

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:

Westmoreland Coal Company, et al.,¹

Debtors.

Chapter 11

Case No. 18-35672 (DRJ)

(Jointly Administered)

**JONES DAY'S WITNESS AND EXHIBIT
LIST FOR THE SEPTEMBER 30, 2019 HEARING**

Jones Day files its Witness and Exhibit List for the hearing to be held on September 30, 2019 at 2:30 p.m. (prevailing Central Time) (the "Hearing") as follows:

WITNESSES

Jones Day may call the following witnesses at the Hearing in connection with the *Third Interim and Final Application of Jones Day, as Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and Its Subsidiaries, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period*

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.

October 9, 2018 Through June 21, 2019 (Docket No. 2158) (as modified by the Application Supplement,² the "Application"):

1. Heather Lennox, Partner at Jones Day, as fact and expert witness;
2. Gregory Kennedy, Senior Vice President at Pimco (by deposition); and
3. Jones Day reserves 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

Jones Day reserves the right to introduce into evidence the following exhibits at the Hearing in connection with the Application:

² "Application Supplement" means the *Supplement of Additional Expenses to the Third Interim and Final Application of Jones Day, as Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and Its Subsidiaries, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period October 9, 2018 Through June 21, 2019* (Docket No. 2223).

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
1.	<i>Application of the WMLP Debtors and the Conflicts Committee of the Westmoreland Resources GP, LLC Board of Directors, Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Code, for an Order Authorizing the Retention and Employment of Jones Day as Counsel for the Conflicts Committee of the Westmoreland Resources GP, LLC Board of Directors and As Conflicts Counsel for Westmoreland Resource Partners, LP and Its Subsidiaries, Effective as of the Petition Date and all of its exhibits (Docket No. 214)</i>						
2.	<i>First Supplemental Declaration of Heather Lennox in Support of the Application of the WMLP Debtors and the Conflicts Committee of the Westmoreland Resources GP, LLC Board of Directors, Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Code, for an Order Authorizing the Retention and Employment of Jones Day as Counsel for the Conflicts Committee of the Westmoreland Resources GP, LLC Board of Directors and as Conflicts Counsel for Westmoreland Resources Partners, LP and its Subsidiaries, Effective as of the Petition Date (Docket No. 834)</i>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
3.	<p><i>Second Supplemental Declaration of Heather Lennox in Further Support of the Application of the WMLP Debtors and the Conflicts Committee of the Westmoreland Resources GP, LLC Board of Directors, Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Code, for an Order Authorizing the Retention and Employment of Jones Day as Counsel for the Conflicts Committee of the Westmoreland Resources GP, LLC Board of Directors and as Conflicts Counsel for Westmoreland Resources Partners, LP and its Subsidiaries, Effective as of the Petition Date and all its exhibits (Docket No. 1113)</i></p>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
4.	<p><i>Third Supplemental Declaration of Heather Lennox in Further Support of the Application of the WMLP Debtors and the Conflicts Committee of the Westmoreland Resources GP, LLC Board of Directors, Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Code, for an Order Authorizing the Retention and Employment of Jones Day as Counsel for the Conflicts Committee of the Westmoreland Resources GP, LLC Board of Directors and as Conflicts Counsel for Westmoreland Resources Partners, LP and its Subsidiaries, Effective as of the Petition Date and all its exhibits (Docket No. 1836)</i></p>						
5.	<p><i>Order, Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Jones Day as Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and As Conflicts Counsel for Westmoreland Resource Partners, LP and Its Subsidiaries, Effective as of the Petition Date (Docket No. 490)</i></p>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
6.	<i>Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (Docket No. 495)</i>						
7.	<i>Final Order (I) Authorizing the MLP Debtors to Use Cash Collateral Pursuant to 11 U.S.C. § 363 (II) Granting Certain Protections to Prepetition Lenders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 507, (III) Modifying the Automatic Stay and (IV) Granting Related Relief (Docket No. 521) as amended by stipulation entered by the Bankruptcy Court on December 22, 2018 (Docket No. 877) and on January 15, 2019 (Docket No. 1042)</i>						
8.	<i>Order Authorizing and Approving the Settlement Term Sheet between the WMLP Debtors, the MLP Secured Lenders, and the Committee (Docket No. 1545)</i>						
9.	<i>Order Authorizing and Approving Intercompany Settlement Term Sheet (Docket No. 1548)</i>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
10.	<i>Order Authorizing and Approving (I) the Settlement Agreement By and Among the WLB Debtors, the WLB Purchaser, the WMLP Liquidation Trust (as Successor to the WMLP Debtors), the Kemmerer Purchaser, the United Mine Workers of America and the Other Parties Thereto, and (II) the Opt-Out Procedures in Connection Therewith (Docket No. 2305)</i>						
11.	<i>First Interim Application of Jones Day, as Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and Its Subsidiaries, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period October 9, 2018 Through December 31, 2018 and all its exhibits (Docket No. 1582)</i>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
12.	<i>Order Granting First Interim Application of Jones Day as Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and Its Subsidiaries, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period October 9, 2018 Through December 31, 2018 (Docket No. 1737)</i>						
13.	<i>Second Interim Application of Jones Day, as Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and Its Subsidiaries, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period January 1, 2019 Through March 31, 2019 and all its exhibits (Docket No. 1837)</i>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
14.	<i>Order Granting Second Interim Application of Jones Day as Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and Its Subsidiaries, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period January 1, 2019 Through March 31, 2019 (Docket No. 2022)</i>						
15.	<i>Third Interim and Final Application of Jones Day, as Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and Its Subsidiaries, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period October 9, 2018 Through June 21, 2019 and all its exhibits (Docket No. 2158)</i>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
16.	<i>Supplement of Additional Expenses to the Third Interim and Final Application of Jones Day, as Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and Its Subsidiaries, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period October 9, 2018 Through June 21, 2019 and its exhibit (Docket No. 2223)</i>						
17.	<i>Monthly Statement of Services Rendered and Expenses Incurred by Jones Day, Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and its Subsidiaries, for the Period October 9, 2018 through October 31, 2018 and all its exhibits (Docket No. 564)</i>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
18.	<i>Monthly Statement of Services Rendered and Expenses Incurred by Jones Day, Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and its Subsidiaries, for the Period November 1, 2018 through November 30, 2018 and all its exhibits (Docket No. 871)</i>						
19.	<i>Monthly Statement of Services Rendered and Expenses Incurred by Jones Day, Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and its Subsidiaries, for the Period December 1, 2018 through December 31, 2018 and all its exhibits (Docket No. 1132)</i>						
20.	<i>Monthly Statement of Services Rendered and Expenses Incurred by Jones Day, Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and its Subsidiaries, for the Period January 1, 2019 through January 31, 2019 and all its exhibits (Docket No. 1554)</i>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
21.	<i>Monthly Statement of Services Rendered and Expenses Incurred by Jones Day, Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and its Subsidiaries, for the Period February 1, 2019 through February 28, 2019 and all its exhibits (Docket No. 1633)</i>						
22.	<i>Monthly Statement of Services Rendered and Expenses Incurred by Jones Day, Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and its Subsidiaries, for the Period March 1, 2019 through March 31, 2019 and all its exhibits (Docket No. 1772)</i>						
23.	<i>Monthly Statement of Services Rendered and Expenses Incurred by Jones Day, Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and its Subsidiaries, for the Period April 1, 2019 through April 30, 2019 and all its exhibits (Docket No. 1856)</i>						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
24.	<i>Monthly Statement of Services Rendered and Expenses Incurred by Jones Day, Counsel for the Conflicts Committee of the Board of Directors of Westmoreland Resources GP, LLC and Conflicts Counsel for Westmoreland Resource Partners, LP and its Subsidiaries, for the Period May 1, 2019 through May 31, 2019 and all its exhibits (Docket No. 2062)</i>						
25.	<i>Monthly Statement Of Services Rendered And Expenses Incurred By Jones Day, Counsel For The Conflicts Committee Of The Board Of Directors Of Westmoreland Resources GP, LLC And Conflicts Counsel For Westmoreland Resource Partners, LP And Its Subsidiaries, For The Period June 1, 2019 Through June 21, 2019 and all its exhibits (Docket No. 2157)</i>						
26.	October 6, 2018 E-Mail attaching 2018 Budget and Staffing Plan (JD00001-03)						
27.	November 9, 2018 E-mail attaching Weekly Cash Flow and Weekly Budget Forecast (JD00004-09)						
28.	Transcript of February 4, 2019 Hearing (Morning)						
29.	Transcript of February 28, 2019 Hearing						
30.	Transcript of June 5, 2019 Hearing						

No	Description	Mark	Offer	Object	Admit	W/D	Disposition After Trial
31.	March 8, 2019 Schulte Roth & Zabel LLP Invoice						
32.	April 18, 2019 Schulte Roth & Zabel LLP Invoice						
33.	May 16, 2019 Schulte Roth & Zabel LLP Invoice						
34.	June 7, 2019 Schulte Roth & Zabel LLP Invoice						
35.	Any other document or pleading filed in the above captioned main cases cited herein						
36.	Any exhibit necessary for impeachment and/or rebuttal purposes						
37.	Any exhibit identified or offered by any other party						

RESERVATION OF RIGHTS

Jones Day reserves (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. Jones Day also reserves 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: September 26, 2019
Houston, Texas

Respectfully submitted,

/s/ Matthew C. Corcoran

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

Certificate of Service

I certify that on September 26, 2019, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew C. Corcoran
Matthew C. Corcoran