot may not be used for any purpose other than to vote to accept or reject the WMLP Plan. If you believe you have received this Ballot in error, please contact the Notice and Solicitation Agent at the address or telephone number set forth above.

You should review the WMLP Disclosure Statement and the WMLP Plan before you vote. You may wish to seek legal advice concerning the WMLP Plan and the WMLP Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 2 Claims under the WMLP Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Notice and Solicitation Agent does not receive your Ballot on or before the Voting Deadline, which is **4:00 p.m., prevailing Central Time, on April 17, 2019**, and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Principal Amount of Class 2 Claims.

The undersigned hereby certifies that as of the Voting Record Date, March 15, 2019, the undersigned was the Holder of Class 2 Claim(s) against the Debtors in the following amount (insert amount in box below):

\$ _____

Item 2. Vote on Plan.

The Holder of the Class 2 Claims set forth in Item 1 votes to (please check one):

<u>ACCEPT THE PLAN</u> <input type="checkbox"/>	<u>REJECT THE PLAN</u> <input type="checkbox"/>
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Any Ballot that is executed by the Holder of a Claim but that indicates both an acceptance and a rejection of the WMLP Plan, or does not indicate either an acceptance or rejection of the WMLP Plan, will not be counted.

Item 3. Article VII.F.4.b. of the WMLP Plan provides for the following release by Holders of Claims and Interests:

As of the Effective Date, except as otherwise provided herein, each Releasing Party is deemed to have released and discharged each WMLP Debtor and Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the WMLP Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the WMLP Debtors, the WMLP Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a WMLP Debtor and another WMLP Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of this Plan, or the distribution of property under this Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases herein, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that the releases herein are: (i) in exchange for the good and valuable consideration provided by the Released Parties; (ii) a good faith settlement and compromise of the claims released by the releases herein; (iii) in the best interests of the WMLP Debtors and all Holders of Claims and Interests; (iv) fair, equitable and reasonable; (v) given and made after reasonable investigation and after notice and opportunity for hearing; and (vi) a bar to any of the Releasing Parties asserting any claim released by the releases herein against any of the Released Parties.

**IMPORTANT INFORMATION REGARDING
THE RELEASE BY HOLDERS OF CLAIMS AND INTERESTS:**

IF YOU VOTE TO **ACCEPT** THE WMLP PLAN OR ARE **PRESUMED TO ACCEPT** THE PLAN, YOU ARE AUTOMATICALLY DEEMED TO CONSENT TO THE RELEASE, UNLESS YOU CHECK THE BOX BELOW TO REJECT THE RELEASES BY HOLDERS OF CLAIMS AND INTERESTS INCLUDED IN ARTICLE VII.F OF THE WMLP PLAN AND SUBMIT THIS BALLOT AS SET FORTH HEREIN.

IF YOU DO NOT CHECK THE BOX BELOW TO REJECT THE RELEASES BY HOLDERS OF CLAIMS AND INTERESTS INCLUDED IN ARTICLE VII.F OF THE WMLP PLAN AND SUBMIT THIS BALLOT AS SET FORTH HEREIN, AND EITHER (I) ABSTAIN FROM VOTING ON THE PLAN, (II) VOTE TO REJECT THIS PLAN; OR (III) ARE DEEMED TO REJECT THE WMLP PLAN, YOU ARE DEEMED TO HAVE CONSENTED TO THE RELEASES.

The Holder of the Class 2 WMLP Secured Lender Claim set forth in Item 1 elects to:

Reject the Release by Holders of Claims and Interests Provision Included in Article VII.F.4.b of the WMLP Plan.

Item 4. Certifications.

By signing this Ballot, the undersigned certifies to the Court and the WMLP Debtors:

1. that either: (a) the Entity is the Holder of the Class 2 Claim(s) being voted; or (b) the Entity is an authorized signatory for an Entity that is a Holder of the Class 2 Claim(s) being voted;
2. that the Entity has received a copy of the WMLP Disclosure Statement, the WMLP Plan, and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the Entity has cast the same vote with respect to all Class 2 Claims;
4. that no other Ballots with respect to the amount of the Class 2 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;
5. that the Entity acknowledges that a vote to accept the WMLP Plan constitutes an acceptance of the treatment of such Entity's Class 2 Claim(s);
6. that the Entity understands and agrees with the treatment provided for its Claim(s) under the WMLP Plan;
7. that the Entity acknowledges and understands that (a) if no Holders of Claims eligible to vote in a particular Class vote to accept or reject the WMLP Plan, the WMLP Plan shall be deemed accepted by the Holders of such Claims in such Class;

and (b) any Class of Claims that does not have a Holder of an Allowed Claim or a Claim temporarily allowed by the Court as of the date of the Combined Hearing shall be deemed eliminated from the WMLP Plan for purposes of voting to accept or reject the WMLP Plan and for purposes of determining acceptance or rejection of the WMLP Plan by such Class pursuant to § 1129(a)(8) of the Bankruptcy Code; and

8. that the Entity acknowledges and agrees that the WMLP Debtors may make conforming changes to the WMLP Plan as may be reasonably necessary; provided that the WMLP Debtors will not re-solicit acceptances or rejections of the WMLP Plan in the event of such conforming changes.

Name of Holder: _____
(Please print or type)

Social Security Number or Federal Tax
Identification Number _____

Signature: _____

Name of Signatory: _____
(If other than Holder)

Title: _____

Address: _____

Dated Completed: _____

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT
PROMPTLY IN THE RETURN ENVELOPE OR ELECTRONIC SUBMISSION
REQUIREMENTS PROVIDED HEREIN TO THE NOTICE AND
SOLICITATION AGENT.**

**YOUR BALLOT MUST BE RECEIVED BY THE VOTING DEADLINE, WHICH
IS 4:00 P.M., PREVAILING CENTRAL TIME, ON APRIL 17, 2019.**

Westmoreland Coal Company, LLC Ballot Processing
c/o Donlin Recano
6201 15th Avenue
Brooklyn, NY 11219

To submit your Ballot electronically, please send to
WestmorelandVote@DonlinRecano.com

The Notice and Solicitation Agent's email address is the sole manner in which Ballots will be accepted via electronic transmission. Ballots submitted by facsimile or other means of electronic transmission will not be counted.

Creditors who cast a Ballot electronically should NOT also submit a paper Ballot.

INSTRUCTIONS FOR COMPLETING BALLOTS

- The WMLP Debtors are soliciting the votes of Holders of Claims with respect to the WMLP Plan attached to the WMLP Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “Ballot Instructions”), but not otherwise defined therein or herein shall have the meaning set forth in the WMLP Plan, the WMLP Disclosure Statement, or the Disclosure Statement Order, as applicable, copies of which also accompany the Ballot.
- The Court may confirm the WMLP Plan and thereby bind you by the terms of the WMLP Plan. Please review the WMLP Disclosure Statement for more information.
- To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the WMLP Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope to the Notice and Solicitation Agent. Do not return the Ballot to the WMLP Debtors, or their counsel or financial advisors. The Voting Deadline for the receipt of Ballots by the WMLP Debtors is **4:00 p.m., prevailing Central Time, April 17, 2019**. Your completed Ballot must be received by the Notice and Solicitation Agent on or before the Voting Deadline in order to be counted for confirmation of the WMLP Plan.
- You must vote all of your Claims within a particular Class either to accept or reject the WMLP Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the WMLP Plan will not be counted. Further, if a Holder has multiple Claims within the same Class, the WMLP Debtors may, in their discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes.
- If a Ballot is received after the Voting Deadline, it will not be counted unless the WMLP Debtors determine otherwise. The method of delivery of Ballots to the Notice and Solicitation Agent is at the election and risk of each Holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Solicitation Agent actually receives the originally executed Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Notice and Solicitation Agent by facsimile or e-mail shall not be valid.
- If the Notice and Solicitation Agent receives multiple Ballots from the same Holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
- The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the WMLP Plan. Accordingly, at this time, Holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and the Notice and Solicitation Agent will not accept delivery of any such certificates or instruments surrendered together with a Ballot.

- This Ballot does not constitute, and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
- Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the WMLP Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
- If you hold Claims in more than one Class under the WMLP Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you received to the Notice and Solicitation Agent.
- The following Ballots shall not be counted in determining the acceptance or rejection of the WMLP Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim; (ii) any Ballot cast by a party that does not hold a Claim in a Class that is entitled to vote on the WMLP Plan; (iii) any unsigned Ballot; (iv) any Ballot not marked to accept or reject the WMLP Plan or any Ballot marked both to accept and reject the WMLP Plan; (v) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures; or (vi) any Ballot submitted to the Debtors or their counsel or financial advisors instead of to the Notice and Solicitation Agent as required herein.
- If you believe you have received the wrong Ballot, you should the Notice and Solicitation Agent in accordance with the instructions above.

PLEASE MAIL YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE AND SOLICITATION AGENT.

Exhibit 4

Presumed to Accept Notice

**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)
)	

**NON-VOTING STATUS NOTICE
WITH RESPECT TO UNIMPAIRED CLASSES PRESUMED
TO ACCEPT THE JOINT PLAN OF LIQUIDATION FOR THE WMLP DEBTORS**

PLEASE TAKE NOTICE THAT on March [__], 2019, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. __] (the “Disclosure Statement Order”) that, among other things: (a) conditionally approved the Disclosure Statement with Respect to Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1612] (as may be amended or supplemented from time to time and including all exhibits and supplements thereto, the “WMLP Disclosure Statement”) as containing adequate information, as required under § 1125(a) of title 11 of the United States Code (the “Bankruptcy Code”); and (b) authorized the WMLP Debtors² to solicit votes with regard to the acceptance or rejection of the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1613] (as may be amended or supplemented from time to time and including all exhibits and supplements thereto, the “WMLP Plan”).³

PLEASE TAKE FURTHER NOTICE THAT the WMLP Disclosure Statement, Disclosure Statement Order, the WMLP Plan, and other documents and materials included in the Solicitation Package may be obtained by (a) accessing the Notice and Solicitation Agent’s website at <http://www.donlinrecano.com/westmoreland>, (b) writing to the Notice and Solicitation Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, 6201 15th Avenue, Brooklyn, New York 11219, (c) calling the Notice and Solicitation Agent’s toll-free information line with respect to the WMLP Debtors at (800) 499-8519 (U.S. and Canada) or (212) 771-1128

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

² The “WMLP Debtors” consist of the following entities: Westmoreland Resources GP, LLC; Westmoreland Resource Partners, LP; Westmoreland Kemmerer, LLC; Westmoreland Kemmerer Fee Coal Holdings, LLC; Oxford Mining Company, LLC; Harrison Resources, LLC; Oxford Mining Company-Kentucky, LLC; Daron Coal Company, LLC; and Oxford Conesville, LLC.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the WMLP Plan, the WMLP Disclosure Statement, or Disclosure Statement Order, as applicable.

(International), and/or (d) visiting the website maintained by the Court at <http://www.txs.uscourts.gov/bankruptcy>.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because, pursuant to the terms of Article II of the WMLP Plan and the applicable provisions of the Bankruptcy Code, your Claim(s) against the WMLP Debtors are Unimpaired and, therefore, pursuant to § 1126(f) of the Bankruptcy Code, you are conclusively presumed to have accepted the WMLP Plan and are, therefore, not entitled to vote on the WMLP Plan. Accordingly, this notice and the Combined Hearing Notice are being sent to you for informational purposes only.

PLEASE TAKE FURTHER NOTICE THAT if you have any questions about the status of any of your Claim(s), you should contact the WMLP Debtors in accordance with the instructions provided above.

Dated:
Houston, TX

Matthew D. Cavanaugh (Bar No. 24062656)
Bruce J. Ruzinsky (Bar No. 17469425)
Jennifer F. Wertz (Bar No. 24072822)
JACKSON WALKER L.L.P.
1401 McKinney Street, Suite 1900
Houston, Texas 77010
Telephone: (713) 752-4200
Facsimile: (713) 752-4221
Email: bruzinsky@jw.com
mcavanaugh@jw.com
jwertz@jw.com

Heather Lennox (admitted *pro hac vice*)
Oliver S. Zeltner (Bar No. 24104000)
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-7111
Facsimile: (216) 579-0212
Email: hlennox@jonesday.com
ozeltner@jonesday.com

*Co-Counsel to the WMLP Debtors
and Debtors in Possession*

-and-
Timothy W. Hoffmann (admitted *pro hac vice*)
JONES DAY
77 West Wacker
Chicago, Illinois 60601
Telephone: (312) 269-4376
Facsimile: (312) 782-8585
Email: thoffman@jonesday.com

*Conflicts Counsel to the WMLP Debtors and Cour.
to the Conflicts Committee of the WMGP Board of
Directors*

Exhibit 5

Deemed to Reject Notice

**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)
)	

**NON-VOTING STATUS NOTICE
WITH RESPECT TO IMPAIRED CLASSES DEEMED TO REJECT
THE JOINT PLAN OF LIQUIDATION FOR THE WMLP DEBTORS**

PLEASE TAKE NOTICE THAT on March [__], 2019, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. __] (the “Disclosure Statement Order”) that, among other things: (a) conditionally approved the Disclosure Statement with Respect to Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1612] (as may be amended or supplemented from time to time and including all exhibits and supplements thereto, the “WMLP Disclosure Statement”) as containing adequate information, as required under § 1125(a) of title 11 of the United States Code (the “Bankruptcy Code”); and (b) authorized the WMLP Debtors² to solicit votes with regard to the acceptance or rejection of the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1613] (as may be amended or supplemented from time to time and including all exhibits and supplements thereto, the “WMLP Plan”).³

PLEASE TAKE FURTHER NOTICE THAT the WMLP Disclosure Statement, Disclosure Statement Order, the WMLP Plan, and other documents and materials included in the Solicitation Package may be obtained by (a) accessing the Notice and Solicitation Agent’s website at <http://www.donlinrecano.com/westmoreland>, (b) writing to the Notice and Solicitation Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, 6201 15th Avenue, Brooklyn, New York 11219, (c) calling the Notice and Solicitation Agent’s toll-free information line with respect to the WMLP Debtors at (800) 499-8519 (U.S. and Canada) or (212) 771-1128

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

² The “WMLP Debtors” consist of the following entities: Westmoreland Resources GP, LLC; Westmoreland Resource Partners, LP; Westmoreland Kemmerer, LLC; Westmoreland Kemmerer Fee Coal Holdings, LLC; Oxford Mining Company, LLC; Harrison Resources, LLC; Oxford Mining Company-Kentucky, LLC; Daron Coal Company, LLC; and Oxford Conesville, LLC.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the WMLP Plan, the WMLP Disclosure Statement, or Disclosure Statement Order, as applicable.

(International), and/or (d) visiting the website maintained by the Court at <http://www.txs.uscourts.gov/bankruptcy>.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because, under the terms of Article II of the WMLP Plan your Claim(s) against the WMLP Debtors are Impaired and you will receive no distribution on account of such Claim(s) under the WMLP Plan. Accordingly, pursuant to § 1126(g) of the Bankruptcy Code, you are deemed to have rejected the WMLP Plan and are, therefore, not entitled to vote on the WMLP Plan. Accordingly, this notice and the Combined Hearing Notice are being sent to you for informational purposes only.

PLEASE TAKE FURTHER NOTICE THAT if you have any questions about the status of any of your Claim(s), you should contact the WMLP Debtors in accordance with the instructions provided above.

Dated:
Houston, TX

Matthew D. Cavanaugh (Bar No. 24062656)
Bruce J. Ruzinsky (Bar No. 17469425)
Jennifer F. Wertz (Bar No. 24072822)
JACKSON WALKER L.L.P.
1401 McKinney Street, Suite 1900
Houston, Texas 77010
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Facsimile: (713) 752-4221
Email: bruzinsky@jw.com
mcavanaugh@jw.com
jwertz@jw.com

Heather Lennox (admitted *pro hac vice*)
Oliver S. Zeltner (Bar No. 24104000)
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-7111
Facsimile: (216) 579-0212
Email: hlennox@jonesday.com
ozeltner@jonesday.com

*Co-Counsel to the WMLP Debtors
and Debtors in Possession*

-and-
Timothy W. Hoffmann (admitted *pro hac vice*)
JONES DAY
77 West Wacker
Chicago, Illinois 60601
Telephone: (312) 269-4376
Facsimile: (312) 782-8585
Email: thoffman@jonesday.com

*Conflicts Counsel to the WMLP Debtors and Cour.
to the Conflicts Committee of the WMGP Board of
Directors*

Exhibit 6

Contract and Lease Notice

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 TO CONTRACT COUNTERPARTIES OF
POSSIBLE REJECTION, ASSUMPTION, OR ASSUMPTION AND
ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

**YOU ARE RECEIVING THIS NOTICE BECAUSE YOU OR ONE OF YOUR
AFFILIATES IS A COUNTERPARTY TO AN EXECUTORY CONTRACT OR
UNEXPIRED LEASE WITH THE WMLP DEBTORS.**

PLEASE TAKE NOTICE THAT on March [], 2019, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No.] (the “Disclosure Statement Order”) that, among other things: (a) conditionally approved the Disclosure Statement with Respect to Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1612] (as may be amended or supplemented from time to time and including all exhibits and supplements thereto, the “WMLP Disclosure Statement”) as containing adequate information, as required under § 1125(a) of title 11 of the United States Code (the “Bankruptcy Code”); and (b) authorized the WMLP Debtors² to solicit votes with regard to the acceptance or rejection of the Joint Plan of Liquidation for the WMLP Debtors [Docket No. 1613] (as may be amended or supplemented from time to time and including all exhibits and supplements thereto, the “WMLP Plan”).³

PLEASE TAKE FURTHER NOTICE that the hearing to approve the adequacy of the WMLP Disclosure Statement and confirm the WMLP Plan (the “Combined Hearing”) will commence on **April 24, 2019, at 9:30 a.m. (prevailing Central Time)**.

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

² The “WMLP Debtors” consist of the following entities: Westmoreland Resources GP, LLC; Westmoreland Resource Partners, LP; Westmoreland Kemmerer, LLC; Westmoreland Kemmerer Fee Coal Holdings, LLC; Oxford Mining Company, LLC; Harrison Resources, LLC; Oxford Mining Company-Kentucky, LLC; Daron Coal Company, LLC; and Oxford Conesville, LLC.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the WMLP Plan, the WMLP Disclosure Statement, or Disclosure Statement Order, as applicable.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because you are a party to a contract or lease with the WMLP Debtors that may be an Executory Contract or Unexpired Lease. Your rights may be affected by the WMLP Plan. Enclosed with this notice is the Confirmation Hearing Notice.

PLEASE TAKE FURTHER NOTICE that **your status as a counterparty to an Executory Contract or an Unexpired Lease, in and of itself, does not entitle you to vote to accept or reject the WMLP Plan at this time.** Accordingly, this notice and the Confirmation Hearing Notice are being sent to you for informational purposes only. If you are entitled to vote, you will receive a Ballot and voting instructions.

PLEASE TAKE FURTHER NOTICE that on the Effective Date, except as otherwise provided in the WMLP Plan, each of the WMLP Debtors' Executory Contracts and Unexpired Leases not previously assumed or rejected pursuant to an order of the Bankruptcy Court shall be deemed rejected as of the Effective Date in accordance with the provisions and requirements of §§ 365 and 1123 of the Bankruptcy Code, except for any Executory Contract or Unexpired Lease (1) identified on a Plan Supplement as an Executory Contract or Unexpired Lease designated for assumption and assignment to the Liquidation Trust, (2) that is the subject of a separate motion or notice to assume or reject Filed by a WMLP Debtor and pending as of the Confirmation Hearing or (3) that previously expired or terminated pursuant to its own terms. Except as otherwise agreed to by the WMLP Debtors and the counterparty to an Executory Contract or Unexpired Lease, unless otherwise assumed by the WMLP Debtors and assigned to the Liquidation Trust, any Executory Contract or Unexpired Lease that remains, as of the Effective Date, the subject of a pending notice of proposed or potential assumption and assignment issued in connection with any Asset Sale shall be deemed rejected as of such date to the extent not assumed and assigned to the applicable purchaser in connection with such Asset Sale. The WMLP Debtors will file a Plan Supplement on or before **April 17, 2019**, identifying such Executory Contracts and Unexpired Leases that the WMLP Debtors may assume and assign, and proposed Cure Amounts.

PLEASE TAKE FURTHER NOTICE that if you object to the proposed assumption or assumption and assignment or disagree with the proposed Cure Amount, you must file an objection with the Bankruptcy Court and serve it **no later than 11:59 p.m. (prevailing Central Time) on April 17, 2019** (the "Cure Objection Deadline"), on the following parties: (i) Jones Day, 901 Lakeside Avenue, Cleveland, Ohio, 44114, Attn: Heather Lennox and Oliver S. Zeltner, and Jones Day, 77 West Wacker, Chicago, Illinois, 60601; (ii) Jackson Walker LLP, 1401 McKinney Street, Suite 1900, Houston, Texas 77010, Attn.: Matthew D. Cavanaugh, Bruce J. Ruzinsky, and Jennifer F. Wertz; and (iii) each of the entities listed on the Master Service List (available on the Notice and Solicitation Agent's website at <http://www.donlinrecano.com/westmoreland> or the Court's website at <http://www.txs.uscourts.gov/bankruptcy>).

PLEASE TAKE FURTHER NOTICE any objection by a counterparty to an Executory Contract or Unexpired Lease to a proposed assumption and assignment or the related amount of the Cure Amount Claim must be filed, served and actually received by the WMLP Debtors on the later of: (1) **the Cure Objection Deadline**; or (2) seven days after receiving notice of any amendment, modification or supplement to Exhibit IV.A to the WMLP Plan. Any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption

and assignment or Cure Amount Claim will be deemed to have assented to such assumption and assignment or Cure Amount Claim.

PLEASE TAKE FURTHER NOTICE THAT payment of the Allowed Cure Amount Claim upon the assumption and assignment of any Executory Contract or Unexpired Lease pursuant to the WMLP Plan shall result in the full release and satisfaction of any Claims or defaults, whether monetary or nonmonetary, including defaults of provisions restricting the change in control or ownership interest composition or other bankruptcy-related defaults, under such Executory Contract or Unexpired Lease occurring at any time prior to the effective date of the assumption and assignment. Any proofs of claim filed with respect to an Executory Contract or Unexpired Lease that has been assumed and assigned and with respect to which the Allowed Cure Amount Claim has been paid shall be deemed disallowed and expunged without further notice, action, order or approval of the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that except as otherwise previously approved by an order of the Bankruptcy Court, confirmation of the WMLP Plan through entry of the Confirmation Order by the Bankruptcy Court shall constitute an order, pursuant to §§ 365(a) and 1123 of the Bankruptcy Code, approving the assumptions and assignments and the rejections of such Executory Contracts and Unexpired Leases. Unless otherwise indicated in the WMLP Plan, such assumptions and assignments, and rejections, of Executory Contracts and Unexpired Leases pursuant to the WMLP Plan shall be effective as of the Effective Date of the WMLP Plan. Each Executory Contract or Unexpired Lease assumed pursuant to the WMLP Plan or by Bankruptcy Court order and not assigned to a third party on or before the Effective Date of the WMLP Plan shall vest in and be fully enforceable by the Liquidation Trust in accordance with its terms, except as such terms may have been modified by the provisions of the WMLP Plan or any order of the Bankruptcy Court authorizing its assumption pursuant to § 365 of the Bankruptcy Code; provided that if an assignment is pending as of the Effective Date, the Liquidation Trustee shall be authorized to take any and all actions necessary to implement such assignment.

PLEASE TAKE FURTHER NOTICE if the WMLP Debtors reject an Executory Contract(s) or Unexpired Lease(s) to which you are a counterparty, you may be entitled to an unsecured claim for which a Proof of Claim must be filed. Proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, if any, must be filed with the Bankruptcy Court within thirty (30) calendar days after the date of entry of an order of the Bankruptcy Court (including the Confirmation Order) approving such rejection. Any Claims arising from the rejection of an Executory Contract or Unexpired Lease not Filed within such time will be automatically disallowed, forever barred from assertion, and shall not be enforceable against the WMLP Debtors, their Estates, or property of the foregoing parties without the need for any objection by the Debtors or the Liquidating Trustee, as applicable, or further notice to, or action, order, or approval of the Bankruptcy Court. Claims arising from the rejection of the WMLP Debtors' Executory Contracts or Unexpired Leases shall be classified as General Unsecured Claims and shall be treated in accordance with Article II of the WMLP Plan, as applicable.

PLEASE TAKE FURTHER NOTICE that if you are a holder of a Claim in a Voting Class as of the Voting Record Date, you shall receive a Solicitation Package in accordance with the Solicitation Procedures. The Plan Supplement, the WMLP Disclosure Statement, the Disclosure Statement Order, the WMLP Plan, and any documents and materials included in the

Solicitation Package may be obtained by contacting Donlin, Recano & Company (“DRC”), the notice and solicitation agent retained by the Debtors in these chapter 11 cases, by: (a) accessing the Notice and Solicitation Agent’s website at <http://www.donlinrecano.com/westmoreland>, (b) writing to the Notice and Solicitation Agent at Donlin, Recano & Company, Inc., Re: Westmoreland Coal Company, 6201 15th Avenue, Brooklyn, New York 11219, or (c) calling the Notice and Solicitation Agent’s toll-free information line with respect to the Debtors at (800) 499-8519 (U.S. and Canada) or (212) 771-1128 (International). You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.txs.uscourts.gov/bankruptcy>.

PLEASE REVIEW THE WMLP PLAN, THE WMLP DISCLOSURE STATEMENT, AND THE PLAN SUPPLEMENT FOR DETAILS REGARDING THE POSSIBLE ASSUMPTION, ASSUMPTION AND ASSIGNMENT, AND REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES.

YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE WMLP PLAN AND THE WMLP PLAN’S TREATMENT OF YOUR EXECUTORY CONTRACT OR UNEXPIRED LEASE.

IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, PLEASE CONTACT THE WMLP DEBTORS’ NOTICE AND SOLICITATION AGENT AT THE ABOVE INSTRUCTIONS.

Dated:
Houston, TX

Matthew D. Cavanaugh (Bar No. 24062656)
Bruce J. Ruzinsky (Bar No. 17469425)
Jennifer F. Wertz (Bar No. 24072822)
JACKSON WALKER L.L.P.
1401 McKinney Street, Suite 1900
Houston, Texas 77010
Telephone: (713) 752-4200
Facsimile: (713) 752-4221
Email: bruzinsky@jw.com
mcavanaugh@jw.com
jwertz@jw.com

*Co-Counsel to the WMLP Debtors
and Debtors in Possession*

Heather Lennox (admitted *pro hac vice*)
Oliver S. Zeltner (Bar No. 24104000)
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-7111
Facsimile: (216) 579-0212
Email: hlennox@jonesday.com
ozeltner@jonesday.com

-and-

Timothy W. Hoffmann (admitted *pro hac vice*)
JONES DAY
77 West Wacker
Chicago, Illinois 60601
Telephone: (312) 269-4376
Facsimile: (312) 782-8585
Email: thoffman@jonesday.com

*Conflicts Counsel to the WMLP Debtors and Cour
to the Conflicts Committee of the WMGP Board of
Directors*

Schedule 1

Schedule of Contracts and Leases and Proposed Cure Amounts

Name of WMPL Debtor	Name of Counterparty	Description of Executory Contract or Unexpired Lease	Cure Amount
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Exhibit 7
(Opt Out Form)

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)	
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**Opt-Out Form for Holders of Claims in
Non-Voting Classes Presumed to Accept or Deemed to Reject the WMLP Plan**

You are receiving this opt out form (the “Opt Out Form”) because you are a holder of a Claim or Interest that is not entitled to vote on the *Joint Plan of Liquidation for the WMLP Debtors*² (the “WMLP Plan”). You may choose to opt out of the releases as set forth in Article VII.F of the WMLP Plan.

Item 1. Important Information Regarding the Release By Holders of Claims and Interests.

IF YOU VOTE TO **ACCEPT** THE WMLP PLAN OR ARE **PRESUMED TO ACCEPT** THE PLAN, YOU ARE AUTOMATICALLY DEEMED TO CONSENT TO THE RELEASE, UNLESS YOU CHECK THE BOX BELOW TO REJECT THE RELEASES BY HOLDERS OF CLAIMS AND INTERESTS INCLUDED IN ARTICLE VII.F OF THE WMLP PLAN AND SUBMIT THIS BALLOT AS SET FORTH HEREIN.

IF YOU DO NOT CHECK THE BOX BELOW TO REJECT THE RELEASES BY HOLDERS OF CLAIMS AND INTERESTS INCLUDED IN ARTICLE VII.F.4.b OF THE WMLP PLAN AND SUBMIT THIS BALLOT AS SET FORTH HEREIN, AND EITHER (I) ABSTAIN FROM VOTING ON THE PLAN, (II) VOTE TO REJECT THIS PLAN; OR (III) ARE DEEMED TO REJECT THE WMLP PLAN, YOU ARE DEEMED TO HAVE CONSENTED TO THE RELEASES.

The Holder of the Class [Type of Claim] Claim set forth in Item 1 elects to:

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

² The “WMLP Debtors” consist of the following entities: Westmoreland Resources GP, LLC; Westmoreland Resource Partners, LP; Westmoreland Kemmerer, LLC; Westmoreland Kemmerer Fee Coal Holdings, LLC; Oxford Mining Company, LLC; Harrison Resources, LLC; Oxford Mining Company-Kentucky, LLC; Daron Coal Company, LLC; and Oxford Conesville, LLC

- Reject the Release by Holders of Claims and Interests Provision Included in Article VII.F.4.b of the WMLP Plan.

Article VII.F.4.b. of the WMLP Plan provides for the following release by Holders of Claims and Interests: As of the Effective Date, except as otherwise provided herein, each Releasing Party is deemed to have released and discharged each WMLP Debtor and Released Party from any and all Claims and Causes of Action, whether known or unknown, including any derivative claims asserted on behalf of the WMLP Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the WMLP Debtors, the WMLP Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among a WMLP Debtor and another WMLP Debtor, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the Plan, the Asset Sales, or any Dissolution Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the Plan, the Asset Sales, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of this Plan, or the distribution of property under this Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for any claims related to any act or omission that is determined in a Final Order to have constituted actual fraud, willful misconduct or gross negligence.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases herein, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that the releases herein are: (i) in exchange for the good and valuable consideration provided by the Released Parties; (ii) a good faith settlement and compromise of the claims released by the releases herein; (iii) in the best interests of the WMLP Debtors and all Holders of Claims and Interests; (iv) fair, equitable and reasonable; (v) given and made after reasonable investigation and after notice and opportunity for hearing; and (vi) a bar to any of the Releasing Parties asserting any claim released by the releases herein against any of the Released Parties.

Item 2: Certifications.

By signing this Opt Out Form, the undersigned certifies to the Court and the WMLP Debtors:

1. that either: (a) the Entity is the Holder of a Claim or Interest; or (ii) the Entity is an authorized signatory for the Entity that is a holder of the Claim or interest;
2. that the Entity (or in the case of an authorized signatory, the holder) has received a copy of the *Presumed to Accept Notice or Deemed to Reject Notice*, as applicable, and that this Opt Out Form is made pursuant to the terms and conditions set forth therein;

3. that the Entity has submitted the same respective election concerning the releases with respect to all Claims and Interests; and
4. no other Opt Out Form has been submitted or, if any other Opt Out Forms had been submitted with respect to such Claim and Interests, then any such earlier Opt Out Forms are hereby revoked.

Name of Holder: _____ (Print or Type)
Signature: _____
Name of signatory: _____
Title: _____
Address: _____ _____ _____
Telephone number: _____
Email: _____
Date completed: _____

IF YOU HAVE MADE THE OPTIONAL OPT-OUT ELECTION, PLEASE COMPLETE, SIGN AND DATE THIS OPT-OUT FORM AND RETURN IT PROMPTLY BY ONLY ONE OF THE FOLLOWING METHODS:

1. Mail via first class mail, overnight courier, or hand delivery to:

**Donlin, Recano & Company, Inc.
Re: Westmoreland Coal Company, et al.,
6201 15th Avenue, Brooklyn, New York 11219**

2. Via electronic mail service to:

WestmorelandVote@donlinrecano.com

With a reference to “Westmoreland Opt-out Form” in the subject line.

THE VOTING DEADLINE IS APRIL 17, 2019, AT 4:00 P.M. , PREVAILING CENTRAL TIME. THE NOTICE AND CLAIMS AGENT MUST *ACTUALLY RECEIVE* YOUR OPT-OUT ELECTION ON OR BEFORE THE VOTING DEADLINE IF YOU WISH TO OPT OUT.