

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

In re:

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

Chapter 11

Case No. 18-35672 (DRJ)

(Jointly Administered)

**THE WMLP DEBTORS' WITNESS AND EXHIBIT  
LIST FOR THE JUNE 5, 2019 HEARING**

Westmoreland Resource Partners, LP ("WMLP"), Westmoreland Resources GP, LLC ("WMGP") and WMLP's direct and indirect subsidiaries (collectively with WMLP and WMGP, the "WMLP Debtors"), as debtors and debtors in possession in the above-captioned cases, file their Witness and Exhibit List for the hearing to be held on June 5, 2019 at 1:00 p.m. (prevailing Central Time) (the "Hearing") as follows:

**WITNESSES**

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

1. Gerald A. Tywoniuk, Acting Chief Executive Officer and Acting Secretary of WMLP and its direct and indirect subsidiaries;
2. Keith E. Alessi, Chief Executive Officer, Kemmerer Operations, LLC and Kemmerer Holdings, LLC;

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<sup>1</sup> Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent in these chapter 11 cases at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland). Westmoreland Coal Company's service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

3. Tyler Cowan, Managing Director, Lazard Frères & Co. LLC, as fact and expert witness;
4. Jung W. Song, Senior Managing Director, Donlin, Recano & Company, Inc.;
5. Robert A. Campagna, Managing Director and Co-Head of the Eastern Region Restructuring Practice, Alvarez & Marsal North America, LLC, as fact and expert witness; and
6. The WMLP Debtors reserve the right to call any other witness designated by another party, any witness used for impeachment, and any witness necessary to lay the foundation for admission of exhibits.

**EXHIBITS**

The WMLP Debtors reserve the right to introduce into evidence the following exhibits at the Hearing:

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
1.	<i>Declaration and Expert Report of Tyler Cowan in Support of the Expedited Motion of Westmoreland Resource Partners, LP and its Subsidiaries for Entry of an Order (I) Approving the Sale of the Kemmerer Mine and Certain Other Assets Free and Clear of Substantially All Liens, Claims, Encumbrances and Interests Pursuant to a Credit Bid from Secured Lenders, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith and (III) Granting Related Relief (Docket No. 1918)</i>						
2.	<i>Declaration and Expert Report of Robert A. Campagna in Support of Confirmation of the Amended Joint Plan of Liquidation of Westmoreland Resource Partners, LP and Certain of its Debtor Affiliates (Docket No. 1919)</i>						
3.	<i>Declaration of Jung W. Song Regarding Tabulation of Ballots and Opt-Out Forms Respecting the Amended Joint Plan of Liquidation for the WMLP Debtors which will be filed on June 4, 2019 (See Docket No. 1880)</i>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
4.	<i>Declaration of Gerald A. Tywoniuk in Support of (A) Approval of the Kemmerer Credit Bid Sale, (B) Approval of the New WMLP Committee Settlement, (C) Approval of the Oxford Settlement, (D) Confirmation of the WMLP Plan, (E) Further Extending Exclusivity and (F) Motion for Final Decree (Docket No. 1917)</i>						
5.	<i>Declaration of Keith E. Alessi in Support of the Sale of the Kemmerer Mine and Certain Other Assets to Kemmerer Operations, LLC (Docket No. [ ])</i>						
6.	<i>Affidavit of Donlin, Recano &amp; Company, Inc. Regarding Service of Solicitation Packages with Respect to Amended Disclosure Statement with Respect to Joint Plan of Liquidation for the WMLP Debtors without its exhibits (Docket No. 1647)</i>						
7.	<i>Declaration of Gerald A. Tywoniuk in Support of the Debtors' Emergency Motion for Entry of an Order Authorizing and Approving Intercompany Settlement Term Sheet (Docket No. 1435)</i>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
8.	<p><i>Supplemental Declaration and Expert Report of Tyler Cowan in Support of the Expedited Motion of Westmoreland Resource Partners, LP and its Subsidiaries for Entry of (I) an Order (A) Establishing Bidding and Sale Procedures with Respect to the Sale of the Kemmerer Mine and Substantially all Assets Related Thereto, (B) Authorizing the Entry into a Stalking Horse Agreement and the Provision of Stalking Horse Protections, (C) Scheduling an Auction and Sale Hearing and Approving the Form and Manner of Notice Thereof and (D) Granting Related Relief; and (II) an Order Approving the Sale of Such Assets and Granting Related Relief (Docket No. 1424)</i></p>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
9.	<p><i>Declaration of Gerald A. Tywoniuk in Support of the Expedited Motion of Westmoreland Resource Partners, LP and its Subsidiaries for Entry of (I) an Order (A) Establishing Bidding and Sale Procedures with Respect to the Sale of the Kemmerer Mine and Substantially all Assets Related Thereto, (B) Authorizing the Entry into a Stalking Horse Agreement and the Provision of Stalking Horse Protections, (C) Scheduling an Auction and Sale Hearing and Approving the Form and Manner of Notice Thereof and (D) Granting Related Relief; and (II) an Order Approving the Sale of Such Assets and Granting Related Relief (Docket No. 1130)</i></p>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
10.	<i>Declaration and Expert Report of Tyler Cowan in Support of the Expedited Motion of Westmoreland Resource Partners, LP and its Subsidiaries for Entry of (I) an Order (A) Establishing Bidding and Sale Procedures with Respect to the Sale of the Kemmerer Mine and Substantially all Assets Related Thereto, (B) Authorizing the Entry into a Stalking Horse Agreement and the Provision of Stalking Horse Protections, (C) Scheduling an Auction and Sale Hearing and Approving the Form and Manner of Notice Thereof and (D) Granting Related Relief; and (II) an Order Approving the Sale of Such Assets and Granting Related Relief (Docket No. 1126)</i>						
11.	<i>Declaration of Jeffrey S. Stein, Chief Restructuring Officer of Westmoreland Coal Company, in Support of Chapter 11 Petitions and First Day Pleadings without its exhibit (Docket No. 54)</i>						
12.	<i>Amended Joint Plan of Liquidation for the WMLP Debtors (Docket No. [ ])</i>						
13.	<i>Emergency Motion of the WMLP Debtors for Entry of Final Decree Closing the WMLP Debtors' Chapter 11 Cases (Docket No. 1916)</i>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
14.	<i>Emergency Joint Motion of Westmoreland Coal Company, Westmoreland Resource Partners, LP, the Oxford Entities and CCU Coal and Construction, LLC for Entry of an Order Authorizing and Approving the Settlement of Claims Asserted in Adversary Proceeding Number 19-03354 (Docket No. 1914)</i>						
15.	<i>Expedited Motion of the WMLP Debtors for Entry of an Order Authorizing and Approving the New WMLP Committee Settlement and all its exhibits (Docket No. 1901)</i>						
16.	<i>Expedited Motion of Westmoreland Resource Partners, LP and its Subsidiaries for Entry of an Order (I) Approving the Sale of the Kemmerer Mine and Certain Other Assets Free and Clear of Substantially All Liens, Claims, Encumbrances and Interests Pursuant to a Credit Bid From Secured Lenders, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection therewith and (III) Granting Related Relief and all its exhibits (Docket No. 1863)</i>						



<b>No</b>	<b>Description</b>	<b>Mark</b>	<b>Offer</b>	<b>Object</b>	<b>Admit</b>	<b>W/D</b>	<b>Disposition After Trial</b>
<b>17.</b>	<i>WMLP Debtors' Motion to Further Extend the Exclusivity Periods for the WMLP Debtors to File a Chapter 11 Plan and Solicit Acceptances Thereof (Docket No. 1839)</i>						
<b>18.</b>	<i>Amended Disclosure Statement with Respect to Joint Plan of Liquidation for the WMLP Debtors (Docket No. 1617)</i>						
<b>19.</b>	<i>Joint Plan of Liquidation for the WMLP Debtors (Docket No. 1612)</i>						
<b>20.</b>	<i>Order Authorizing and Approving Intercompany Settlement Term Sheet (Docket No. 1548)</i>						
<b>21.</b>	<i>Order Authorizing and Approving the Settlement Term Sheet between the WMLP Debtors, the MLP Secured Lenders, and the Committee (Docket No. 1545)</i>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
22.	<i>Order Approving Joint Expedited Motion of the WLB Debtors and the WMLP Debtors for Entry of an Order (I) Approving the Sale of (A) Substantially All of the Assets of Oxford Mining Company, LLC, and Certain of Its Subsidiaries and (B) the Buckingham Mine (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith and (III) Granting Related Relief, Including Approval of the Related Sale Process (Docket No. 1289)</i>						
23.	The Oxford APA and Schedules 2.1(b)(vi) and 5.8 thereto						
24.	Transcript of February 4, 2019 Hearing (Morning)						
25.	Transcript of February 4, 2019 Hearing (Afternoon)						
26.	Transcript of February 28, 2019 Hearing						
27.	Transcript of March 21, 2019 Hearing						
28.	Transcript of March 25, 2019 Hearing						
29.	Transcript of March 26, 2019 Hearing						
30.	Transcript of April 30, 2019 Hearing						
31.	Any other document or pleading filed in the above captioned main cases cited herein						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
32.	Any exhibit necessary for impeachment and/or rebuttal purposes						
33.	Any exhibit identified or offered by any other party						

**RESERVATION OF RIGHTS**

The WMLP Debtors reserve (a) the right to amend and/or supplement this Witness and Exhibit List at any time prior to the Hearing and (b) the right to use additional exhibits for purposes of rebuttal or impeachment and to further supplement the foregoing Witness and Exhibit List as appropriate. The WMLP Debtors also reserve the right to rely upon and use as evidence (a) exhibits included on the exhibit lists of any other parties in interest and (b) any pleading, hearing transcript, or other document filed with the Court in the above-captioned matter.

Dated: June 3, 2019  
Houston, Texas

/s/ Matthew D. Cavanaugh

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](mailto:bruzinsky@jw.com)  
[mcavanaugh@jw.com](mailto:mcavanaugh@jw.com)  
[jwertz@jw.com](mailto: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](mailto:hlennox@jonesday.com)  
Email: [ozeltner@jonesday.com](mailto:ozeltner@jonesday.com)

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](mailto:thoffman@jonesday.com)

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

James H.M. Sprayregen, P.C.  
Michael B. Slade (Bar No. 24013521)  
Gregory F. Pesce (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL  
LLP**  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: [james.sprayregen@kirkland.com](mailto:james.sprayregen@kirkland.com)  
Email: [michael.slade@kirkland.com](mailto:michael.slade@kirkland.com)  
Email: [gregory.presce@kirkland.com](mailto:gregory.presce@kirkland.com)  
-- and --

Edward O. Sassower, P.C.  
Stephen E. Hessler, P.C. (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL  
LLP**  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: [edwardsassower@kirkland.com](mailto:edwardsassower@kirkland.com)  
Email: [stephen.hessler@kirkland.com](mailto:stephen.hessler@kirkland.com)

Anna G. Rotman, P.C. (Bar No. 24046761)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL  
LLP**  
609 Main Street  
Houston, Texas 77002  
Telephone: (713) 836-3600  
Email: [anna.rotman@kirkland.com](mailto:anna.rotman@kirkland.com)

*Counsel for the WMLP Debtors  
and Debtors in Possession*

**Certificate of Service**

I certify that on June 3, 2019, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh