

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u> |                                                                                                                                                                                                                                           |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                  |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                                                         | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                         |                                                                     |                                                             |                                                             |  |
| <b>1a</b> Name of plan<br><u>BASIN RESOURCES INC RETIREMENT PLAN FOR NON-BARGAINING EMPLOYEES</u>                                                                                                                                                                      | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>06/01/1991</u></td> </tr> </table>                        | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>001</u>                                                  | <b>1c</b> Effective date of plan<br><u>06/01/1991</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                                               | <u>001</u>                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                             |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>06/01/1991</u>                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br><u>BASIN RESOURCES INC WESTMORELAND COAL COMPANY</u><br><br><u>2 N CASCADE AVE FL 2</u><br><u>COLORADO SPRINGS, CO 80903-1620</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>74-1959458</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number<br/><u>719-442-2600</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>212110</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>74-1959458</u> | <b>2c</b> Sponsor's telephone number<br><u>719-442-2600</u> | <b>2d</b> Business code (see instructions)<br><u>212110</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>74-1959458</u>                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>719-442-2600</u>                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>212110</u>                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|                  |                                                   |            |                                                              |
|------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 10/05/2011 | MARY HAUCK                                                   |
|                  | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)  
v.092307.1

**3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")

BASIN RESOURCES INC WESTMORELAND COAL COMPANY

2 N CASCADE AVE FL 2  
COLORADO SPRINGS, CO 80903-1620**3b** Administrator's EIN

74-1959458

**3c** Administrator's telephone number

719-442-2600

**4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

54

**6** Number of participants as of the end of the plan year (welfare plans complete only lines **6a**, **6b**, **6c**, and **6d**).**a** Active participants.....**6a**

0

**b** Retired or separated participants receiving benefits.....**6b**

11

**c** Other retired or separated participants entitled to future benefits.....**6c**

40

**d** Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

51

**e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

2

**f** Total. Add lines **6d** and **6e**.....**6f**

53

**g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g****h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

0

**7** Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1G 3H 1I

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)

- (1) ☒ Insurance
- (2) ☐ Code section 412(e)(3) insurance contracts
- (3) ☒ Trust
- (4) ☐ General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)

- (1) ☒ Insurance
- (2) ☐ Code section 412(e)(3) insurance contracts
- (3) ☒ Trust
- (4) ☐ General assets of the sponsor

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

- (1) ☐ **H** (Financial Information)
- (2) ☒ **I** (Financial Information – Small Plan)
- (3) ☒ **A** (Insurance Information)
- (4) ☐ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

|                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                           |                                                                                           |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE A</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Insurance Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b><br><br>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2). | OMB No. 1210-0110<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                                 |                                                             |     |
|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----|
| For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010                      |                                                             |     |
| <b>A</b> Name of plan<br>BASIN RESOURCES INC RETIREMENT PLAN FOR NON-BARGAINING EMPLOYEES                       | <b>B</b> Three-digit plan number (PN) ▶                     | 001 |
|                                                                                                                 |                                                             |     |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500.<br>BASIN RESOURCES INC WESTMORELAND COAL COMPANY | <b>D</b> Employer Identification Number (EIN)<br>74-1959458 |     |

|               |                                                                                                                                                                                                                                                     |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information Concerning Insurance Contract Coverage, Fees, and Commissions</b> Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**1** Coverage Information:

(a) Name of insurance carrier  
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

| (b) EIN    | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year |            |
|------------|---------------|---------------------------------------|-----------------------------------------------------------------------------|-------------------------|------------|
|            |               |                                       |                                                                             | (f) From                | (g) To     |
| 06-1050034 | 93629         | 017368                                | 53                                                                          | 01/01/2010              | 12/31/2010 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

|                                      |                               |
|--------------------------------------|-------------------------------|
| (a) Total amount of commissions paid | (b) Total amount of fees paid |
| 0                                    | 0                             |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

**Part II Investment and Annuity Contract Information**

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

|                                                                                                        |          |         |
|--------------------------------------------------------------------------------------------------------|----------|---------|
| <b>4</b> Current value of plan's interest under this contract in the general account at year end ..... | <b>4</b> |         |
| <b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....   | <b>5</b> | 1090828 |

**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶

|                                                                                                                                                                                                                |           |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>b</b> Premiums paid to carrier .....                                                                                                                                                                        | <b>6b</b> |  |
| <b>c</b> Premiums due but unpaid at the end of the year .....                                                                                                                                                  | <b>6c</b> |  |
| <b>d</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. ....<br>Specify nature of costs ▶ | <b>6d</b> |  |

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity  
(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee  
(3) ☐ guaranteed investment (4) ☐ other ▶

|                                                                                             |              |  |
|---------------------------------------------------------------------------------------------|--------------|--|
| <b>b</b> Balance at the end of the previous year .....                                      | <b>7b</b>    |  |
| <b>c</b> Additions: (1) Contributions deposited during the year .....                       | <b>7c(1)</b> |  |
| (2) Dividends and credits .....                                                             | <b>7c(2)</b> |  |
| (3) Interest credited during the year .....                                                 | <b>7c(3)</b> |  |
| (4) Transferred from separate account .....                                                 | <b>7c(4)</b> |  |
| (5) Other (specify below) .....                                                             | <b>7c(5)</b> |  |
| ▶                                                                                           |              |  |
| (6) Total additions .....                                                                   | <b>7c(6)</b> |  |
| <b>d</b> Total of balance and additions (add <b>b</b> and <b>c(6)</b> ) .....               | <b>7d</b>    |  |
| <b>e</b> Deductions:                                                                        |              |  |
| (1) Disbursed from fund to pay benefits or purchase annuities during year .....             | <b>7e(1)</b> |  |
| (2) Administration charge made by carrier .....                                             | <b>7e(2)</b> |  |
| (3) Transferred to separate account .....                                                   | <b>7e(3)</b> |  |
| (4) Other (specify below) .....                                                             | <b>7e(4)</b> |  |
| ▶                                                                                           |              |  |
| (5) Total deductions .....                                                                  | <b>7e(5)</b> |  |
| <b>f</b> Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) ..... | <b>7f</b>    |  |

**Part III Welfare Benefit Contract Information**

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)     
 **b** ☐ Dental     
 **c** ☐ Vision     
 **d** ☐ Life insurance  
**e** ☐ Temporary disability (accident and sickness)     
 **f** ☐ Long-term disability     
 **g** ☐ Supplemental unemployment     
 **h** ☐ Prescription drug  
**i** ☐ Stop loss (large deductible)     
 **j** ☐ HMO contract     
 **k** ☐ PPO contract     
 **l** ☐ Indemnity contract  
**m** ☐ Other (specify) ▶

**9** Experience-rated contracts:

|                                                                                                                                                   |                 |                 |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|--|
| <b>a</b> Premiums: (1) Amount received.....                                                                                                       | <b>9a(1)</b>    |                 |  |
| (2) Increase (decrease) in amount due but unpaid.....                                                                                             | <b>9a(2)</b>    |                 |  |
| (3) Increase (decrease) in unearned premium reserve.....                                                                                          | <b>9a(3)</b>    |                 |  |
| (4) Earned ((1) + (2) - (3)).....                                                                                                                 |                 | <b>9a(4)</b>    |  |
| <b>b</b> Benefit charges (1) Claims paid.....                                                                                                     | <b>9b(1)</b>    |                 |  |
| (2) Increase (decrease) in claim reserves.....                                                                                                    | <b>9b(2)</b>    |                 |  |
| (3) Incurred claims (add (1) and (2)).....                                                                                                        |                 | <b>9b(3)</b>    |  |
| (4) Claims charged.....                                                                                                                           |                 | <b>9b(4)</b>    |  |
| <b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --                                                                     |                 |                 |  |
| (A) Commissions.....                                                                                                                              | <b>9c(1)(A)</b> |                 |  |
| (B) Administrative service or other fees.....                                                                                                     | <b>9c(1)(B)</b> |                 |  |
| (C) Other specific acquisition costs.....                                                                                                         | <b>9c(1)(C)</b> |                 |  |
| (D) Other expenses.....                                                                                                                           | <b>9c(1)(D)</b> |                 |  |
| (E) Taxes.....                                                                                                                                    | <b>9c(1)(E)</b> |                 |  |
| (F) Charges for risks or other contingencies.....                                                                                                 | <b>9c(1)(F)</b> |                 |  |
| (G) Other retention charges.....                                                                                                                  | <b>9c(1)(G)</b> |                 |  |
| (H) Total retention.....                                                                                                                          |                 | <b>9c(1)(H)</b> |  |
| (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)..... |                 | <b>9c(2)</b>    |  |
| <b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....                                |                 | <b>9d(1)</b>    |  |
| (2) Claim reserves.....                                                                                                                           |                 | <b>9d(2)</b>    |  |
| (3) Other reserves.....                                                                                                                           |                 | <b>9d(3)</b>    |  |
| <b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....                                                 |                 | <b>9e</b>       |  |

**10** Nonexperience-rated contracts:

|                                                                                                                                                                                                                                 |            |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier.....                                                                                                                                                            | <b>10a</b> |  |
| <b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. .... | <b>10b</b> |  |

Specify nature of costs ▶

**Part IV Provision of Information**

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ..... ☐ Yes ☐ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection</b> |
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>BASIN RESOURCES INC RETIREMENT PLAN FOR NON-BARGAINING EMPLOYEES</u>                                          | <b>B</b> Three-digit plan number (PN) ▶ <u>001</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><u>BASIN RESOURCES INC WESTMORELAND COAL COMPANY</u>          | <b>D</b> Employer Identification Number (EIN)<br><u>74-1959458</u>                                                                                      |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input checked="" type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input type="checkbox"/> More than 500 |

|                                                                                                                                                                                                       |                                                             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>Part I</b>                                                                                                                                                                                         | <b>Basic Information</b>                                    |
| <b>1</b> Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>                                                                                                                     |                                                             |
| <b>2</b> Assets:                                                                                                                                                                                      |                                                             |
| <b>a</b> Market value .....                                                                                                                                                                           | <b>2a</b> <u>1107251</u>                                    |
| <b>b</b> Actuarial value .....                                                                                                                                                                        | <b>2b</b> <u>1154151</u>                                    |
| <b>3</b> Funding target/participant count breakdown                                                                                                                                                   |                                                             |
|                                                                                                                                                                                                       | <b>(1) Number of participants</b> <b>(2) Funding Target</b> |
| <b>a</b> For retired participants and beneficiaries receiving payment .....                                                                                                                           | <b>3a</b> <u>10</u> <u>374844</u>                           |
| <b>b</b> For terminated vested participants .....                                                                                                                                                     | <b>3b</b> <u>44</u> <u>1050335</u>                          |
| <b>c</b> For active participants:                                                                                                                                                                     |                                                             |
| <b>(1)</b> Non-vested benefits .....                                                                                                                                                                  | <b>3c(1)</b> <u>0</u>                                       |
| <b>(2)</b> Vested benefits .....                                                                                                                                                                      | <b>3c(2)</b> <u>0</u>                                       |
| <b>(3)</b> Total active .....                                                                                                                                                                         | <b>3c(3)</b> <u>0</u>                                       |
| <b>d</b> Total .....                                                                                                                                                                                  | <b>3d</b> <u>54</u> <u>1425179</u>                          |
| <b>4</b> If the plan is at-risk, check the box and complete items (a) and (b) .....                                                                                                                   | <input type="checkbox"/>                                    |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                             | <b>4a</b>                                                   |
| <b>b</b> Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor ..... | <b>4b</b>                                                   |
| <b>5</b> Effective interest rate .....                                                                                                                                                                | <b>5</b> <u>6.67</u> %                                      |
| <b>6</b> Target normal cost .....                                                                                                                                                                     | <b>6</b> <u>6000</u>                                        |

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

|                                                              |                                        |
|--------------------------------------------------------------|----------------------------------------|
| <b>SIGN HERE</b>                                             | <u>09/30/2011</u>                      |
| Signature of actuary                                         | Date                                   |
| <u>ALEXANDER E. KIRIMOV</u>                                  | <u>11-05454</u>                        |
| Type or print name of actuary                                | Most recent enrollment number          |
| <u>PRIAC</u>                                                 | <u>617-477-9025</u>                    |
| Firm name                                                    | Telephone number (including area code) |
| <u>280 TRUMBULL STREET</u><br><u>HARTFORD, CT 06103-2975</u> |                                        |
| Address of the firm                                          |                                        |

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

**For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.**

**Schedule SB (Form 5500) 2010**  
**v.092308.1**

| Part II | Beginning of year carryover and prefunding balances                                             | (a) Carryover balance | (b) Prefunding balance |
|---------|-------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| 7       | Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) ..... | 41622                 | 73226                  |
| 8       | Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         | 41622                 |                        |
| 9       | Amount remaining (Item 7 minus item 8).....                                                     | 0                     | 73226                  |
| 10      | Interest on item 9 using prior year's actual return of <u>20.87</u> % .....                     |                       | 15282                  |
| 11      | Prior year's excess contributions to be added to prefunding balance:                            |                       |                        |
| a       | Excess contributions (Item 38 from prior year) .....                                            |                       | 0                      |
| b       | Interest on (a) using prior year's effective rate of <u>8.17</u> % .....                        |                       | 0                      |
| c       | Total available at beginning of current plan year to add to prefunding balance .....            |                       | 0                      |
| d       | Portion of (c) to be added to prefunding balance.....                                           |                       |                        |
| 12      | Reduction in balances due to elections or deemed elections.....                                 |                       |                        |
| 13      | Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....               | 0                     | 88508                  |

| Part III | Funding percentages                                                                                                                                             |           |         |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| 14       | Funding target attainment percentage.....                                                                                                                       | <b>14</b> | 74.77 % |
| 15       | Adjusted funding target attainment percentage.....                                                                                                              | <b>15</b> | 74.77 % |
| 16       | Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement..... | <b>16</b> | 83.59 % |
| 17       | If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....                                        | <b>17</b> | %       |

| Part IV                                                                           | Contributions and liquidity shortfalls |                                 |                          |                                   |                                 |
|-----------------------------------------------------------------------------------|----------------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 18 Contributions made to the plan for the plan year by employer(s) and employees: |                                        |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                          | (b) Amount paid by<br>employer(s)      | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|                                                                                   |                                        |                                 |                          |                                   |                                 |
|                                                                                   |                                        |                                 |                          |                                   |                                 |
|                                                                                   |                                        |                                 |                          |                                   |                                 |
|                                                                                   |                                        |                                 |                          |                                   |                                 |
|                                                                                   |                                        |                                 |                          |                                   |                                 |
|                                                                                   |                                        |                                 |                          |                                   |                                 |
| <b>Totals ►</b>                                                                   |                                        |                                 | <b>18(b)</b>             | 0                                 | <b>18(c)</b>                    |
|                                                                                   |                                        |                                 |                          | 0                                 |                                 |

|                                                                                                                                                                                 |            |         |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------|---------|
| 19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:                                                   |            |         |         |
| a Contributions allocated toward unpaid minimum required contribution from prior years.....                                                                                     | <b>19a</b> | 0       |         |
| b Contributions made to avoid restrictions adjusted to valuation date .....                                                                                                     | <b>19b</b> | 0       |         |
| c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....                                                                 | <b>19c</b> | 0       |         |
| 20 Quarterly contributions and liquidity shortfalls:                                                                                                                            |            |         |         |
| a Did the plan have a "funding shortfall" for the prior year? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                         |            |         |         |
| b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |         |         |
| c If 20a is "Yes," see instructions and complete the following table as applicable:                                                                                             |            |         |         |
| Liquidity shortfall as of end of Quarter of this plan year                                                                                                                      |            |         |         |
| (1) 1st                                                                                                                                                                         | (2) 2nd    | (3) 3rd | (4) 4th |
| 0                                                                                                                                                                               | 0          | 0       | 0       |

**Part V Assumptions used to determine funding target and target normal cost**

|                                                                                                                                                                                              |                        |                        |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                        |                        |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>5.03 % | 2nd segment:<br>6.73 % | 3rd segment:<br>6.82 % | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                        |                        |                        | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                        |                        |                        | <b>22</b>                                           |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                        |                        |                        |                                                     |

**Part VI Miscellaneous items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>27</b> If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....                   | <b>27</b>                                                           |

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

|                                                                                                                                     |           |   |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contribution for all prior years .....                                                            | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)..... | <b>29</b> | 0 |
| <b>30</b> Remaining amount of unpaid minimum required contributions (item 28 minus item 29) .....                                   | <b>30</b> | 0 |

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|
| <b>31</b> Target normal cost, adjusted, if applicable (see instructions).....                                                                                                        | <b>31</b>           | 6000               |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 359536              | 69746              |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... | <b>33</b>           |                    |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....                                                   | <b>34</b>           | 75746              |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance |
| <b>35</b> Balances used to offset funding requirement .....                                                                                                                          | 0                   | 75746              |
| <b>36</b> Additional cash requirement (item 34 minus item 35).....                                                                                                                   | <b>36</b>           | 0                  |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....                                                   | <b>37</b>           | 0                  |
| <b>38</b> Interest-adjusted excess contributions for current year (see instructions).....                                                                                            | <b>38</b>           | 0                  |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....                                                                       | <b>39</b>           | 0                  |
| <b>40</b> Unpaid minimum required contribution for all years .....                                                                                                                   | <b>40</b>           | 0                  |

|                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small>                                                                                                                    | <b>DFE/Participating Plan Information</b><br><p style="text-align: center;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ <b>File as an attachment to Form 5500.</b></p> | <small>OMB No. 1210-0110</small><br><br><div style="text-align: center; font-size: 1.2em;"><b>2010</b></div><br><p style="text-align: center;"><b>This Form is Open to Public Inspection.</b></p> |               |                                                                                                                                                                                  |
| For calendar plan year 2010 or fiscal plan year beginning <span style="color: blue;">01/01/2010</span> and ending <span style="color: blue;">12/31/2010</span>                                                                                                                                                               |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>A</b> Name of plan<br><span style="color: blue;">BASIN RESOURCES INC RETIREMENT PLAN FOR NON-BARGAINING EMPLOYEES</span>                                                                                                                                                                                                  | <b>B</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                                                                 | 001                                                                                                                                                                                               |               |                                                                                                                                                                                  |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><span style="color: blue;">BASIN RESOURCES INC WESTMORELAND COAL COMPANY</span>                                                                                                                                                                      | <b>D</b> Employer Identification Number (EIN)<br><span style="color: blue;">74-1959458</span>                                                                                                                                                                                           |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><b>Part I</b></td> <td><b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br/>(Complete as many entries as needed to report all interests in DFEs)</td> </tr> </table> |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   | <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
| <b>Part I</b>                                                                                                                                                                                                                                                                                                                | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs)                                                                                                        |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">CORE BOND ENHANCED INDEX/PIM</span>                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">PRUDENTIAL RETIREMENT INS.</span>                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">06-1050034-036</span>                                                                                                                                                                                                                                                             | <b>d</b> Entity code <span style="color: blue;">P</span>                                                                                                                                                                                                                                | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">402601</span>                                                      |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">DRYDEN S&amp;P 500 INDEX</span>                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">PRUDENTIAL RETIREMENT INS.</span>                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">06-1050034-123</span>                                                                                                                                                                                                                                                             | <b>d</b> Entity code <span style="color: blue;">P</span>                                                                                                                                                                                                                                | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">372354</span>                                                      |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">INTL BLD/PICTET ASSET MGMT</span>                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">PRUDENTIAL RETIREMENT INS.</span>                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">06-1050034-534</span>                                                                                                                                                                                                                                                             | <b>d</b> Entity code <span style="color: blue;">P</span>                                                                                                                                                                                                                                | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">64752</span>                                                       |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">MID CAP VALUE/SYSTEMATIC</span>                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">PRUDENTIAL RETIREMENT INS.</span>                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">06-1050034-647</span>                                                                                                                                                                                                                                                             | <b>d</b> Entity code <span style="color: blue;">P</span>                                                                                                                                                                                                                                | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">39694</span>                                                       |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">MID GROWTH/FRONTIER CAPITAL</span>                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">PRUDENTIAL RETIREMENT INS.</span>                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">06-1050034-559</span>                                                                                                                                                                                                                                                             | <b>d</b> Entity code <span style="color: blue;">P</span>                                                                                                                                                                                                                                | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">38821</span>                                                       |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">PRUDENTIAL SHORT-TERM</span>                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">PRUDENTIAL RETIREMENT INS.</span>                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">06-1050034-041</span>                                                                                                                                                                                                                                                             | <b>d</b> Entity code <span style="color: blue;">P</span>                                                                                                                                                                                                                                | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">27915</span>                                                       |               |                                                                                                                                                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SMALL CAP GRW/COLUMBUS</span>                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">PRUDENTIAL RETIREMENT INS.</span>                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                   |               |                                                                                                                                                                                  |
| <b>c</b> EIN-PN <span style="color: blue;">06-1050034-650</span>                                                                                                                                                                                                                                                             | <b>d</b> Entity code <span style="color: blue;">P</span>                                                                                                                                                                                                                                | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">74840</span>                                                       |               |                                                                                                                                                                                  |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: **SMALL CAP VALUE/TS&W**

**b** Name of sponsor of entity listed in (a): **PRUDENTIAL RETIREMENT INS.**

|                                       |                               |                                                                                                                  |
|---------------------------------------|-------------------------------|------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <b>06-1050034-256</b> | <b>d</b> Entity code <b>P</b> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>69851</b> |
|---------------------------------------|-------------------------------|------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**Part II Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                              |                                                                                                |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| <div>SCHEDULE I</div> <div>(Form 5500)</div> <div>Department of the Treasury</div> <div>Internal Revenue Service</div> <div>Department of Labor</div> <div>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Financial Information—Small Plan</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>► File as an attachment to Form 5500.</div> | <div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection</div> |
| For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010                                                                                                                                                                 |                                                                                                                                                                                                                                                                                              |                                                                                                |
| <div>A Name of plan</div> <div>BASIN RESOURCES INC RETIREMENT PLAN FOR NON-BARGAINING EMPLOYEES</div>                                                                                                                                                      |                                                                                                                                                                                                                                                                                              | <div>B Three-digit plan number (PN)</div> <div>001</div>                                       |
| <div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>BASIN RESOURCES INC WESTMORELAND COAL COMPANY</div>                                                                                                                                 |                                                                                                                                                                                                                                                                                              | <div>D Employer Identification Number (EIN)</div> <div>74-1959458</div>                        |

Complete Schedule I if the plan covered fewer than 100 participants as of the beginning of the plan year. You may also complete Schedule I if you are filing as a small plan under the 80-120 participant rule (see instructions). Complete Schedule H if reporting as a large plan or DFE.

Part I

Small Plan Financial Information

Report below the current value of assets and liabilities, income, expenses, transfers and changes in net assets during the plan year. Combine the value of plan assets held in more than one trust. Do not enter the value of the portion of an insurance contract that guarantees during this plan year to pay a specific dollar benefit at a future date. Include all income and expenses of the plan including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar.

|                                                                                   |       |                       |                 |
|-----------------------------------------------------------------------------------|-------|-----------------------|-----------------|
| <div>1 Plan Assets and Liabilities:</div>                                         |       | (a) Beginning of Year | (b) End of Year |
| <div>a Total plan assets</div>                                                    | 1a    | 1107251               | 1184653         |
| <div>b Total plan liabilities</div>                                               | 1b    |                       |                 |
| <div>c Net plan assets (subtract line 1b from line 1a)</div>                      | 1c    | 1107251               | 1184653         |
| <div>2 Income, Expenses, and Transfers for this Plan Year:</div>                  |       | (a) Amount            | (b) Total       |
| <div>a Contributions received or receivable:</div>                                |       |                       |                 |
| <div>(1) Employers</div>                                                          | 2a(1) |                       |                 |
| <div>(2) Participants</div>                                                       | 2a(2) |                       |                 |
| <div>(3) Others (including rollovers)</div>                                       | 2a(3) |                       |                 |
| <div>b Noncash contributions</div>                                                | 2b    |                       |                 |
| <div>c Other income</div>                                                         | 2c    | 142401                |                 |
| <div>d Total income (add lines 2a(1), 2a(2), 2a(3), 2b, and 2c)</div>             | 2d    |                       | 142401          |
| <div>e Benefits paid (including direct rollovers)</div>                           | 2e    | 45767                 |                 |
| <div>f Corrective distributions (see instructions)</div>                          | 2f    |                       |                 |
| <div>g Certain deemed distributions of participant loans (see instructions)</div> | 2g    |                       |                 |
| <div>h Administrative service providers (salaries, fees, and commissions)</div>   | 2h    |                       |                 |
| <div>i Other expenses</div>                                                       | 2i    | 19232                 |                 |
| <div>j Total expenses (add lines 2e, 2f, 2g, 2h, and 2i)</div>                    | 2j    |                       | 64999           |
| <div>k Net income (loss) (subtract line 2j from line 2d)</div>                    | 2k    |                       | 77402           |
| <div>l Transfers to (from) the plan (see instructions)</div>                      | 2l    |                       |                 |

3 Specific Assets: If the plan held assets at anytime during the plan year in any of the following categories, check "Yes" and enter the current value of any assets remaining in the plan as of the end of the plan year. Allocate the value of the plan's interest in a commingled trust containing the assets of more than one plan on a line-by-line basis unless the trust meets one of the specific exceptions described in the instructions.

|                                                              |    |     |    |        |
|--------------------------------------------------------------|----|-----|----|--------|
|                                                              |    | Yes | No | Amount |
| <div>a Partnership/joint venture interests</div>             | 3a |     | X  |        |
| <div>b Employer real property</div>                          | 3b |     | X  |        |
| <div>c Real estate (other than employer real property)</div> | 3c |     | X  |        |
| <div>d Employer securities</div>                             | 3d |     | X  |        |
| <div>e Participant loans</div>                               | 3e |     | X  |        |

|                                                    | Yes | No | Amount |
|----------------------------------------------------|-----|----|--------|
| <b>3f</b> Loans (other than to participants) ..... |     | X  |        |
| <b>g</b> Tangible personal property .....          |     | X  |        |

**Part II Compliance Questions**

| <b>4 During the plan year:</b>                                                                                                                                                                                                                                                                   | Yes | No | Amount   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) ..... |     | X  |          |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by the participant's account balance. ....                                              |     | X  |          |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? .....                                                                                                                                                                          |     | X  |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a.) .....                                                                                                                                                              |     | X  |          |
| <b>e</b> Was the plan covered by a fidelity bond? .....                                                                                                                                                                                                                                          | X   |    | 15000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                          |     | X  |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                       |     | X  |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                             |     | X  |          |
| <b>i</b> Did the plan at any time hold 20% or more of its assets in any single security, debt, mortgage, parcel of real estate, or partnership/joint venture interest? .....                                                                                                                     |     | X  |          |
| <b>j</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                                                                                              |     | X  |          |
| <b>k</b> Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? If "No," attach an IQPA's report or 2520.104-50 statement. (See instructions on waiver eligibility and conditions.) .....                 | X   |    |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                               |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                                                                                     |     |    |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3 .....                                                                                                         |     |    |          |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| <b>5b(1)</b> Name of plan(s) | <b>5b(2)</b> EIN(s) | <b>5b(3)</b> PN(s) |
|------------------------------|---------------------|--------------------|
|                              |                     |                    |
|                              |                     |                    |
|                              |                     |                    |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>2010</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

|                                                                                                                       |                                                                    |
|-----------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>BASIN RESOURCES INC RETIREMENT PLAN FOR NON-BARGAINING EMPLOYEES</u>                      | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>BASIN RESOURCES INC WESTMORELAND COAL COMPANY</u> | <b>D</b> Employer Identification Number (EIN)<br><u>74-1959458</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

All references to distributions relate only to payments of benefits during the plan year.

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>22-1211670</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> | <u>1</u> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                             |                              |                             |                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|-----------------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input checked="" type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                        |                              |                             |                                         |
| <b>5</b> If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                              |                             |                                         |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                                                                                                                                 | <b>6a</b>                    |                             |                                         |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                  | <b>6b</b>                    |                             |                                         |
| <b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....                                                                                                                                                                                                             | <b>6c</b>                    |                             |                                         |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                               |                              |                             |                                         |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A            |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....                                                                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input checked="" type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                   |                                   |                               |                                        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input checked="" type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month  Day  Year

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month  Day  Year

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month  Day  Year

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month  Day  Year

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month  Day  Year

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month  Day  Year

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</b> If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers ..... | <b>16b</b> |  |

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_

## ***ACTUARIAL COST METHOD***

### **Actuarial Cost Method**

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described in “Plan Assumptions” of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

#### Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year for all Participants plus an estimate of the administrative expenses to be paid from the plan assets during the plan year.

#### Target Liability and Funding Shortfall

As of January 1, 2008, a Target Liability is established which represents the present value of accrued benefits. This Target Liability is offset by adjusted assets, and the remainder (i.e. Funding Shortfall), if any, is amortized over seven years.

Subsequent changes in the Funding Shortfall due to asset experience, liability experience, plan amendments, and/or actuarial assumption changes will be amortized over a seven year period from their valuation dates.

#### Discount Rate

The plan sponsor has elected to use the Segment Rate approach for discount rate purposes, with an applicable month that is 4 months prior to the valuation date.

The plan sponsor elected not to phase in the new interest rate basis. Refer to the plan assumptions section (Appendix D) for additional detail.

## **II. ASSET VALUATION METHOD**

Assets have been valued in accordance with generally accepted procedures as described below.

All funds invested are valued in the following manner:

### **Definitions**

- |        |                                                                                                                                               |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| i(t)   | assumed growth rate, set equal to the lesser of the expected return on assets or the applicable 3 <sup>rd</sup> segment rate for Plan Year t. |
| C(t)   | sum of contributions and other additions to the fund from all sources other than investment transactions in Plan Year t                       |
| W(t)   | sum of all withdrawals and other decreases to the fund from all sources other than investment transactions in Plan Year t                     |
| AV(t)  | Actuarial Value of Assets as of Plan Year t                                                                                                   |
| MV(t)  | Market Value of Assets as of Plan Year t                                                                                                      |
| EV(t)  | Expected Value of Assets as of Plan Year t                                                                                                    |
| G/L(t) | Gain or Loss for Plan Year t                                                                                                                  |

***ACTUARIAL COST METHOD (CONT'D)***

---

**Method**

A description of the method used to determine the current year's Actuarial Value of Assets {AV(t)} is below.

For the preceding 2 years, G/L(t) is determined as follows:

$$EV(t) = MV(t-1) * (1 + i(t-1)) + [C(t-1) - W(t-1)] * (1 + i(t-1) * m)$$

Where m represents a proportionate yield consistent with the portion of the year for which C and W are invested

$$G/L(t-1) = EV(t) - MV(t)$$

For the current year, AV(t) is determined as follows:

$$AV(t) = MV(t) + 2/3 * G/L(t-1) + 1/3 * G/L(t-2)$$

**Corridor Limits**

The Actuarial Value of Assets may not be less than 90% or more than 110% of the current market value of plan assets as of the applicable valuation date [as required by IRC Section 430(g)(3)(B)(iii)]

Please note, as highlighted above, the assumed asset growth rate for each year is limited to the applicable 3<sup>rd</sup> segment rate by law. As a result, if the plan's expected rate of return is greater than this applicable rate, this method is expected to produce an actuarial value of assets that can be expected to be slightly less than the market value of assets, on average.

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**ACTUARIAL ASSUMPTIONS**

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Each assumption, used in combination, represents the best estimate of anticipated experience under the plan. Each assumption used (a) is reasonable taking into account the experience of the plan and reasonable expectations, or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable.

The actuarial assumptions as of January 1, 2010 used in this report are:

**Investment Return:**

**Funding Liability:**

Non-transitional segment rates with 4 month look back:  
September 2009 rates: 5.03%, 6.73%, 6.82%

**Accounting:**

7.80% per annum, compounded annually, net of investment and contract fees.

**Estimated Expenses:**

Estimated administrative expenses expected to be paid from Plan Assets are \$6,000.

**Mortality:**

**Funding:**

The IRS 2010 Mortality Table

**Accounting:**

RP-2000 Blue Collar Table with rates “set-forward” 2 years for males.

**Termination:**

There are no active members in this plan.

**Disability:**

There are no active members in this plan.

**Retirement:**

There are no active members in this plan.

**Percent Married:**

80% of males; 80% of females.

**Spouse Age:**

Wife three years younger than husband.

**Form of payment:**

75% joint and survivor annuity for married, life for single.

**Commencement date:**

Assumed to be the later of age 62 and age on the valuation date.

***PLAN PROVISIONS***

**Eligibility**

This plan covers former employees of Basin Resources Company (all inactive participants).

**Monthly Benefits**

*Vested Termination:*

Monthly benefit determined as of termination date, reduced for each year of payment before age 65.

The Reductions are as follows:

| <u>Age</u> | <u>Reduction Percentage Per Year</u> |
|------------|--------------------------------------|
| 64         | 2.00%                                |
| 63         | 3.00%                                |
| 62         | 5.00%                                |
| 61         | 6.67%                                |
| 60         | 6.67%                                |
| 59         | 6.67%                                |
| 58         | 6.67%                                |
| 57         | 6.67%                                |
| 56         | 6.67%                                |
| 55         | 6.67%                                |

**Other Plan Provisions**

*Forms of payment*

Monthly pension benefits are paid as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participants elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 75% joint and survivor annuity, a five-year certain and life annuity, a ten-year certain and life annuity, a fifteen year certain and life annuity, and any other joint and survivor annuity with a survivor annuity percentage between 50% and 100%.

*Actuarial Equivalence*

- *Interest Rate* 8% per year
- *Mortality Table* UP-1984 Table

**SECTION IV**

**MINIMUM CONTRIBUTION AMORTIZATION**

The interest rates and corresponding present value factors as of January 1, 2010 are reflected below. Also shown are prior year amortization values and the development of the amortization for the 2010 plan year.

**I. Interest Rate Table - Calculation of Shortfall Amortization Factors**

| <u>Year</u> | <u>Applicable<br/>Interest Rate</u> | <u>Discount<br/>Factor</u> | <u>Present Value<br/>Factor</u> |
|-------------|-------------------------------------|----------------------------|---------------------------------|
| 1           | 5.03%                               | 1.000000                   | 1.000000                        |
| 2           | 5.03%                               | 0.952109                   | 1.952109                        |
| 3           | 5.03%                               | 0.906511                   | 2.858620                        |
| 4           | 5.03%                               | 0.863098                   | 3.721718                        |
| 5           | 5.03%                               | 0.821763                   | 4.543481                        |
| 6           | 6.73%                               | 0.722050                   | 5.265531                        |
| 7           | 6.73%                               | 0.676520                   | 5.942051                        |

**II. Prior Year Amortization Amounts**

| <u>Plan Year</u> | <u>Installment</u> | <u>PV Factor</u> | <u>Present Value</u> |
|------------------|--------------------|------------------|----------------------|
| 2009             | 10,883             | 5.265531         | 57,305               |
| 2008             | 33,990             | 4.543481         | 154,433              |
| 2007             | 0                  | 3.721718         | 0                    |
| 2006             | 0                  | 2.858620         | 0                    |
| 2005             | 0                  | 1.952109         | 0                    |
| 2004             | 0                  | 1.000000         | 0                    |
|                  | <b>\$44,873</b>    |                  | <b>\$211,738</b>     |

**III. Current Year Amortization**

|                                                              |           |
|--------------------------------------------------------------|-----------|
| Exemption from Current year Amortization                     | No        |
| 1. Funding Shortfall to be amortized <sup>1</sup>            | \$359,536 |
| 2. Present Value of Prior Year Amortization Installments     | 211,738   |
| 3. Current Year Amortization Base<br>(1 - 2)                 | 147,798   |
| 4. Shortfall Amortization Factor                             | 5.942051  |
| 5. Current Year Amortization Installment<br>(3 divided by 4) | 24,873    |
| 6. Sum of Prior Year Amortization Installments               | 44,873    |
| 7. Net Shortfall Amortization Charge<br>(5 + 6)              | \$69,746  |

<sup>1</sup>The Funding Shortfall to be amortized is calculated as (\$1,425,179 \* 1.00 ) - \$1,065,643

**SECTION I**

**SUMMARY OF VALUATION RESULTS (Continued)**

**Changes Since Last Year's Valuation**

**Changes in Pension Plan Provisions**

There were no changes in the pension plan provisions recognized with this actuarial valuation.

**New Legislation**

There were no significant legislative changes recognized with this actuarial valuation.

**Changes in Actuarial Assumptions & Cost Method**

For funding purposes, the Mortality Table has been changed to the IRS 2010 Mortality Table and the interest rate used is the September 2009 Segment Rates with no transition (5.03% for the first 5 years, 6.73% for the next 15 years, 6.82% thereafter). For ASC#960, accounting purpose, the Mortality Table has been changed to the RP-2000 Blue Collar Table with rates "set-forward" 2 years for males and the discount rate used is 7.80%.

**Benefit Restrictions and "At Risk" Status**

There are no benefit restrictions associated with the current plan year.

The plan is not considered "At Risk" for the current plan year.

**SECTION I**

**SUMMARY OF VALUATION RESULTS (Continued)**

**Changes Since Last Year's Valuation**

**Changes in Pension Plan Provisions**

There were no changes in the pension plan provisions recognized with this actuarial valuation.

**New Legislation**

There were no significant legislative changes recognized with this actuarial valuation.

**Changes in Actuarial Assumptions & Cost Method**

For funding purposes, the Mortality Table has been changed to the IRS 2010 Mortality Table and the interest rate used is the September 2009 Segment Rates with no transition (5.03% for the first 5 years, 6.73% for the next 15 years, 6.82% thereafter). For ASC#960, accounting purpose, the Mortality Table has been changed to the RP-2000 Blue Collar Table with rates "set-forward" 2 years for males and the discount rate used is 7.80%.

**Benefit Restrictions and "At Risk" Status**

There are no benefit restrictions associated with the current plan year.

The plan is not considered "At Risk" for the current plan year.

**SCHEDULE SB  
(Form 5500)**Department of the Treasury  
Internal Revenue Service  
Department of Labor  
Employee Benefits Security Administration  
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan  
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

**2010****This Form is Open to Public  
Inspection**For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

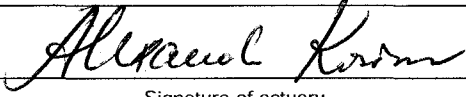
|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><br>BASIN RESOURCES INC RETIREMENT PLAN FOR NON-BARGAINING EMPLOYEES                                             | <b>B</b> Three-digit plan number (PN) ▶<br><br>001                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br>BASIN RESOURCES INC WESTMORELAND COAL COMPANY             | <b>D</b> Employer Identification Number (EIN)<br><br>74-1959458                                                                                         |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input checked="" type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input type="checkbox"/> More than 500 |

**Part I Basic Information**

|                                                                                                                                                                                                       |                            |                    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------------------|
| <b>1</b> Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>                                                                                                                       |                            |                    |
| <b>2</b> Assets:                                                                                                                                                                                      |                            |                    |
| <b>a</b> Market value .....                                                                                                                                                                           | <b>2a</b>                  | 1,107,251          |
| <b>b</b> Actuarial value .....                                                                                                                                                                        | <b>2b</b>                  | 1,154,151          |
| <b>3</b> Funding target/participant count breakdown                                                                                                                                                   | (1) Number of participants | (2) Funding Target |
| <b>a</b> For retired participants and beneficiaries receiving payment .....                                                                                                                           | <b>3a</b> 10               | 374,844            |
| <b>b</b> For terminated vested participants .....                                                                                                                                                     | <b>3b</b> 44               | 1,050,335          |
| <b>c</b> For active participants:                                                                                                                                                                     |                            |                    |
| (1) Non-vested benefits .....                                                                                                                                                                         | <b>3c(1)</b>               | 0                  |
| (2) Vested benefits .....                                                                                                                                                                             | <b>3c(2)</b>               | 0                  |
| (3) Total active .....                                                                                                                                                                                | <b>3c(3)</b> 0             | 0                  |
| <b>d</b> Total .....                                                                                                                                                                                  | <b>3d</b> 54               | 1,425,179          |
| <b>4</b> If the plan is at-risk, check the box and complete items (a) and (b) <input type="checkbox"/>                                                                                                |                            |                    |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                             | <b>4a</b>                  |                    |
| <b>b</b> Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor ..... | <b>4b</b>                  |                    |
| <b>5</b> Effective interest rate .....                                                                                                                                                                | <b>5</b>                   | 6.67 %             |
| <b>6</b> Target normal cost .....                                                                                                                                                                     | <b>6</b>                   | 6,000              |

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

|                               |                                                                                     |                                        |
|-------------------------------|-------------------------------------------------------------------------------------|----------------------------------------|
| <b>SIGN<br/>HERE</b>          |  | <u>09-30-2011</u>                      |
| Signature of actuary          |                                                                                     | Date                                   |
| Alexander E. Kirimov          |                                                                                     | 11-05454                               |
| Type or print name of actuary |                                                                                     | Most recent enrollment number          |
| PRIAC                         |                                                                                     | (617) 477-9025                         |
| Firm name                     |                                                                                     | Telephone number (including area code) |
| 280 Trumbull Street           |                                                                                     |                                        |
| Hartford CT 06103-2975        |                                                                                     |                                        |
| Address of the firm           |                                                                                     |                                        |

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2010  
v.092308.1

| <b>Part II</b> |                                                                                                 | <b>Beginning of year carryover and prefunding balances</b> |                        |
|----------------|-------------------------------------------------------------------------------------------------|------------------------------------------------------------|------------------------|
|                |                                                                                                 | (a) Carryover balance                                      | (b) Prefunding balance |
| <b>7</b>       | Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) ..... | 41,622                                                     | 73,226                 |
| <b>8</b>       | Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         | 41,622                                                     |                        |
| <b>9</b>       | Amount remaining (Item 7 minus item 8).....                                                     | 0                                                          | 73,226                 |
| <b>10</b>      | Interest on item 9 using prior year's actual return of <u>20.87</u> % .....                     |                                                            | 15,282                 |
| <b>11</b>      | Prior year's excess contributions to be added to prefunding balance:                            |                                                            |                        |
| <b>a</b>       | Excess contributions (Item 38 from prior year) .....                                            |                                                            | 0                      |
| <b>b</b>       | Interest on (a) using prior year's effective rate of <u>8.17</u> % .....                        |                                                            | 0                      |
| <b>c</b>       | Total available at beginning of current plan year to add to prefunding balance .....            |                                                            | 0                      |
| <b>d</b>       | Portion of (c) to be added to prefunding balance.....                                           |                                                            |                        |
| <b>12</b>      | Reduction in balances due to elections or deemed elections.....                                 |                                                            |                        |
| <b>13</b>      | Balance at beginning of current year (item 9 + item 10 + item 11d - item 12) .....              | 0                                                          | 88,508                 |

| <b>Part III</b> |                                                                                                                                                                 | <b>Funding percentages</b> |         |
|-----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|---------|
|                 |                                                                                                                                                                 | <b>14</b>                  | 74.77 % |
| <b>14</b>       | Funding target attainment percentage.....                                                                                                                       |                            |         |
| <b>15</b>       | Adjusted funding target attainment percentage.....                                                                                                              | <b>15</b>                  | 74.77 % |
| <b>16</b>       | Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement..... | <b>16</b>                  | 83.59 % |
| <b>17</b>       | If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....                                        | <b>17</b>                  | %       |

| <b>Part IV</b>                                                                           |                                   | <b>Contributions and liquidity shortfalls</b> |                          |                                   |                                 |
|------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------------------|--------------------------|-----------------------------------|---------------------------------|
| <b>18</b> Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                               |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                                 | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees               | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|                                                                                          |                                   |                                               |                          |                                   |                                 |
|                                                                                          |                                   |                                               |                          |                                   |                                 |
|                                                                                          |                                   |                                               |                          |                                   |                                 |
|                                                                                          |                                   |                                               |                          |                                   |                                 |
|                                                                                          |                                   |                                               |                          |                                   |                                 |
|                                                                                          |                                   |                                               |                          |                                   |                                 |
| <b>Totals ►</b>                                                                          |                                   |                                               | <b>18(b)</b>             | 0                                 | <b>18(c)</b>                    |
|                                                                                          |                                   |                                               |                          | 0                                 | 0                               |

|                                                                                                                                                                                        |              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| <b>19</b> Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:                                                   |              |
| <b>a</b> Contributions allocated toward unpaid minimum required contribution from prior years. ....                                                                                    | <b>19a</b> 0 |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                                                                                     | <b>19b</b> 0 |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....                                                                 | <b>19c</b> 0 |
| <b>20</b> Quarterly contributions and liquidity shortfalls:                                                                                                                            |              |
| <b>a</b> Did the plan have a "funding shortfall" for the prior year? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                         |              |
| <b>b</b> If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |              |
| <b>c</b> If 20a is "Yes," see instructions and complete the following table as applicable:                                                                                             |              |
| Liquidity shortfall as of end of Quarter of this plan year                                                                                                                             |              |
| (1) 1st                                                                                                                                                                                | (2) 2nd      |
| 0                                                                                                                                                                                      | 0            |
| (3) 3rd                                                                                                                                                                                | (4) 4th      |
| 0                                                                                                                                                                                      | 0            |

**Part V Assumptions used to determine funding target and target normal cost**

|                                                                                                                                                                                              |                        |                        |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                        |                        |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>5.03 % | 2nd segment:<br>6.73 % | 3rd segment:<br>6.82 % | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                        |                        |                        | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                        |                        |                        | <b>22</b>                                           |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                        |                        |                        |                                                     |

**Part VI Miscellaneous items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>27</b> If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....                   | <b>27</b>                                                           |

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

|                                                                                                                                     |           |   |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contribution for all prior years .....                                                            | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)..... | <b>29</b> | 0 |
| <b>30</b> Remaining amount of unpaid minimum required contributions (item 28 minus item 29).....                                    | <b>30</b> | 0 |

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|
| <b>31</b> Target normal cost, adjusted, if applicable (see instructions).....                                                                                                        | <b>31</b>           | 6,000              |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 359,536             | 69,746             |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... | <b>33</b>           |                    |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33).....                                                   | <b>34</b>           | 75,746             |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance |
| <b>35</b> Balances used to offset funding requirement .....                                                                                                                          | 0                   | 75,746             |
| <b>36</b> Additional cash requirement (item 34 minus item 35).....                                                                                                                   | <b>36</b>           | 0                  |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....                                                   | <b>37</b>           | 0                  |
| <b>38</b> Interest-adjusted excess contributions for current year (see instructions).....                                                                                            | <b>38</b>           | 0                  |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....                                                                       | <b>39</b>           | 0                  |
| <b>40</b> Unpaid minimum required contribution for all years .....                                                                                                                   | <b>40</b>           | 0                  |

## ***ACTUARIAL COST METHOD***

### **Actuarial Cost Method**

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described in “Plan Assumptions” of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

#### Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year for all Participants plus an estimate of the administrative expenses to be paid from the plan assets during the plan year.

#### Target Liability and Funding Shortfall

As of January 1, 2008, a Target Liability is established which represents the present value of accrued benefits. This Target Liability is offset by adjusted assets, and the remainder (i.e. Funding Shortfall), if any, is amortized over seven years.

Subsequent changes in the Funding Shortfall due to asset experience, liability experience, plan amendments, and/or actuarial assumption changes will be amortized over a seven year period from their valuation dates.

#### Discount Rate

The plan sponsor has elected to use the Segment Rate approach for discount rate purposes, with an applicable month that is 4 months prior to the valuation date.

The plan sponsor elected not to phase in the new interest rate basis. Refer to the plan assumptions section (Appendix D) for additional detail.

## **II. ASSET VALUATION METHOD**

Assets have been valued in accordance with generally accepted procedures as described below.

All funds invested are valued in the following manner:

### **Definitions**

|        |                                                                                                                                               |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| i(t)   | assumed growth rate, set equal to the lesser of the expected return on assets or the applicable 3 <sup>rd</sup> segment rate for Plan Year t. |
| C(t)   | sum of contributions and other additions to the fund from all sources other than investment transactions in Plan Year t                       |
| W(t)   | sum of all withdrawals and other decreases to the fund from all sources other than investment transactions in Plan Year t                     |
| AV(t)  | Actuarial Value of Assets as of Plan Year t                                                                                                   |
| MV(t)  | Market Value of Assets as of Plan Year t                                                                                                      |
| EV(t)  | Expected Value of Assets as of Plan Year t                                                                                                    |
| G/L(t) | Gain or Loss for Plan Year t                                                                                                                  |

***ACTUARIAL COST METHOD (CONT'D)***

---

**Method**

A description of the method used to determine the current year's Actuarial Value of Assets {AV(t)} is below.

For the preceding 2 years, G/L(t) is determined as follows:

$$EV(t) = MV(t-1) * (1 + i(t-1)) + [C(t-1) - W(t-1)] * (1 + i(t-1) * m)$$

Where m represents a proportionate yield consistent with the portion of the year for which C and W are invested

$$G/L(t-1) = EV(t) - MV(t)$$

For the current year, AV(t) is determined as follows:

$$AV(t) = MV(t) + 2/3 * G/L(t-1) + 1/3 * G/L(t-2)$$

**Corridor Limits**

The Actuarial Value of Assets may not be less than 90% or more than 110% of the current market value of plan assets as of the applicable valuation date [as required by IRC Section 430(g)(3)(B)(iii)]

Please note, as highlighted above, the assumed asset growth rate for each year is limited to the applicable 3<sup>rd</sup> segment rate by law. As a result, if the plan's expected rate of return is greater than this applicable rate, this method is expected to produce an actuarial value of assets that can be expected to be slightly less than the market value of assets, on average.

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**ACTUARIAL ASSUMPTIONS**

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Each assumption, used in combination, represents the best estimate of anticipated experience under the plan. Each assumption used (a) is reasonable taking into account the experience of the plan and reasonable expectations, or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable.

The actuarial assumptions as of January 1, 2010 used in this report are:

**Investment Return:**

**Funding Liability:**

Non-transitional segment rates with 4 month look back:  
September 2009 rates: 5.03%, 6.73%, 6.82%

**Accounting:**

7.80% per annum, compounded annually, net of investment and contract fees.

**Estimated Expenses:**

Estimated administrative expenses expected to be paid from Plan Assets are \$6,000.

**Mortality:**

**Funding:**

The IRS 2010 Mortality Table

**Accounting:**

RP-2000 Blue Collar Table with rates “set-forward” 2 years for males.

**Termination:**

There are no active members in this plan.

**Disability:**

There are no active members in this plan.

**Retirement:**

There are no active members in this plan.

**Percent Married:**

80% of males; 80% of females.

**Spouse Age:**

Wife three years younger than husband.

**Form of payment:**

75% joint and survivor annuity for married, life for single.

**Commencement date:**

Assumed to be the later of age 62 and age on the valuation date.

***PLAN PROVISIONS***

**Eligibility**

This plan covers former employees of Basin Resources Company (all inactive participants).

**Monthly Benefits**

*Vested Termination:*

Monthly benefit determined as of termination date, reduced for each year of payment before age 65.

The Reductions are as follows:

| <u>Age</u> | <u>Reduction Percentage Per Year</u> |
|------------|--------------------------------------|
| 64         | 2.00%                                |
| 63         | 3.00%                                |
| 62         | 5.00%                                |
| 61         | 6.67%                                |
| 60         | 6.67%                                |
| 59         | 6.67%                                |
| 58         | 6.67%                                |
| 57         | 6.67%                                |
| 56         | 6.67%                                |
| 55         | 6.67%                                |

**Other Plan Provisions**

*Forms of payment*

Monthly pension benefits are paid as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participants elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 75% joint and survivor annuity, a five-year certain and life annuity, a ten-year certain and life annuity, a fifteen year certain and life annuity, and any other joint and survivor annuity with a survivor annuity percentage between 50% and 100%.

*Actuarial Equivalence*

- *Interest Rate* 8% per year
- *Mortality Table* UP-1984 Table

**SECTION I**

**SUMMARY OF VALUATION RESULTS (Continued)**

**Changes Since Last Year's Valuation**

**Changes in Pension Plan Provisions**

There were no changes in the pension plan provisions recognized with this actuarial valuation.

**New Legislation**

There were no significant legislative changes recognized with this actuarial valuation.

**Changes in Actuarial Assumptions**

For funding purposes, the Mortality Table has been changed to the IRS 2010 Mortality Table and the interest rate used is the September 2009 Segment Rates with no transition (5.03% for the first 5 years, 6.73% for the next 15 years, 6.82% thereafter). For ASC#960, accounting purpose, the Mortality Table has been changed to the RP-2000 Blue Collar Table with rates "set-forward" 2 years for males and the discount rate used is 7.80%. Expenses for 2010 are assumed to be \$6,000 versus \$4,208 in 2009.

**Change in Cost Method**

Effective with this valuation, the plan sponsor has elected to change the interest rate methodology from the full yield curve for the month of October to segment rates with a 4-month lookback.

**Benefit Restrictions and "At Risk" Status**

There are no benefit restrictions associated with the current plan year.

The plan is not considered "At Risk" for the current plan year.

**SECTION I**

**SUMMARY OF VALUATION RESULTS (Continued)**

**Changes Since Last Year's Valuation**

**Changes in Pension Plan Provisions**

There were no changes in the pension plan provisions recognized with this actuarial valuation.

**New Legislation**

There were no significant legislative changes recognized with this actuarial valuation.

**Changes in Actuarial Assumptions**

For funding purposes, the Mortality Table has been changed to the IRS 2010 Mortality Table and the interest rate used is the September 2009 Segment Rates with no transition (5.03% for the first 5 years, 6.73% for the next 15 years, 6.82% thereafter). For ASC#960, accounting purpose, the Mortality Table has been changed to the RP-2000 Blue Collar Table with rates "set-forward" 2 years for males and the discount rate used is 7.80%. Expenses for 2010 are assumed to be \$6,000 versus \$4,208 in 2009.

**Change in Cost Method**

Effective with this valuation, the plan sponsor has elected to change the interest rate methodology from the full yield curve for the month of October to segment rates with a 4-month lookback.

**Benefit Restrictions and "At Risk" Status**

There are no benefit restrictions associated with the current plan year.

The plan is not considered "At Risk" for the current plan year.

**SECTION IV**

**MINIMUM CONTRIBUTION AMORTIZATION**

The interest rates and corresponding present value factors as of January 1, 2010 are reflected below. Also shown are prior year amortization values and the development of the amortization for the 2010 plan year.

**I. Interest Rate Table - Calculation of Shortfall Amortization Factors**

| <u>Year</u> | <u>Applicable<br/>Interest Rate</u> | <u>Discount<br/>Factor</u> | <u>Present Value<br/>Factor</u> |
|-------------|-------------------------------------|----------------------------|---------------------------------|
| 1           | 5.03%                               | 1.000000                   | 1.000000                        |
| 2           | 5.03%                               | 0.952109                   | 1.952109                        |
| 3           | 5.03%                               | 0.906511                   | 2.858620                        |
| 4           | 5.03%                               | 0.863098                   | 3.721718                        |
| 5           | 5.03%                               | 0.821763                   | 4.543481                        |
| 6           | 6.73%                               | 0.722050                   | 5.265531                        |
| 7           | 6.73%                               | 0.676520                   | 5.942051                        |

**II. Prior Year Amortization Amounts**

| <u>Plan Year</u> | <u>Installment</u> | <u>PV Factor</u> | <u>Present Value</u> |
|------------------|--------------------|------------------|----------------------|
| 2009             | 10,883             | 5.265531         | 57,305               |
| 2008             | 33,990             | 4.543481         | 154,433              |
| 2007             | 0                  | 3.721718         | 0                    |
| 2006             | 0                  | 2.858620         | 0                    |
| 2005             | 0                  | 1.952109         | 0                    |
| 2004             | 0                  | 1.000000         | 0                    |
|                  | <b>\$44,873</b>    |                  | <b>\$211,738</b>     |

**III. Current Year Amortization**

|                                                              |           |
|--------------------------------------------------------------|-----------|
| Exemption from Current year Amortization                     | No        |
| 1. Funding Shortfall to be amortized <sup>1</sup>            | \$359,536 |
| 2. Present Value of Prior Year Amortization Installments     | 211,738   |
| 3. Current Year Amortization Base<br>(1 - 2)                 | 147,798   |
| 4. Shortfall Amortization Factor                             | 5.942051  |
| 5. Current Year Amortization Installment<br>(3 divided by 4) | 24,873    |
| 6. Sum of Prior Year Amortization Installments               | 44,873    |
| 7. Net Shortfall Amortization Charge<br>(5 + 6)              | \$69,746  |

<sup>1</sup>The Funding Shortfall to be amortized is calculated as (\$1,425,179 \* 1.00 ) - \$1,065,643