

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan 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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>12/01/2012</u> and ending <u>11/30/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a	Name of plan <u>BEULAH AND SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>005</u>
		1c	Effective date of plan <u>05/01/2001</u>
2a	Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>WESTMORELAND COAL COMPANY</u> <u>9540 SOUTH MAROON CIRCLE, SUITE 200</u> <u>ENGLEWOOD, CO 80112</u>	2b	Employer Identification Number (EIN) <u>84-1575176</u>
		2c	Sponsor's telephone number <u>720-354-4472</u>
		2d	Business code (see instructions) <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.

SIGN HERE	Filed with authorized/valid electronic signature.	09/12/2014	MARY HAUCK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address WESTMORELAND COAL COMPANY 9540 SOUTH MAROON CIRCLE, SUITE 200 ENGLEWOOD, CO 80112		3b Administrator's EIN 84-1575176
		3c Administrator's telephone number 720-354-4472
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		5 169
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	93
b Retired or separated participants receiving benefits.....	6b	44
c Other retired or separated participants entitled to future benefits.....	6c	27
d Subtotal. Add lines 6a , 6b , and 6c	6d	164
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	166
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	1
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 Characteristics Codes in the instructions: 1B 1G 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning **12/01/2012** and ending **11/30/2013**

A Name of plan BEULAH AND SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 WESTMORELAND COAL COMPANY	D Employer Identification Number (EIN) 84-1575176

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions 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.
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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	166	12/01/2012	11/30/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 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	

(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	

(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	

(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	

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.

4 Current value of plan's interest under this contract in the general account at year end	4	420462
5 Current value of plan's interest under this contract in separate accounts at year end	5	14735296

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

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d 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. Specify nature of costs ▶	6d	

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 Balance at the end of the previous year	7b	211068
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c Additions: (1) Contributions deposited during the year	7c(1)	3365	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	10941	
(4) Transferred from separate account	7c(4)	1747500	
(5) Other (specify below)	7c(5)	384854	

▶ REIMBURSE OF BENEFIT PAYMENT TRANSFER FROM OUTSIDE FUNDS

(6) Total additions	7c(6)	2146660
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d Total of balance and additions (add lines 7b and 7c(6))	7d	2357728
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1854702	
(2) Administration charge made by carrier	7e(2)	0	
(3) Transferred to separate account	7e(3)	0	
(4) Other (specify below)	7e(4)	82564	

▶ CONTRACT EXP CHG, ELECT SRV CHG GPS FEE, PYMT OF PLAN EXP PBGC FEE

(5) Total deductions	7e(5)	1937266
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	420462
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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 organizations(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:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
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, line 2 above, report amount.....	10b	

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. ▶

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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 12/01/2012 and ending 11/30/2013

▶ **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.

A Name of plan <u>BEULAH AND SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>WESTMORELAND COAL COMPANY</u>	D Employer Identification Number (EIN) <u>84-1575176</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>12</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>16438985</u>
b Actuarial value	2b <u>15775531</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>44</u> <u>6944981</u>
b For terminated vested participants.....	3b <u>14</u> <u>722026</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>177029</u>
(2) Vested benefits.....	3c(2) <u>6883055</u>
(3) Total active	3c(3) <u>111</u> <u>7060084</u>
d Total	3d <u>169</u> <u>14727091</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.88 %</u>
6 Target normal cost.....	6 <u>382778</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.

SIGN HERE		<u>09/10/2014</u>
	Signature of actuary	Date
<u>ALEXANDER E. KIRIMOV</u>		<u>14-05454</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> <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) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	1179231
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	971913
9	Amount remaining (line 7 minus line 8)	0	207318
10	Interest on line 9 using prior year's actual return of <u>12.97</u> %		26889
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>5.53</u> % except as otherwise provided (see instructions)		
	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		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	234207

Part III Funding Percentages			
14	Funding target attainment percentage	14	105.52 %
15	Adjusted funding target attainment percentage	15	107.11 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	87.78 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/09/2013	645000				
03/14/2014	645000				
			Totals ►	18(b)	1290000
				18(c)	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 contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1194856
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?		☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☒ Yes ☐ No
c If line 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
0	0	0
		(4) 4th
		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	382778	
b Excess assets, if applicable, but not greater than line 31a	31b	382778	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
b Waiver amortization installment	0	0	
33 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	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1194856	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	1194856	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 12/01/2012 and ending 11/30/2013		
A Name of plan BEULAH AND SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶	005
C Plan sponsor's name as shown on line 2a of Form 5500 WESTMORELAND COAL COMPANY	D Employer Identification Number (EIN) 84-1575176	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PRUDENTIAL RETIREMENT INS & ANNUITY

06-1050034

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL RETIREMENT INS & ANNUITY

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	52834	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

GLOBAL PORTFOLIO STRATEGIES, INC.

06-1055669

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	7360	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 12/01/2012 and ending 11/30/2013

A Name of plan <u>BEULAH AND SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>005</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>WESTMORELAND COAL COMPANY</u>	D Employer Identification Number (EIN) <u>84-1575176</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE BOND ENHANCED INDEX/PIM</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-036</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3017785</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTL BLD/PICTET ASSET MGMT</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-534</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1190924</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LONG DURATION BOND/IR&M FUND</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-537</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2197173</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRU LONG CORPORATE BOND</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-714</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2216787</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>QMA US BROAD MARKET INDEX</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-671</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6112627</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e 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):		
c EIN-PN	d Entity code	e 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):**c** EIN-PN**d** Entity
code**e** 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):**c** EIN-PN**d** Entity
code**e** 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):**c** EIN-PN**d** Entity
code**e** 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):**c** EIN-PN**d** Entity
code**e** 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):**c** EIN-PN**d** Entity
code**e** 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):**c** EIN-PN**d** Entity
code**e** 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):**c** EIN-PN**d** Entity
code**e** 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):**c** EIN-PN**d** Entity
code**e** 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):**c** EIN-PN**d** Entity
code**e** 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):**c** EIN-PN**d** Entity
code**e** 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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information 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). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 12/01/2012 and ending 11/30/2013		
A Name of plan BEULAH AND SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶	005
C Plan sponsor's name as shown on line 2a of Form 5500 WESTMORELAND COAL COMPANY	D Employer Identification Number (EIN) 84-1575176	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	1290000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	89	89
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	111357	58386
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	14475681	14735296
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1411802	1209221
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	211069	420462
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	193355	294562
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	16403353	18008016

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	16403353	18008016
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. 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. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1290000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1290000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	374535	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		374535
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1807541
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3472076

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1784849	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1784849
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	82564	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		82564
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1867413

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1604663
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: EKS&H LLLP

(2) EIN: 46-1497033

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a 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.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g 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		58386
h 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	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n 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.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information 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). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 12/01/2012 and ending 11/30/2013

A Name of plan <u>BEULAH AND SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WESTMORELAND COAL COMPANY</u>	D Employer Identification Number (EIN) <u>84-1575176</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 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): EIN(s): <u>22-1211670</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>8</u>

Part II	Funding Information (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)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 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 _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c 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).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (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.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
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.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ 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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 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:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

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

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

- 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

INDEPENDENT AUDITORS' REPORT

Westmoreland Coal Company Pension Committee
Beulah & Savage Mines Hourly Employees' Pension Plan
Englewood, Colorado

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of Beulah & Savage Mines Hourly Employees' Pension Plan (the "Plan"), which are comprised of the statements of net assets available for benefits as of November 30, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended November 30, 2013 and 2012, the statement of accumulated plan benefits as of December 1, 2012, the related statement of changes in accumulated plan benefits for the year ended December 1, 2012, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

BASIS FOR DISCLAIMER OF OPINION

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of November 30, 2013 and 2012, and for the year ended November 30, 2013, that the information provided to the Plan administrator by the custodian is complete and accurate.

DISCLAIMER OF OPINION

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

OTHER MATTER

The supplemental schedules as of and for the year ended November 30, 2013, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH THE DEPARTMENT OF LABOR'S RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

EKS&H LLLP

EKS&H LLLP

September 12, 2014
Denver, Colorado

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 12/01/2012 and ending 11/30/2013

- **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.

A Name of plan BEULAH AND SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ► <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF WESTMORELAND COAL COMPANY	D Employer Identification Number (EIN) 84-1575176
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500	

Part I Basic Information			
1	Enter the valuation date: Month <u>12</u> Day <u>1</u> Year <u>2012</u>		
2	Assets:		
	a Market value	2a	16,438,985
	b Actuarial value	2b	15,775,531
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	6,944,981
	b For terminated vested participants	3b	722,026
	c For active participants:		
	(1) Non-vested benefits	3c(1)	177,029
	(2) Vested benefits	3c(2)	6,883,055
	(3) Total active	3c(3)	7,060,084
	d Total	3d	14,727,091
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	6.88 %
6	Target normal cost	6	382,778

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.

SIGN HERE	 Signature of actuary	<u>09/10/2014</u> Date
	Alexander E. Kirimov Type or print name of actuary	14-05454 Most recent enrollment number
	PRIAC Firm name	(617) 477-9025 Telephone number (including area code)
	280 Trumbull Street Hartford CT 06103-2975 Address of the firm	

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	1,179,231
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	971,913
9 Amount remaining (line 7 minus line 8)	0	207,318
10 Interest on line 9 using prior year's actual return of <u>12.97</u> %		26,889
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>5.53</u> % except as otherwise provided (see instructions)		
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		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	234,207

Part III Funding Percentages

14 Funding target attainment percentage	14	105.52 %
15 Adjusted funding target attainment percentage	15	107.11 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	87.78 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/09/2013	645,000				
03/14/2014	645,000				
Totals ►			18(b)	1,290,000	18(c) 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 contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,194,856

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 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

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	382,778
b Excess assets, if applicable, but not greater than line 31a		31b	382,778
32 Amortization installments:			
		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	0
33 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		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..		34	0
		Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement		0	0
36 Additional cash requirement (line 34 minus line 35)		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	1,194,856
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	1,194,856
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment		42	
43 Excess installment acceleration amount to be carried over to future plan years		43	

Beulah and Savage Mines Hourly Employees' Pension Plan

EIN/PN: 84-1575176 / 005

12/1/2012

Schedule SB, Line 8 - Late Election to Apply Balances to Quarterly Installments

1 Third Quarterly Contribution Amount	\$ 218,608
2 Due Date	6/15/2012
3 Date of actual Election to apply Carryover Balance	6/27/2012
4 Days from the Election Date to December 1, 2011	209
5 Days from the Due Date to Election Date	12
6 Discounted Amount of Carryover Balance from Election Date at Plan's effective rate	\$ 211,991
7 Discounted Amount of Carryover Balance from Election Date at Plan's effective rate plus 5%	\$ 211,670
8 Adjustment for Late Interest	\$ 321
9 Amount on Line 35 from 2011 Schedule SB	\$ 971,592
10 Amount on Line 8 from 2012 Schedule SB (8 + 9)	\$ 971,913

Beulah and Savage Mines Hourly Employees' Pension Plan
EIN / PN: 84-1575176 / 005
12/1/2012

Line 22 - Description of Weighted Average Retirement Age

<u>Age</u>	<u>Probability</u>	<u>Number Retiring</u>	<u>Number Remaining</u>	<u>Result</u>
55	5.00%	0.050000	0.950000	2.750000
56	5.00%	0.047500	0.902500	2.660000
57	5.00%	0.045125	0.857375	2.572125
58	5.00%	0.042869	0.814506	2.486388
59	5.00%	0.040725	0.773781	2.402793
60	8.00%	0.061902	0.711878	3.714149
61	8.00%	0.056950	0.654928	3.473967
62	30.00%	0.196478	0.458450	12.181664
63	20.00%	0.091690	0.366760	5.776467
64	20.00%	0.073352	0.293408	4.694525
65	40.00%	0.117363	0.176045	7.628604
66	40.00%	0.070418	0.105627	4.647580
67	40.00%	0.042251	0.063376	2.830799
68	40.00%	0.025350	0.038026	1.723830
69	40.00%	0.015210	0.022815	1.049508
70	100.00%	0.022815	0.000000	1.597077
				62.189475

Actuarial Cost Method

I. 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 expenses to be paid from the plan assets during the plan year.

Target Liability and Funding Shortfall

As of December 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.

In addition, beginning with the 2012 plan year, solely for purposes of determining the minimum required contribution level, applicability of benefit restrictions, and for the at-risk determination, the adjusted 24-month average segment rates established by MAP-21 have been incorporated.

The adjusted 24-month average segment rates are generated by taking the unadjusted 24-month average segment rates for the sponsor-chosen lookback month and adjusting them so that each individual segment rate is not outside of the stipulated corridor around the corresponding 25-year average segment rate for the given plan year. For the 2012 plan year, the stipulated corridor is 90% - 110% of these 25-year average segment rates.

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 rd 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

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 3rd 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.

The market value of the Guaranteed Deposit Account is an estimate only and not the result of the precise calculation which would be done at contract discontinuance or to measure the impact of excess withdrawals in any calendar year. It does not constitute an offer by Prudential or a final experience adjustment. Please be sure that anyone to whom you quote this value receives this explanation.

Actuarial Assumptions

Assumptions have been chosen to anticipate the long range experience of the Plan. Consistency among assumptions is important as each interacts with the others; equally important is the recognition of inflationary trends in the economy.

As the Enrolled Actuary for the Plan, I will certify to the reasonableness of these assumptions, in aggregate, as required by ERISA.

The actuarial assumptions used to compute Plan costs are:

Mortality:

Funding:

The IRS 2012 Static Mortality Table (male/female)

ASC #960:

RP-2000 Blue Collar projected to 2013 (male/female)

Termination:

Sample rates:

<u>Age</u>	<u>Rate</u>
25	13.0%
40	4.4%
55	3.0%

Disability:

No disabilities were assumed.

Retirement Age:

Rates varying by age.

<u>Age</u>	<u>Rate</u>
55	5%
62	30%
65	40%
70	100%

Investment Return:

For ASC #960 purposes:

7.40% per annum, compounded annually, net of investment and contract fees.

For minimum required contribution level, applicability of benefit restrictions, and At-Risk determination only:

Segment Rates with a 4 month lookback, as adjusted by the 90%-110% corridor around the 25-year average segment rates (5.54%, 6.85%, and 7.52% for the 2012 plan year)

For all other purposes:

Segment Rates with a 4 month lookback, unadjusted (1.77%, 4.67%, and 5.78% for the 2012 plan year)

Estimated Expenses:

Estimated administrative expenses expected to be paid from Plan Assets are \$60,000.

Actuarial Assumptions

Benefit commencement date:

- **Preretirement death benefit** The later of the death of the active participant or the date the participant would have attained age 55.
- **Deferred vested benefit** Immediate.
- **Retirement benefit** Immediate.

Form of payment:

Plan participants who terminate prior to age 55 are assumed to elect an immediate lump sum payment. Of participants retiring on or after age 55, 50% are assumed to elect an immediate lump sum and 50% are assumed to elect an annuity.

Lump Sum Payments:

- **Interest Rate**

For ASC #960 purposes:
4.25% static rate for all years

For all other purposes:
Underlying segment rates used to measure liability
- **Mortality**

For ASC #960 purposes:
The IRS Applicable Mortality table as provided under IRC 417(e) projected to year of decrement.

For all other purposes:
The IRS Applicable Mortality table as provided under IRC 417(e) projected to year of valuation.

Percent Married:

85% of males; 50% of females.

Spouse age:

Wives are assumed to be four years younger than husbands.

Plan Provisions

Covered Employees	Any hourly-paid person regularly employed by any participating employer, with respect to Beulah or Savage Mines.
Participation Date	December 1, or June 1, after completing one year of service with 1,000 hours of service.
Definitions	
Vesting Service	Years and months of service as a covered employee.
Pension service	Years and months of service as a covered employee.
Normal retirement date (NRD)	The first of the month coinciding with or next following the attainment of age 65 or the fifth anniversary of the date the participant became a qualified employee, if later.
Monthly pension benefit	\$55 times pension service.
Monthly preretirement death benefit	75% (100% if death is work related) of the monthly pension benefit as of the participant's date of death, payable immediately for early commencement.
Eligibility for Benefits	
Normal retirement	Retirement on NRD.
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing five years of vesting service.
Postponed retirement	Retirement after NRD.
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service.
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.
Monthly Benefits Paid Upon the Following Events	
Normal retirement	Monthly pension benefit determined as of NRD.
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 3.0% for each year of payment before age 62.
Postponed retirement	Monthly pension benefit determined as of actual retirement date.
Vested termination	Monthly pension benefit determined as of termination date, reduced 3.0% for each year of payment before the participant reaches age 62.
Death with preretirement	Monthly preretirement death benefit payable upon death of an active spouse benefit or deferred vested member.

Plan Provisions

Other Plan Provisions

Forms of payment

Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above 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 an actuarially equivalent 75% joint and survivor annuity or 50% joint and survivor annuity for deferred vested retirements. If the participant elects and the spouse consents, participant may elect to receive another actuarially equivalent optional form offered by the plan. Optional forms include a lump sum payment.

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

Effective with this valuation, we are reflecting the provisions of the Moving Ahead for Progress in the 21st Century Act (MAP-21), which was signed into law on July 6, 2012.

Changes in Actuarial Assumptions

For funding purposes, the mortality assumption has been changed to the IRS 2012 Static Mortality Table from the IRS 2011 Static Mortality Table used in prior valuation. For ASC #960, the mortality assumption has been changed to the RP-2000 Blue Collar Table Projected to 2013 from the RP-2000 Blue Collar Table projected to 2012 which was used in prior valuation.

In addition, effective with the December 1, 2012 valuation, an explicit assumption has been made regarding the utilization and valuation of the lump sum optional form of payment. More details regarding this assumption are presented on page 28 of this report.

Changes in Actuarial Cost Method

Effective with this valuation, we have incorporated the adjusted 24-month average segment rate methodology established by MAP-21. These rates for the current plan year have been detailed within IRS Notice 2012-55. Further details on this change in the actuarial cost method, and the rates incorporated in this report, can be found within the Actuarial Cost Method and Actuarial Assumptions sections.

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.

Actuarial Assumptions

Benefit commencement date:

- **Preretirement death benefit** The later of the death of the active participant or the date the participant would have attained age 55.
- **Deferred vested benefit** Immediate.
- **Retirement benefit** Immediate.

Form of payment:

Plan participants who terminate prior to age 55 are assumed to elect an immediate lump sum payment. Of participants retiring on or after age 55, 50% are assumed to elect an immediate lump sum and 50% are assumed to elect an annuity.

Lump Sum Payments:

- **Interest Rate**

For ASC #960 purposes:
4.25% static rate for all years

For all other purposes:
Underlying segment rates used to measure liability
- **Mortality**

For ASC #960 purposes:
The IRS Applicable Mortality table as provided under IRC 417(e) projected to year of decrement.

For all other purposes:
The IRS Applicable Mortality table as provided under IRC 417(e) projected to year of valuation.

Percent Married:

85% of males; 50% of females.

Spouse age:

Wives are assumed to be four years younger than husbands.

Distribution of Active Participants by Age and Service

Number of Active Employees as of December 1, 2012 – Distribution by Age and Service

Attained Age	Years of Credited Service										Total
	<u>Under 1</u>	<u>1-4</u>	<u>5-9</u>	<u>10-14</u>	<u>15-19</u>	<u>20-24</u>	<u>25-29</u>	<u>30-34</u>	<u>35-39</u>	<u>40 +</u>	
Under 25		1									1
25-29		5	1								6
30-34		4	7	3							14
35-39		1	5	1							7
40-44		3	5	4							12
45-49		7	6	1							14
50-54		3	3	2	2			4			14
55-59		2	3	1	3			13	2		24
60-64			1	4	1			8	4	1	19
65-69											
70 +											
Total		26	31	16	6			25	6	1	111

Beulah and Savage Mines Hourly Employees' Pension Plan

EIN/PN: 84-1575176 / 005

12/1/2012

Schedule SB, Line 8 - Late Election to Apply Balances to Quarterly Installments

1 Third Quarterly Contribution Amount	\$ 218,608
2 Due Date	6/15/2012
3 Date of actual Election to apply Carryover Balance	6/27/2012
4 Days from the Election Date to December 1, 2011	209
5 Days from the Due Date to Election Date	12
6 Discounted Amount of Carryover Balance from Election Date at Plan's effective rate	\$ 211,991
7 Discounted Amount of Carryover Balance from Election Date at Plan's effective rate plus 5%	\$ 211,670
8 Adjustment for Late Interest	\$ 321
9 Amount on Line 35 from 2011 Schedule SB	\$ 971,592
10 Amount on Line 8 from 2012 Schedule SB (8 + 9)	\$ 971,913

Beulah and Savage Mines Hourly Employees' Pension Plan
EIN / PN: 84-1575176 / 005
12/1/2012
Line 22 - Description of Weighted Average Retirement Age

<u>Age</u>	<u>Probability</u>	<u>Number Retiring</u>	<u>Number Remaining</u>	<u>Result</u>
55	5.00%	0.050000	0.950000	2.750000
56	5.00%	0.047500	0.902500	2.660000
57	5.00%	0.045125	0.857375	2.572125
58	5.00%	0.042869	0.814506	2.486388
59	5.00%	0.040725	0.773781	2.402793
60	8.00%	0.061902	0.711878	3.714149
61	8.00%	0.056950	0.654928	3.473967
62	30.00%	0.196478	0.458450	12.181664
63	20.00%	0.091690	0.366760	5.776467
64	20.00%	0.073352	0.293408	4.694525
65	40.00%	0.117363	0.176045	7.628604
66	40.00%	0.070418	0.105627	4.647580
67	40.00%	0.042251	0.063376	2.830799
68	40.00%	0.025350	0.038026	1.723830
69	40.00%	0.015210	0.022815	1.049508
70	100.00%	0.022815	0.000000	1.597077
				62.189475

Actuarial Cost Method

I. 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 expenses to be paid from the plan assets during the plan year.

Target Liability and Funding Shortfall

As of December 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.

In addition, beginning with the 2012 plan year, solely for purposes of determining the minimum required contribution level, applicability of benefit restrictions, and for the at-risk determination, the adjusted 24-month average segment rates established by MAP-21 have been incorporated.

The adjusted 24-month average segment rates are generated by taking the unadjusted 24-month average segment rates for the sponsor-chosen lookback month and adjusting them so that each individual segment rate is not outside of the stipulated corridor around the corresponding 25-year average segment rate for the given plan year. For the 2012 plan year, the stipulated corridor is 90% - 110% of these 25-year average segment rates.

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 3rd 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

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 3rd 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.

The market value of the Guaranteed Deposit Account is an estimate only and not the result of the precise calculation which would be done at contract discontinuance or to measure the impact of excess withdrawals in any calendar year. It does not constitute an offer by Prudential or a final experience adjustment. Please be sure that anyone to whom you quote this value receives this explanation.

Actuarial Assumptions

Assumptions have been chosen to anticipate the long range experience of the Plan. Consistency among assumptions is important as each interacts with the others; equally important is the recognition of inflationary trends in the economy.

As the Enrolled Actuary for the Plan, I will certify to the reasonableness of these assumptions, in aggregate, as required by ERISA.

The actuarial assumptions used to compute Plan costs are:

Mortality:

Funding:
 The IRS 2012 Static Mortality Table (male/female)

ASC #960:
 RP-2000 Blue Collar projected to 2013 (male/female)

Termination:

Sample rates:

<u>Age</u>	<u>Rate</u>
25	13.0%
40	4.4%
55	3.0%

Disability:

No disabilities were assumed.

Retirement Age:

Rates varying by age.

<u>Age</u>	<u>Rate</u>
55	5%
62	30%
65	40%
70	100%

Investment Return:

For ASC #960 purposes:
 7.40% per annum, compounded annually, net of investment and contract fees.

For minimum required contribution level, applicability of benefit restrictions, and At-Risk determination only:

Segment Rates with a 4 month lookback, as adjusted by the 90%-110% corridor around the 25-year average segment rates (5.54%, 6.85%, and 7.52% for the 2012 plan year)

For all other purposes:

Segment Rates with a 4 month lookback, unadjusted (1.77%, 4.67%, and 5.78% for the 2012 plan year)

Estimated Expenses:

Estimated administrative expenses expected to be paid from Plan Assets are \$60,000.

Actuarial Assumptions

Benefit commencement date:

- **Preretirement death benefit** The later of the death of the active participant or the date the participant would have attained age 55.
- **Deferred vested benefit** Immediate.
- **Retirement benefit** Immediate.

Form of payment:

Plan participants who terminate prior to age 55 are assumed to elect an immediate lump sum payment. Of participants retiring on or after age 55, 50% are assumed to elect an immediate lump sum and 50% are assumed to elect an annuity.

Lump Sum Payments:

- **Interest Rate**

For ASC #960 purposes:
4.25% static rate for all years

For all other purposes:
Underlying segment rates used to measure liability
- **Mortality**

For ASC #960 purposes:
The IRS Applicable Mortality table as provided under IRC 417(e) projected to year of decrement.

For all other purposes:
The IRS Applicable Mortality table as provided under IRC 417(e) projected to year of valuation.

Percent Married:

85% of males; 50% of females.

Spouse age:

Wives are assumed to be four years younger than husbands.

Plan Provisions

Covered Employees	Any hourly-paid person regularly employed by any participating employer, with respect to Beulah or Savage Mines.
Participation Date	December 1, or June 1, after completing one year of service with 1,000 hours of service.
Definitions	
Vesting Service	Years and months of service as a covered employee.
Pension service	Years and months of service as a covered employee.
Normal retirement date (NRD)	The first of the month coinciding with or next following the attainment of age 65 or the fifth anniversary of the date the participant became a qualified employee, if later.
Monthly pension benefit	\$55 times pension service.
Monthly preretirement death benefit	75% (100% if death is work related) of the monthly pension benefit as of the participant's date of death, payable immediately for early commencement.
Eligibility for Benefits	
Normal retirement	Retirement on NRD.
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing five years of vesting service.
Postponed retirement	Retirement after NRD.
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service.
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.
Monthly Benefits Paid Upon the Following Events	
Normal retirement	Monthly pension benefit determined as of NRD.
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 3.0% for each year of payment before age 62.
Postponed retirement	Monthly pension benefit determined as of actual retirement date.
Vested termination	Monthly pension benefit determined as of termination date, reduced 3.0% for each year of payment before the participant reaches age 62.
Death with preretirement	Monthly preretirement death benefit payable upon death of an active spouse benefit or deferred vested member.

Plan Provisions

Other Plan Provisions

Forms of payment

Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above 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 an actuarially equivalent 75% joint and survivor annuity or 50% joint and survivor annuity for deferred vested retirements. If the participant elects and the spouse consents, participant may elect to receive another actuarially equivalent optional form offered by the plan. Optional forms include a lump sum payment.

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

Effective with this valuation, we are reflecting the provisions of the Moving Ahead for Progress in the 21st Century Act (MAP-21), which was signed into law on July 6, 2012.

Changes in Actuarial Assumptions

For funding purposes, the mortality assumption has been changed to the IRS 2012 Static Mortality Table from the IRS 2011 Static Mortality Table used in prior valuation. For ASC #960, the mortality assumption has been changed to the RP-2000 Blue Collar Table Projected to 2013 from the RP-2000 Blue Collar Table projected to 2012 which was used in prior valuation.

In addition, effective with the December 1, 2012 valuation, an explicit assumption has been made regarding the utilization and valuation of the lump sum optional form of payment. More details regarding this assumption are presented on page 28 of this report.

Changes in Actuarial Cost Method

Effective with this valuation, we have incorporated the adjusted 24-month average segment rate methodology established by MAP-21. These rates for the current plan year have been detailed within IRS Notice 2012-55. Further details on this change in the actuarial cost method, and the rates incorporated in this report, can be found within the Actuarial Cost Method and Actuarial Assumptions sections.

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.

Actuarial Assumptions

Benefit commencement date:

- **Preretirement death benefit** The later of the death of the active participant or the date the participant would have attained age 55.
- **Deferred vested benefit** Immediate.
- **Retirement benefit** Immediate.

Form of payment:

Plan participants who terminate prior to age 55 are assumed to elect an immediate lump sum payment. Of participants retiring on or after age 55, 50% are assumed to elect an immediate lump sum and 50% are assumed to elect an annuity.

Lump Sum Payments:

- **Interest Rate**

For ASC #960 purposes:
4.25% static rate for all years

For all other purposes:
Underlying segment rates used to measure liability
- **Mortality**

For ASC #960 purposes:
The IRS Applicable Mortality table as provided under IRC 417(e) projected to year of decrement.

For all other purposes:
The IRS Applicable Mortality table as provided under IRC 417(e) projected to year of valuation.

Percent Married:

85% of males; 50% of females.

Spouse age:

Wives are assumed to be four years younger than husbands.

Distribution of Active Participants by Age and Service

Number of Active Employees as of December 1, 2012 – Distribution by Age and Service

Attained Age	Years of Credited Service										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 +	
Under 25		1									1
25-29		5	1								6
30-34		4	7	3							14
35-39		1	5	1							7
40-44		3	5	4							12
45-49		7	6	1							14
50-54		3	3	2	2			4			14
55-59		2	3	1	3			13	2		24
60-64			1	4	1			8	4	1	19
65-69											
70 +											
Total		26	31	16	6			25	6	1	111

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

**Financial Statements
and
Independent Auditors' Report
November 30, 2013 and 2012**

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

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INDEPENDENT AUDITORS' REPORT

Westmoreland Coal Company Pension Committee
Beulah & Savage Mines Hourly Employees' Pension Plan
Englewood, Colorado

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of Beulah & Savage Mines Hourly Employees' Pension Plan (the "Plan"), which are comprised of the statements of net assets available for benefits as of November 30, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended November 30, 2013 and 2012, the statement of accumulated plan benefits as of December 1, 2012, the related statement of changes in accumulated plan benefits for the year ended December 1, 2012, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

BASIS FOR DISCLAIMER OF OPINION

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of November 30, 2013 and 2012, and for the year ended November 30, 2013, that the information provided to the Plan administrator by the custodian is complete and accurate.

DISCLAIMER OF OPINION

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

OTHER MATTER

The supplemental schedules as of and for the year ended November 30, 2013, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH THE DEPARTMENT OF LABOR'S RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

EKS&H LLLP

EKS&H LLLP

September 12, 2014
Denver, Colorado

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Statements of Net Assets Available for Benefits

	November 30,	
	2013	2012
Assets		
Investments, at fair value		
Pooled separate accounts	\$ 14,735,296	\$ 14,475,681
Westmoreland Coal Company common stock	294,562	193,355
Registered investment companies	1,209,221	1,411,802
Limited partnerships and limited liability companies	58,386	111,357
Cash and cash equivalents	89	89
Guaranteed deposit fund	420,462	211,069
Total investments, at fair value	<u>16,718,016</u>	<u>16,403,353</u>
Receivables		
Employer contributions	<u>1,290,000</u>	<u>-</u>
Total receivables	<u>1,290,000</u>	<u>-</u>
Net assets available for benefits	<u>\$ 18,008,016</u>	<u>\$ 16,403,353</u>

See notes to financial statements.

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Statements of Changes in Net Assets Available for Benefits

	For the Years Ended November 30,	
	2013	2012
Contributions		
Employer	\$ 1,290,000	\$ -
Investment income		
Net appreciation in fair value of assets	1,807,541	1,617,183
Interest and dividend income	374,535	324,139
Total investment income	2,182,076	1,941,322
Deductions from net assets		
Benefits paid to participants	1,784,849	1,588,015
Administrative fees	82,564	58,797
Total deductions from net assets	1,867,413	1,646,812
Net increase	1,604,663	294,510
Net assets available for benefits		
Beginning of year	16,403,353	16,108,843
End of year	\$ 18,008,016	\$ 16,403,353

See notes to financial statements.

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

**Statement of Accumulated Plan Benefits
December 1, 2012**

Actuarial present value of accumulated plan benefits

Vested benefits

Active participants

\$ 7,702,699

Retired participants and beneficiaries

7,245,242

Total vested benefits

14,947,941

Non-vested benefits

205,943

Total actuarial present value of accumulated plan benefits

\$ 15,153,884

See notes to financial statements.

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

**Statement of Changes in Accumulated Plan Benefits
For the Year Ended December 1, 2012**

Actuarial present value of accumulated plan benefits at beginning of year	<u>\$ 13,210,896</u>
Changes due to	
Benefits paid	(1,588,016)
Benefits accumulated and actuarial loss	861,418
Interest	919,898
Change in actuarial assumptions	<u>1,749,688</u>
Net increase	<u>1,942,988</u>
Actuarial present value of accumulated plan benefits at December 1, 2012	<u>\$ 15,153,884</u>

See notes to financial statements.

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies

The following description of the Beulah & Savage Mines Hourly Employees' Pension Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit plan covering all hourly union employees of the Dakota Westmoreland Corporation and the Westmoreland Savage Corporation and affiliated companies (collectively, the "Company") provided they are not leased employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Employees of the Company who were participants in the Knife River Corporation Hourly Employees' Pension Plan on April 30, 2001 became participants in the Plan as of May 1, 2001. Otherwise, participation commences on the first day of the next entry date after an hourly paid person regularly employed by the Company completes one year of service in which the employee completes 1,000 or more hours of service. The Plan's entry dates are December 1 and June 1. Hourly employees hired by the Westmoreland Savage Company subsequent to December 31, 2006 are not eligible to participate in the Plan.

The Westmoreland Coal Company Pension Committee administers the Plan and manages the Plan assets. Prudential Retirement Insurance and Annuity Company ("Prudential Retirement") is the Plan's custodian and maintains the Plan's records.

Funding Policy

The Plan is non-contributory; all funding is provided for by the Company. The Company has voluntarily agreed to make contributions to the Plan sufficient to provide the Plan with assets with which to pay pension benefits to Plan participants. For the Plan years ended November 30, 2013 and 2012, minimum funding requirements of ERISA and the Internal Revenue Code (the "Code") were \$0 and \$971,592, respectively.

The funding requirement for 2012 was met through pre-funding actuarial credits.

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Benefits and Vesting

Employees with five or more years of vesting service are entitled to monthly pension benefits beginning at the normal retirement age of 65 equal to a factor times the number of years of credited service. The factor for Dakota Westmoreland Corporation participants is \$55. The factor for participants of Westmoreland Savage Corporation is \$35.25 for years of credited service earned prior to January 1, 1988, \$42 for years of credited service earned in 1988 and 1989, \$46.50 for years of service earned from 1990 through December 31, 1993, and \$49.50 for years of credited service earned from January 1, 1994 to December 31, 2006. The Plan permits early retirement at age 55 with at least five years of vesting service. If the employee is at least age 62, there are no reductions in benefit factors for early retirement. If the employee is between 55 and 62, benefits are reduced by 1/4 of 1% for every month between the date that benefits begin and the month of their 62nd birthday. For the purpose of converting days into years, 365.25 days shall constitute one year, and the result will be rounded to two decimal places. The Plan permits deferred vested pension payments for employees whose employment is terminated for reasons other than death, retirement, or disability on or after the completion of five years of vested service.

Effective January 1, 2003 participants employed by Beulah Mine who have 20 years of service and have not attained 55 years of age prior to termination and were either laid off due to the closure of the mine or have been permanently laid off for no less than 180 days will be eligible to elect to begin receiving their accrued monthly pension reduced for early commencement as outlined in the Plan document. These participants may also elect a lump-sum payment.

Married employees will receive their benefits in the form of a joint and 75% survivor annuity unless an alternate method has been selected and properly approved. Unmarried employees will receive their benefits in the form of a life annuity. Participants may receive a single lump-sum distribution under certain circumstances. Benefits are recorded when paid.

Death and Disability Benefits

If an active employee dies prior to retirement and has rendered five years of service, a monthly pension equal to the survivor's annuity is paid to the employee's spouse. If an employee dies after retirement, the benefit provided by the form of payment elected at retirement is paid to the employee's beneficiary. Active employees with five years of service who become totally disabled receive monthly disability benefits that are equal to \$15 times the number of years of credited service. Active employees with less than five years of service receive monthly disability benefits equal to \$7.50 times the number of years of credited service.

Administrative Expenses

During the years ended November 30, 2013 and 2012, the Company paid certain administrative expenses of the Plan.

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value as reported by the Plan custodian. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. See Note 2 for discussion of fair value measures.

The net realized and unrealized investment gain or loss (net appreciation or depreciation in fair value of investments) is reflected in the accompanying statements of changes in net assets available for benefits and is determined as the difference between fair value at the beginning of the year (or date purchased if during the year) and selling price (if sold during the year) or year-end fair value. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recognized on the accrual basis. Dividends are recognized on the ex-dividend date.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investments that, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect the investment account balances and the amounts reported in the statements of net assets available for benefits.

Additionally, some investments held by the Plan are invested in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of comparable U.S. companies.

Plan contributions are made and the actuarial value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would have a material impact on Plan contributions and the financial statements.

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered prior to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Plan's independent actuary and is the amount that results from applying actuarial assumptions to the accumulated plan benefits to reflect the time value of money (through discounts and for interest) and the probability of payment (by means of decrements such as death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. Actuarial assumptions for the Plan are made as of the beginning of the Plan year. The statement of accumulated plan benefits and the statement of changes in accumulated plan benefits were prepared as of December 1, 2012 and for the year ended December 1, 2012. Had the reports been prepared as of and for the year ended November 30, 2012, no material change would have been necessary. The significant actuarial assumptions used in the valuations as of December 1, 2012 are as follows:

- Life expectancy of participants was obtained from the RP-2000 Blue Collar (male/female).
- Funding was based on the IRS 2012 Static Mortality Table (male/female).
- The assumed long-term investment return was 7.4% for Accounting Standards Codification ("ASC") Topic 960 purposes, 6.6% for minimum required contribution level, applicability of benefit restrictions, and at-risk determination only, and 4.1% for all other purposes.
- No disabilities were assumed.
- Estimated administrative expenses expected to be paid from Plan assets are \$60,000.
- Benefit commencement date - pre-retirement death benefit is the later of the death of the active participant or the date the participant would have attained age 55, deferred vested benefit and retirement benefit are immediately.
- Form of payment - Plan participants who terminate prior to age 55 are assumed to elect an immediate lump-sum payment. Of participants retiring on or after age 55, 50% are assumed to elect an immediate lump sum and 50% are assumed to elect annuity.
- Interest rate on lump-sum payments is 4.25%.
- Mortality rate on lump-sum payments is based on the IRS Applicable Mortality table as provided under the Code Section 417(e) projected to year of decrement.
- Percent married - 85% of males, 50% of females.
- Spouse age - wife four years younger than husband.

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Actuarial Present Value of Accumulated Plan Benefits (continued)

- Participants are assumed to retire based on rates of retirement varying by age:

<u>Age</u>	<u>Rate</u>
55	5%
62	30%
65	40%
70	100%

- Participants are assumed to terminate based on rates of expected termination varying by age:

<u>Age</u>	<u>Rate</u>
25	13%
40	4.4%
55	3%

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The following changes in actuarial assumptions were made from the December 1, 2011 valuation to the December 1, 2012 valuation:

- For funding purposes, the Mortality Table has been changed to the IRS's 2012 Static Mortality Table.
- For ASC Topic 960, the Mortality Table has changed to the RP-2000 Blue Collar Table projected to 2013.
- Explicit assumption made regarding utilization and valuation of the lump sum optional form of payment.

A change in actuarial cost method was made from December 1, 2011 to the December 1, 2012 valuation. Beginning with the 2012 Plan year, solely for purposes of determining the minimum required contribution level, applicability of benefit restrictions, and for the at-risk determination, the adjusted 24-month average segment rates established by MAP-21 have been incorporated.

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 2 - Fair Value Accounting

Generally accepted accounting principles establish a framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at November 30, 2013 and 2012.

Registered investment companies: Valued at the net asset value of shares held by the Plan at year-end based on the quoted prices in an active market.

Pooled separate accounts: Valued based on the quoted market prices of the securities underlying the investments.

Westmoreland Coal Company common stock and cash and cash equivalents: Valued at the closing price reported on the active market on which the individual investments are traded.

Limited partnerships and limited liability companies: Valued by the respective partnership or company manager using the market and income approaches. The market approach consists of using comparable market transactions or values. The income approach consists of the net present value of estimated future cash flows, adjusted as appropriate for liquidity, credit, market, and other risk factors. The inputs considered in the valuations include original transaction prices, recent transactions in the same or similar instruments, changes in financial ratios or cash flows, discounted cash flow valuations, and general economic and market conditions. These represent the Level 3 investments.

Guaranteed deposit fund: Valued using a method that approximates the market value of underlying investments by discounting expected future investment cash flow from both investment income and repayment of principal for each investment purchased.

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 2 - Fair Value Accounting (continued)

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets at fair value as of 2013 and 2012.

Assets at fair value as of November 30, 2013 on a recurring basis are as follows:

Description	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
International blend (a)	\$ -	\$ 1,190,924	\$ -	\$ 1,190,924
Blended funds (b)	-	6,112,627	-	6,112,627
Fixed income - domestic (c)	-	4,413,960	-	4,413,960
Intermediate-term bond (d)	-	3,017,785	-	3,017,785
Guaranteed deposit fund (e)	-	420,462	-	420,462
Limited partnerships and limited liability companies	-	-	58,386	58,386
Westmoreland Coal Company common stock	294,562	-	-	294,562
Registered investment companies	1,209,221	-	-	1,209,221
Cash and cash equivalents	89	-	-	89
Total	<u>\$ 1,503,872</u>	<u>\$ 15,155,758</u>	<u>\$ 58,386</u>	<u>\$ 16,718,016</u>

Assets at fair value as of November 30, 2012 on a recurring basis are as follows:

Description	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
International blend (a)	\$ -	\$ 1,409,977	\$ -	\$ 1,409,977
Blended funds (b)	-	7,140,181	-	7,140,181
Fixed income - domestic (c)	-	4,126,239	-	4,126,239
Intermediate-term bond (d)	-	1,799,284	-	1,799,284
Guaranteed deposit fund (e)	-	211,069	-	211,069
Limited partnerships and limited liability companies	-	-	111,357	111,357
Westmoreland Coal Company common stock	193,355	-	-	193,355
Registered investment companies	1,411,802	-	-	1,411,802
Cash and cash equivalents	89	-	-	89
Total	<u>\$ 1,605,246</u>	<u>\$ 14,686,750</u>	<u>\$ 111,357</u>	<u>\$ 16,403,353</u>

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 2 - Fair Value Accounting (continued)

- (a) International blends seek to have a diversified portfolio of investments, including fixed-income and equity-focused investments in international markets.
- (b) Blended funds seek to provide long-term growth of capital. They seek to provide investment results that approximate the performance of the Standard & Poor's Composite 1500 Index.
- (c) The fixed income - domestic seeks to invest in high-quality corporate bonds with over 15 years to maturity.
- (d) The intermediate-term bond seeks to achieve performance results similar to the Barclays Capital U.S. Aggregate Bond Index and is invested to reflect many of the characteristics of the Barclays Capital U.S. Aggregate Bond Index. This fund invests primarily in corporate and government bonds.
- (e) The guaranteed deposit fund seeks to invest in publicly traded and privately placed debt securities and mortgage loans, and to a lesser extent, real estate and other equity investments in order to provide a guaranteed rate of return.

Level 3 Changes

The following is a reconciliation of the beginning and ending balances for assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the periods ended November 30, 2013 and 2012. Both observable and unobservable inputs may be used to determine the fair value of the positions classified within the Level 3 category. As a result, the unrealized gains and losses for assets and liabilities within the Level 3 category may include changes in the fair value that were attributable to both observable and unobservable inputs.

	<u>Limited Partnerships and Limited Liability Companies</u>	
	<u>2013</u>	<u>2012</u>
Beginning balance	\$ 111,357	\$ 244,875
Total gains or losses (realized/unrealized)	14,207	4,452
Sales	<u>(67,178)</u>	<u>(137,970)</u>
Ending balance	<u>\$ 58,386</u>	<u>\$ 111,357</u>

Note 3 - Investments

Prudential Retirement has certified in writing to the Plan administrator that the stated amounts for investments at fair value as of November 30, 2013 and 2012 and the income earned on the investments for the year ended November 30, 2013, as reflected in the accompanying financial statements and the schedule of assets (held at end of year), are complete and accurate.

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 3 - Investments (continued)

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's auditors not to perform any auditing procedures with respect to the investment information certified by Prudential Retirement, except for comparing the information contained therein to information included in the financial statements and the schedule of assets (held at end of year).

The fair values of investments greater than 5% of net assets available for benefits were the following:

	November 30,	
	2013	2012
Pooled separate accounts		
QMA U.S. Broad Market Index	\$ 6,112,627	\$ 7,140,181
Core Bond Enhanced Index/PIM Fund	\$ 3,017,785	\$ 1,799,284
Pru Long Corporate Bond	\$ 2,216,787	\$ 2,072,399
Long Duration Bond/IR&M Fund	\$ 2,197,173	\$ 2,053,840
Intl Bld/Pictet Asset Management Fund	\$ 1,190,924	\$ 1,409,977
Registered investment companies		
American Europacific Growth Fund	\$ 1,209,221	\$ 1,411,802

Net appreciation (depreciation) by investment type for the periods ended:

	November 30,	
	2013	2012
Investments type		
Pooled separate accounts	\$ 1,455,108	\$ 1,471,287
Registered investment companies	234,315	149,911
Westmoreland Coal Company common stock	101,207	(8,467)
Limited partnerships and limited liability companies	<u>16,911</u>	<u>4,452</u>
Total	<u>\$ 1,807,541</u>	<u>\$ 1,617,183</u>

Reported Net Asset Values

The investments in pooled separate accounts as of November 30, 2013 and 2012 are \$14,735,296 and \$14,475,681, respectively, as valued based on the net asset value as a practical expedient. There are no unfunded commitments and the units may be redeemed on a daily basis.

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 4 - Income Taxes

The Plan has received a tax determination letter dated April 20, 2012 from the IRS covering changes made to comply with ERISA and indicating that the Plan qualifies under the provisions of Section 401(a) of the Code and is exempt from federal income taxes.

The Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the accompanying financial statements.

Generally accepted accounting principles require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of November 30, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

Note 5 - Administration of the Plan

The Company provides at no cost to the Plan certain administrative, accounting, and legal services to the Plan and also pays the cost of certain outside services for the Plan.

Note 6 - Related Party Transactions

Plan investments include registered investment companies, pooled separate accounts, a guaranteed deposit fund, and a money market fund managed by Prudential Retirement. Prudential Retirement is the custodian, as defined by the Plan; therefore, these transactions qualify as party-in-interest. These transactions are exempt from prohibited transaction regulations.

For the Plan years ended November 30, 2013 and 2012, the Westmoreland Coal Company did not contribute or sell any shares of common stock. As of November 30, 2013 and 2012, the Plan held 19,690 shares of Westmoreland Coal Company common stock with a fair value of \$294,562 and \$193,355, respectively.

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Notes to Financial Statements

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated for any reason, the net assets of the Plan would be allocated, as prescribed by ERISA and its regulations, generally to provide the following benefits in the order indicated:

- Annuity benefits that former employees or their beneficiaries have been receiving for at least three years or that employees eligible to retire for the three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination;
- Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC"), a U.S. government agency, up to the applicable limitations (discussed below);
- All other vested benefits not insured by the PBGC; or
- All non-vested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

Whether all participants receive their benefits, should the Plan terminate at some future time, will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

Note 8 - Subsequent Events

The Company has evaluated subsequent events related to the Plan through the auditors' report date, which is the date the financial statements were available for issuance, and determined that there were no subsequent events requiring disclosure.

SUPPLEMENTAL SCHEDULES

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) As of November 30, 2013

Employer Identification Number - 84-1575176

Plan Number - 005

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Pooled separate accounts			
*	Prudential	QMA U.S. Broad Market Index	\$ 4,468,048	\$ 6,112,627
*	Prudential	Core Bond Enhanced Index/PIM Fund	2,316,010	3,017,785
*	Prudential	Pru Long Corporate Bond	2,382,819	2,216,787
*	Prudential	Long Duration Bond/IR&M Fund	2,963,612	2,197,173
*	Prudential	Intl Bld/Pictet Asset Management Fund	805,365	1,190,924
	Registered investment companies			
	American Funds	American Europacific Growth Fund	916,918	1,209,221
	Limited partnerships and limited liability companies			
	Siguler Guff Distressed Opportunities Fund, LLC	Siguler Guff Distressed LLC	-	35,299
	Oaktree Capital Management, L.P.	OCM Real Estate Opportunity Fund III LP	-	23,087
	Common stock			
*	Westmoreland Coal Company	Westmoreland Coal Company common stock, 19,690 shares of \$2.50 par value	353,829	294,562
	Cash and cash equivalents			
*	Prudential	Prudential Brokerage Money Market	89	89
	Guaranteed deposit fund			
*	Prudential	Guaranteed Deposit Fund	<u>420,462</u>	<u>420,462</u>
	Total investments		<u>\$ 14,627,152</u>	<u>\$ 16,718,016</u>

* Party-in-interest

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

**Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions
For the Year Ended November 30, 2013**

Employer Identification Number - 84-1575176
Plan Number - 005

Series of transactions that exceed 5% of net assets available for benefits as of the beginning of the Plan year:

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase		(d) Selling Price	(g) Cost of Asset		(h) Current Value of Asset on Transaction Date		(i) Net Gain (Loss)
		Price			Purchase	Sales	Purchase	Sales	
Series of transactions									
Prudential	QMA U.S. Broad Market Index	\$ 29,612	\$ -	\$ -	\$ 29,612	\$ -	\$ 29,612	\$ -	\$ -
Prudential	QMA U.S. Broad Market Index	\$ -	\$ 2,927,500	\$ 2,927,500	\$ -	\$ 2,339,003	\$ -	\$ 2,927,500	\$ 588,497
Prudential	Core Bond Enhanced Index/PIM Fund	\$ 1,267,403	\$ -	\$ -	\$ 1,267,403	\$ -	\$ 1,267,403	\$ -	\$ -
Prudential	Guaranteed Deposit	\$ 2,137,046	\$ -	\$ -	\$ 2,137,046	\$ -	\$ 2,137,046	\$ -	\$ -
Prudential	Guaranteed Deposit	\$ -	\$ 1,938,593	\$ 1,938,593	\$ -	\$ 1,938,593	\$ -	\$ 1,938,593	\$ -

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) As of November 30, 2013

Employer Identification Number - 84-1575176

Plan Number - 005

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Pooled separate accounts			
*	Prudential	QMA U.S. Broad Market Index	\$ 4,468,048	\$ 6,112,627
*	Prudential	Core Bond Enhanced Index/PIM Fund	2,316,010	3,017,785
*	Prudential	Pru Long Corporate Bond	2,382,819	2,216,787
*	Prudential	Long Duration Bond/IR&M Fund	2,963,612	2,197,173
*	Prudential	Intl Bld/Pictet Asset Management Fund	805,365	1,190,924
	Registered investment companies			
	American Funds	American Europacific Growth Fund	916,918	1,209,221
	Limited partnerships and limited liability companies			
	Siguler Guff Distressed Opportunities Fund, LLC	Siguler Guff Distressed LLC	-	35,299
	Oaktree Capital Management, L.P.	OCM Real Estate Opportunity Fund III LP	-	23,087
	Common stock			
*	Westmoreland Coal Company	Westmoreland Coal Company common stock, 19,690 shares of \$2.50 par value	353,829	294,562
	Cash and cash equivalents			
*	Prudential	Prudential Brokerage Money Market	89	89
	Guaranteed deposit fund			
*	Prudential	Guaranteed Deposit Fund	<u>420,462</u>	<u>420,462</u>
	Total investments		<u>\$ 14,627,152</u>	<u>\$ 16,718,016</u>

* Party-in-interest

BEULAH & SAVAGE MINES HOURLY EMPLOYEES' PENSION PLAN

Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions For the Year Ended November 30, 2013

Employer Identification Number - 84-1575176
Plan Number - 005

Series of transactions that exceed 5% of net assets available for benefits as of the beginning of the Plan year:

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset		(h) Current Value of Asset on Transaction Date		(i) Net Gain (Loss)
				Purchase	Sales	Purchase	Sales	
Series of transactions								
Prudential	QMA U.S. Broad Market Index	\$ 29,612	\$ -	\$ 29,612	\$ -	\$ 29,612	\$ -	\$ -
Prudential	QMA U.S. Broad Market Index	\$ -	\$ 2,927,500	\$ -	\$ 2,339,003	\$ -	\$ 2,927,500	\$ 588,497
Prudential	Core Bond Enhanced Index/PIM Fund	\$ 1,267,403	\$ -	\$ 1,267,403	\$ -	\$ 1,267,403	\$ -	\$ -
Prudential	Guaranteed Deposit	\$ 2,137,046	\$ -	\$ 2,137,046	\$ -	\$ 2,137,046	\$ -	\$ -
Prudential	Guaranteed Deposit	\$ -	\$ 1,938,593	\$ -	\$ 1,938,593	\$ -	\$ 1,938,593	\$ -