

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 24pt; font-weight: bold;">2018</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</u>
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ 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>WESTMORELAND COAL COMPANY AND SUBSIDIARIES EMPLOYEES' SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>	
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>WESTMORELAND COAL COMPANY</u> <u>9540 SOUTH MAROON CIRCLE, SUITE 300</u> <u>ENGLEWOOD, CO 80112</u>	1c Effective date of plan <u>10/01/1957</u>	2b Employer Identification Number (EIN) <u>23-1128670</u>	2c Plan Sponsor's telephone number <u>303-922-6463</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.	09/11/2019	ELIZABETH A MARTINEZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/11/2019	ELIZABETH A MARTINEZ
	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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2018)
v. 171027

3a Plan administrator's name and address ☐ Same as Plan Sponsor WESTMORELAND COAL COMPANY 9540 SOUTH MAROON CIRCLE, SUITE 300 ENGLEWOOD, CO 80112	3b Administrator's EIN 23-1128670 3c Administrator's telephone number 303-922-6463
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 1784
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 1363 6a(2) 1309 6b 14 6c 367 6d 1690 6e 0 6f 1690 6g 1591 6h 11
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: 2E 2F 2H 2J 2K 3I 2T 2S 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
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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)** ☒ 1 **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration 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 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
A Name of plan WESTMORELAND COAL COMPANY AND SUBSIDIARIES EMPLOYEES' SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 WESTMORELAND COAL COMPANY	D Employer Identification Number (EIN) 23-1128670

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	038631	1690	01/01/2018	12/31/2018

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 0	(b) Total amount of fees paid 0
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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
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(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	26533839
5 Current value of plan's interest under this contract in separate accounts at year end	5	58609772

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 ▶ **GUARANTEED GENERAL ACCOUNT CONTRACT**

b Balance at the end of the previous year.....	7b	28879573
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c Additions: (1) Contributions deposited during the year	7c(1)	1838559	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	576279	
(4) Transferred from separate account.....	7c(4)	1427095	
(5) Other (specify below)	7c(5)	1903352	

▶ **LOAN REPAYMENTS MISCELLANEOUS IN TRANSFERS IN**

(6) Total additions.....	7c(6)	5745285
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d Total of balance and additions (add lines 7b and 7c(6))	7d	34624858
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	5410862	
(2) Administration charge made by carrier	7e(2)	1254	
(3) Transferred to separate account.....	7e(3)	911813	
(4) Other (specify below)	7e(4)	1767090	

▶ **FORF. DR., TRANSFERS OUT LOAN INITIATIONS MISC. OUT**

(5) Total deductions.....	7e(5)	8091019
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	26533839
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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. ▶

<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
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan WESTMORELAND COAL COMPANY AND SUBSIDIARIES EMPLOYEES' SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 WESTMORELAND COAL COMPANY	D Employer Identification Number (EIN) 23-1128670	

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 INSURANCE AND
06-1050034

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

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 15 37 50 64	NONE	205109	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

GLOBAL RETIREMENT PARTNERS

47-1411118

(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?
27	NONE	106457	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:	EKS & H LLLP	b EIN:	46-1497033
c Position:	AUDITOR		
d Address:	8181 E TUFTS AVE, STE 600 DENVER, CO 80237	e Telephone:	303-740-9090

Explanation: AS A RESULT OF AN ASSET PURCHASE TRANSACTION, PARTNERS AND STAFF FROM EKS & H LLLP JOINED PLANTE & MORAN PLLC EFFECTIVE 10/01/2018.

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 <div style="text-align: center; font-size: 1.2em;">2018</div> This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>WESTMORELAND COAL COMPANY AND SUBSIDIARIES EMPLOYEES' SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</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>23-1128670</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 BD ENHANCED IDX/PGIM</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>358500</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE PLUS BOND / PGIM FD</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>				
c EIN-PN <u>06-1050034-299</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>13945819</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>DRYDEN S&P 500 INDEX FUND</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>				
c EIN-PN <u>06-1050034-123</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>4743588</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MCV/ROBECO FUND</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>				
c EIN-PN <u>06-1050034-440</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>4684504</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRU DAY ONE IFX TARG BAL</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>				
c EIN-PN <u>06-1050034-697</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>15634762</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>QMA MID CAP INDEX FUND</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>				
c EIN-PN <u>06-1050034-833</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>1122983</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>QMA SMALL CAP INDEX FUND</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>				
c EIN-PN <u>06-1050034-832</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>1324288</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP GROWTH STK STGY**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-265	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16795327
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan WESTMORELAND COAL COMPANY AND SUBSIDIARIES EMPLOYEES' SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 WESTMORELAND COAL COMPANY	D Employer Identification Number (EIN) 23-1128670	

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	0	479
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	97392	94645
(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)		
(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)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	5366338	4503827
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	68456310	58609771
(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)	67165708	53706948
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	28879573	26533839
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	1163255	10152
(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	171128576	143459661

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	171128576	143459661
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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)	4723399	
(B) Participants	2a(1)(B)	7526417	
(C) Others (including rollovers)	2a(1)(C)	1021111	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		13270927
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)	224582	
(F) Other	2b(1)(F)	576279	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		800861
(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)	801937	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		801937
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	73346	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1463495	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-1390149
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	308154	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		308154

		(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)		-2198537
(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)		-7290322
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		4302871

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	31411107	
(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)		31411107
f Corrective distributions (see instructions)	2f		319
g Certain deemed distributions of participant loans (see instructions)	2g		27539
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)	532821	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		532821
j Total expenses. Add all expense amounts in column (b) and enter total	2j		31971786

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-27668915
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: PLANTE & MORAN PLLC

(2) EIN: 38-1357951

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	
4c		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	
4d		X	
e Was this plan covered by a fidelity bond?	X		15000000
4e	X		15000000
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	
4f		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	
4g		X	
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	
4h		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		
4i	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		
4j	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	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
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.			
4n			

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

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____. (See instructions.)

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 sections 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 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>WESTMORELAND COAL COMPANY AND SUBSIDIARIES EMPLOYEES' SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</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>23-1128670</u>

Part I	Distributions
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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>10838</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	

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
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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
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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.
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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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2018
v. 171027

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

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****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

b The corresponding number for the second preceding plan year

15a**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

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

16a**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):



**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

**Financial Statements
and
Independent Auditor's Report
December 31, 2018 and 2017**

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

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Independent Auditor's Report

To the Audit Committee
Westmoreland Coal Company and
Subsidiaries Employees' Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Westmoreland Coal Company and Subsidiaries Employees' Savings Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2018 and the related statement of changes in net assets available for benefits for the year then ended, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit 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 on the 2018 financial statements.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), 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 and Prudential Bank & Trust, F.S.B. (collectively, the "Custodian"), except for comparing such information with the related information included in the 2018 financial statements. We have been informed by the plan administrator that the Custodian holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Custodian as of and for the year ended December 31, 2018 that the information provided to the plan administrator 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 on the 2018 financial statements. Accordingly, we do not express an opinion on the 2018 financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2018 and schedule of reportable transactions are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA 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 the supplemental schedules.

To the Audit Committee
Westmoreland Coal Company and
Subsidiaries Employees' Savings Plan

Report on Prior Year Financial Statements

The financial statements of Westmoreland Coal Company and Subsidiaries Employees' Savings Plan as of and for the year ended December 31, 2017 were audited by EKS&H LLLP, whose report dated July 27, 2018 disclaimed an opinion, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations for 2018 Financial Statements

The form and content of the information included in the 2018 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moreau, PLLC

Denver, Colorado
August 23, 2019

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

**STATEMENTS OF NET ASSETS
AVAILABLE FOR BENEFITS**

	December 31, 2018	December 31, 2017
Investments at fair value:		
Westmoreland common stock	\$ 10,152	\$ 1,163,255
Pooled separate accounts	58,609,771	68,456,310
Mutual funds	53,706,948	67,165,708
Total investments at fair value	<u>112,326,871</u>	<u>136,785,273</u>
Investment in contracts at contract value	26,533,839	28,879,573
Cash	479	—
Receivables:		
Notes receivable from participants	4,503,827	5,366,338
Employer contribution	94,645	97,392
Total receivables	<u>4,598,472</u>	<u>5,463,730</u>
Net assets available for benefits	<u><u>\$ 143,459,661</u></u>	<u><u>\$ 171,128,576</u></u>

See accompanying Notes to Financial Statements.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

**STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS**

	Year Ended December 31, 2018
Contributions:	
Employer, net of forfeitures applied	\$ 4,723,399
Employee	7,526,417
Rollovers	1,021,111
Total contributions	<u>13,270,927</u>
Investment income:	
Interest and dividends	1,378,216
Net depreciation of investments, including realized and unrealized gains and losses	<u>(10,570,854)</u>
Total investment income	(9,192,638)
Interest income from notes receivable from participants	224,582
Deductions from net assets attributed to:	
Distributions to participants	(31,438,965)
Administrative expenses, net of forfeitures	<u>(532,821)</u>
Total deductions	(31,971,786)
Decrease in net assets available for benefits	(27,668,915)
Net assets available for benefits:	
Beginning of year	171,128,576
End of year	<u><u>\$ 143,459,661</u></u>

See accompanying Notes to Financial Statements.

WESTMORELAND COAL COMPANY AND SUBSIDIARIES EMPLOYEES' SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Basis of Financial Statement Presentation

The Westmoreland Coal Company and Subsidiaries Employees' Savings Plan, or the "Plan," established October 1, 1957 (as amended), is a defined contribution plan and is sponsored by Westmoreland Coal Company and its subsidiaries (the "Company" or "Employer").

The accompanying financial statements have been prepared on the accrual basis of accounting and present the net assets available for benefits and changes in those net assets.

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 the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions in net assets available for benefits during the reporting period. Actual results could differ significantly from those estimates.

Investments

Westmoreland common stock is recorded at quoted market values.

Pooled separate accounts are recorded at net asset value ("NAV"), as a practical expedient for fair value, of units held by the Plan at year-end, which is based on the quoted market prices of the securities underlying the investments. There are no unfunded commitments, and the units may be deemed on a daily basis.

Mutual funds are recorded at quoted market values.

As described in guidance issued by the Financial Accounting Standards Board ("FASB"), fully benefit-responsive investment contracts held by a defined-contribution plan are required to be reported at contract value. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The Plan has entered into a fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company. Prudential Retirement Insurance and Annuity Company maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by Prudential. Contract value represents contributions made under the contract, plus earnings or losses, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As of December 31, 2018 and 2017, the contract value of the investment in the Guaranteed Income Fund amounted to \$26,533,839 and \$28,879,573, respectively. There are no events that could limit the ability of the Plan to transact at contract value. In addition, there are no events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different from contract value.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net realized and unrealized gains and losses are reflected in the accompanying statement of changes in net assets available for benefits as net appreciation (depreciation) of investments and is determined as the difference between fair value at the beginning of the year (or date purchased during the year) and selling price or year-end fair value. Changes in market values after the Plan year-end are not reflected in the accompanying financial statements. See Note 4 for a discussion of fair value measurements.

Distributions to Participants

Distributions to participants are recorded when paid.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

Significant Accounting and Reporting Matters

During the second quarter of 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Updated ("ASU") 2014-15, *Presentation of Financial Statements - Going concern (subtopic 205-40): disclosure of uncertainties about an Entity's ability to continue as a going concern*. This update provides U.S. GAAP guidance on management's responsibility in evaluating whether there is substantial doubt about a company's ability to continue as a going concern. On October 9, 2018, the Company filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. The Plan's management believe that the filing of the bankruptcy does not impact the Plan's ability to continue as a going concern. In addition, the filing of the bankruptcy impacted the Company's stock price and resulted in unrealized and realized losses of \$1.1 million during the year ended December 31, 2018.

2. Description of Plan

The following summary of the Plan provides general information only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, which consists of subplans listed below, is administered by a retirement benefits committee, which is appointed by the Compensation and Benefits Committee of the Company's Board. Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B. (collectively as "Prudential"), the trustee, have full responsibility for the control and management of the assets of the Plan. Substantially all trustee fees, administrative costs and investment fees of the Plan are paid by the Company; however, costs of administrative expenses directly attributable to participant accounts are paid by participants.

Effective October 1, 2017, the Plan charges each plan participant 0.8% annually assessed on each participant's end of period asset balance, paid to the Plan's expense account quarterly. The amounts collected from this 0.8% annual charge are used to pay certain of the administrative expenses of the plan.

All active employees who work 1,000 hours or more, are not leased employees, nonresident aliens or subject to collective bargaining agreements, unless specifically negotiated, are eligible to participate in the Plan in accordance with the provisions of the Plan document. The Plan is further subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Plan and the Westmoreland Savage Corporation Union ("WSC Union") plan have elected a safe harbor 401(k) plan under the Internal Revenue Code, or "IRC." As a result, the matching contributions made to the Plan are considered safe harbor matching contributions and the contributions will automatically satisfy the nondiscrimination testing requirements under the IRC section 401(m). The Dakota Westmoreland Corporation Union ("DWC Union") plan does not qualify.

Effective January 2013, the Plan froze the after-tax contribution for future contributions and maintained the after-tax contributions accounts for any previous contributions. This is exclusive of the Roth contributions.

Effective January 2015, the Plan's tenth amendment modified the way new inexperienced miners make contributions to the Plan.

In July 2015, subplan IV's fourth amendment restricted leased employees and employees working less than 1,000 hours per year from participating in the Plan for the Westmoreland Kemmerer Inc. Union ("WKI Union") employees.

Effective January 1, 2017, the Plan was amended and restated. As part of the restatement process, the San Juan Coal Company Salaried 401(k) Plan was merged into the Plan effective December 31, 2016. The January 1, 2017 Plan incorporates all amendments and restatements since the Plan was last amended and restated and makes other necessary and desirable changes as permitted by law.

Contributions

Participants may contribute between 1% and 75% of their eligible compensation. The participant's maximum pre-tax contribution is limited by the IRC to \$18,500 and \$18,000 in calendar year 2018 and 2017 respectively. Catch-up contributions are permitted for those eligible employees over the age of 50 years and are limited to \$6,000 in calendar years 2018 and 2017.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

The Plan offers both automatic enrollment of new employees who do not elect or opt out of the plan and an annual escalation feature of 1% per year up to 6%. Effective January 1, 2014, the auto enrollment for new non-union employees started at 6%. The auto enrollment for DWC Union and WSC Union employees remains at 3%. The WKI Union plan does not include these features.

The Company matches all non-bargained employees' contributions 100% up to a maximum of 4% of their eligible compensation as defined within the plan. In addition, the Company makes a yearly 2% special employer contribution to employees that had at least 15 years of service as of December 31, 2009, have at least 1,000 hours of service per year and are active employees on December 31 of the Plan year for which the contribution is made. Contributions will be made after the end of the Plan year to which the contributions apply, but only through the Plan year ending December 31, 2018. Contributions were made solely in cash for the year ended December 31, 2018.

The Company matches the San Juan Union employees' contributions 75% for each dollar contributed up to a maximum of 6% of their eligible compensation. In addition to the Company match, the San Juan Union employees' receive a special employer contribution based on the following designations:

<u>Operation</u>	<u>Criteria</u>	<u>Annual Contribution</u>
Surface	Employee hired, rehired or transferred in after June 30, 2004	\$3,500, pro-rated bi-weekly
Underground	Employee hired, rehired or transferred in after May 1, 2016	\$3,000, pro-rated bi-weekly

The Company matches the DWC Union employees' contributions 50% for each dollar contributed up to a maximum of 6% of pay, the WSC Union employees' contributions 100% for each dollar contributed up to a maximum of 4% of pay and there is no match for the WKI Union employees. WKI Union employees hired on or after May 1, 2012 are eligible for a special employer contribution referred to as an "enhanced premium contribution" and/or a "supplemental pension contribution" where the Company contributes the following to the Plan:

<u>Period</u>	<u>Amount per Hour Worked</u>
2014 through 2018	\$3.00

Participants can direct their contributions to invest in any combination of available investments within the Plan. The employer match will be contributed in cash only as a result of the Company's May 2016 election to discontinue matching employee 401(k) saving plan contributions with common shares.

The Plan has a Roth 401(k) feature which allows after-tax contribution dollars to be eligible for tax-free investment earnings if the distribution is qualified. Roth 401(k) contributions and regular contributions are combined for purposes of the Internal Revenue Service ("IRS") annual deferral limit. After tax contributions are also allowed in the Plan and their earnings would be taxed upon distribution.

The Company will make true-up matching contributions to participants' accounts on an annual basis. True-up matching contributions are additional contributions made at the end of each Plan year to apply the safe harbor matching contributions based on annual compensation which may result in additional contributions.

Participant Accounts

Each participant's account is credited or debited with the participant's contribution and allocation of the Company's contribution and plan expenses and earnings (losses). Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

Distributions

Upon retirement or termination of employment, a participant may elect to receive a distribution in an amount equal to the value of the participant's vested interest in his or her account. The distribution can be taken in either a lump-sum or partial distribution. In addition, a participant may elect to receive a distribution in installment payments for a period of time not extending beyond your life expectancy and the life expectancy of your spouse or beneficiary. Upon a participant's death, a distribution of the remaining vested balance will be directed to be paid to the beneficiary designated, which typically must be paid out in full within five years. In 2018, the distribution to participants includes \$763,151 as deemed loans.

Withdrawals

During employment, a participant may elect to receive in-service withdrawals from the Plan if they meet certain criteria, which can include after-tax contributions, rollover contributions, qualified military duty status or being at least age 59½. In addition to in-service withdrawals, a participant can request a hardship withdrawal if they meet certain criteria around financial hardship, which can include (but may not be limited to) medical expenses, foreclosure, tuition or funeral expenses.

Vesting

Vesting of the Company's matching contribution for participants is based on years of continuous service. A participant is 50% vested after one year and 100% vested after two years.

Special Considerations

Upon termination and distribution, a participant's unvested amount, if any, will be forfeited and may be used to pay Plan expenses or the Employer's contributions to the Plan. If a participant has terminated and not yet begun receiving distributions by the time he or she attains age 70½, the participant will begin receiving minimum required distributions as of the April 1 following the calendar year in which the participant attains age 70½. For a participant whom terminates with a vested balance that exceeds \$1,000 but does not exceed \$5,000 and fails to request a distribution, the Plan Administrator will direct the Trustee to roll over the vested balance to an IRA with Prudential Bank & Trust. If a participant whom terminates with a vested balance that does not exceed \$1,000 and fails to request a distribution, the Plan Administrator will pay the vested balance directly to the participant in a lump sum distribution (less federal income tax withholding).

3. Certification of Investments

Prudential certified in writing to the Plan administrator that the stated amounts for investments at fair value as of December 31, 2018 and the income earned or losses incurred on the investments for the year ended December 31, 2018, as reflected in the accompanying financial statements and the supplemental schedule of assets held (at end of year), are complete and accurate.

The Plan administrator 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, except for comparing the information contained therein to information included in the financial statements, the supplemental schedule of assets held and the supplemental schedule of reportable transactions (at end of year).

4. Notes Receivable from Participants

Effective January 1, 2017, participants may have outstanding a maximum of one loan from the Plan, which can only be taken from vested participant account balances. Due to the previous plan agreement allowing for up to two separate loans outstanding per participant at one point in time, participants with more than one loan outstanding as of this effective date are required to pay off, in full, both outstanding loans prior to the ability to take out a new loan against their respective vested account balances. The minimum amount that can be loaned to a participant is \$1,000. The maximum loan amount may not exceed 50% of the fair value of the participant's vested account balance up to a maximum of \$50,000, and may be further limited by other provisions of the IRC. Loans are generally repayable over a maximum period of five years and the interest rate is equal to a reasonable interest rate commensurate with current interest rates charged for loans made under similar circumstances. Loans for a primary residence may be repaid over a period of up to 15 years. Principal repaid and interest paid are credited to the participant's account. The interest rates on loans outstanding as of December 31, 2018 range from 4.25% to 6.25% and maturity dates range from January 2019 to October 2042.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

5. Fair Value Accounting

The Plan classifies valuations into three levels based upon the observability of inputs to the valuation of the Plan's investments. The valuation levels are not necessarily an indication of the risk or liquidity associated with the investments. Classification is based on the lowest level of input significant to the fair value measurement. The three levels are defined as follows:

- Level 1: Unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly. These may include quoted prices for similar assets or liabilities in active markets.
- Level 3: Unobservable inputs to the extent observable inputs are not available and may include prices obtained from single broker quotes. Unobservable inputs reflect the investment's own assumptions and would be based on the best information available under the circumstances.

There were no changes to the valuation techniques used during the period.

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2018 and 2017. The Plan had no Level 3 assets measured at fair value.

The following assets are measured at fair value on a recurring basis as of December 31, 2018:

Description	Level 1	Level 2	Total
Investments measured at fair value			
Westmoreland common stock fund	\$ 10,152	\$ —	\$ 10,152
Mutual funds	53,706,948	—	53,706,948
Total of investments at fair value	\$ 53,717,100	\$ —	\$ 53,717,100
Investments measured at net asset value*			
Pooled separate accounts			\$ 58,609,771
Total fair value of investments held			\$ 112,326,871

* Investments measured at net asset value, as practical expedient for fair value, have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation to total investments at fair value.

The following assets are measured at fair value on a recurring basis as of December 31, 2017:

Description	Level 1	Level 2	Total
Investments measured at fair value			
Westmoreland common stock fund	\$ 1,163,255	\$ —	\$ 1,163,255
Mutual funds	67,165,708	—	67,165,708
Total of investments at fair value	\$ 68,328,963	\$ —	\$ 68,328,963
Investments measured at net asset value*			
Pooled separate accounts			\$ 68,456,310
Total fair value of investments held			\$ 136,785,273

* Investments measured at net asset value, as practical expedient for fair value, have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation to total investments at fair value. In 2018, it was determined that investments classified as guaranteed basis fund in 2017, should have been classified as a pooled separate account. Accordingly, the 2017 fair value hierarchy disclosure is updated to reflect the change and provides comparative information for 2018.

6. Income Taxes

The Plan obtained its latest determination letter dated June 16, 2017, from the IRS, which stated that the Plan qualifies under the applicable provisions of the IRC and, therefore, is exempt from federal income taxes. The Plan has not been amended since receiving the determination letter. The Plan Administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC.

WESTMORELAND COAL COMPANY AND SUBSIDIARIES EMPLOYEES' SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONT.)

The FASB issued guidance on accounting for uncertainty in income taxes. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements or taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. Therefore, no provision or liability for income taxes has been included in the financial statements.

7. Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it may do so at any time. In the event of plan termination, participants would become 100% vested in their accounts. The Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA.

8. Investments

Activity in the Westmoreland Common Stock Fund includes both participant and non-participant directed investments. A distinction between participant and non-participant directed assets is not maintained, therefore the presentation above for the Westmoreland Common Stock Fund has been reported as non-participant directed. In May 2016, the Company discontinued matching employee Plan contributions with Westmoreland Coal Company common stock and elected to match with cash contributions going forward. Further, effective November 30, 2017, Westmoreland Coal Company common stock was removed from the Plan as an investment election option for future contributions of Plan participants or Company matches made on behalf of Plan participants. However, any pre-existing Plan participant investment balances in Westmoreland Coal Company common stock will remain in this investment election unless otherwise elected by the participant. Westmoreland Coal Company common stock is issued at the prevailing price on the open market. The Westmoreland Common Stock Fund held 780,878 and 961,368 shares of Westmoreland common stock as of December 31, 2018 and 2017, respectively. The market value of the stock on these dates was \$0.01 and \$1.21 per share, respectively.

9. Non-participant-Directed Investments

Changes in non-participant-directed investments for the year ended December 31, 2018 were as follows:

	Westmoreland Common Stock
Net assets available for benefits as of December 31, 2017	\$ 1,163,255
Additions (deductions) to net assets attributed to:	
Investment income (loss):	
Net depreciation of investments, including realized and unrealized gains and losses	(1,081,994)
Distributions to participants	(67,462)
Administrative expenses	(3,647)
Decrease in net assets available for benefits	(1,153,103)
Net assets available for benefits as of December 31, 2018	\$ 10,152

10. Forfeitures

Forfeitures due to a participant's withdrawal prior to full vesting of employer contributions may be applied to employer contributions or used to offset administrative expenses. Forfeitures used to offset administrative expenses and employer contributions for the year ended December 31, 2018 was \$218,568. As of December 31, 2018 and 2017, forfeited non-vested accounts totaled \$31,860 and \$78,850, respectively.

11. Risks and Uncertainties

The Plan provides for various investment options in pooled separate accounts, mutual funds, stock funds, and guaranteed income fund. Investment securities, in general, are exposed to various risks, such as significant world events, interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect amounts presented in the statements of net assets available for benefits.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

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 securities of comparable U.S. companies.

12. Related Party and Party-in-Interest Transactions

The Plan invests in certain pooled separate accounts, mutual funds, and a guaranteed income fund managed by Prudential, the Plan's trustee, and also invested in a common stock fund whose stock was that of the Company; therefore, these transactions qualify as party-in-interest transactions. These transactions are exempt from prohibited transaction regulations.

The Plan provides for loans to participants. These transactions qualify as party-in-interest and are exempt from prohibited transaction regulations.

13. Subsequent Events

The Company has evaluated subsequent events related to the Plan through the auditor's report date, which is the date the financial statements were available for issuance, and determined that no events have occurred that have not been disclosed elsewhere in the notes to the financial statements that would require adjustments to disclosures in the financial statements.

Except subplans Kemmerer UMWA Hourly Employees, Kemmerer Non-Union Employees, Westmoreland Resources GP - Oxford and Buckingham Coal Company, the rest of the Plan was converted to Westmoreland Mining Employees Saving Plan on April 12, 2019.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

Schedule 1

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

EIN: 23-1128670

Plan #001

December 31, 2018

Identity of Issuer, Borrower or Other Similar Party and Description of Investments	Fair Value
Equity securities:	
* Westmoreland Common Stock, 780,878 shares	\$ 10,152
Pooled separate accounts:	
* Dryden S&P 500 Index Fund	4,743,588
* Mid Cap Value/Robeco Boston Partners Fund	4,684,504
* QMA Mid Cap Index Fund	1,122,983
* QMA Small Cap Index Fund	1,324,288
* SA/T. Rowe Price Growth Stock Strategy	16,795,327
* Core Plus Bond/PGIM Fund	13,945,819
* Core Bond Enhanced Index/PGIM Fund	358,500
* Prudential Day One IncomeFlex Target Balanced Fund	15,634,762
	58,609,771
Mutual funds:	
* American Funds Europacific Growth Fund Class R-6	23,127,272
* Carillon Eagle Mid Cap Growth Fund Class R6	5,325,294
* Janus Henderson Triton Fund Class N	5,869,161
* Undiscovered Managers Behavioral Value Fund Class R6	4,179,863
* JP Morgan Equity Income Fund Class R6	14,982,548
* Vanguard Total International Stock Index Fund Admiral Shares	222,810
	53,706,948
Total investments at fair value	112,326,871
Investments in contracts at contract value:	
Prudential Retirement Insurance and Annuity Company:	
* Guaranteed income fund	26,533,839
* Participant loans (interest rates ranging from 4.25% to 6.25% and maturity dates range from January 2019 to October 2042) collateralized by participants' vested account balances	4,503,827
Total	\$ 143,364,537

* Denotes party-in-interest

Note: Information on cost of investments is excluded for participant-directed investments.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

Schedule 2

Schedule H, Line 4j - Schedule of Reportable Transactions

EIN: 23-1128670

Plan #001

Year Ended December 31, 2018

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Individual transactions in excess of 5% of plan assets:								
Prudential Investments	Invesco Diversified Dividend Fund Class R6	\$ —	\$ 16,652,901	\$ —	\$ —	\$ 16,762,840	\$ 16,652,901	\$ (109,939)
Prudential Investments	JP Morgan Equity Income Fund Class R6	16,642,957	—	—	—	16,642,957	16,642,957	—
Series of non-securities transactions in excess of 5% of plan assets:								
Series of securities transactions in excess of 5% of plan assets:								
Prudential Investments	Invesco Diversified Dividend Fund Class R6	\$ —	\$ 20,530,788	\$ —	\$ —	\$ 20,627,498	\$ 20,530,788	\$ (96,709)
Prudential Investments	JP Morgan Equity Income Fund Class R6	17,347,495	—	—	—	17,347,495	17,347,495	—
Securities transactions related to individual transactions in excess of 5% of plan assets: None of the securities transactions exceeded the threshold amounts								



**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

**Financial Statements
and
Independent Auditor's Report
December 31, 2018 and 2017**

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

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Independent Auditor's Report

To the Audit Committee
Westmoreland Coal Company and
Subsidiaries Employees' Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Westmoreland Coal Company and Subsidiaries Employees' Savings Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2018 and the related statement of changes in net assets available for benefits for the year then ended, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit 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 on the 2018 financial statements.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), 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 and Prudential Bank & Trust, F.S.B. (collectively, the "Custodian"), except for comparing such information with the related information included in the 2018 financial statements. We have been informed by the plan administrator that the Custodian holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Custodian as of and for the year ended December 31, 2018 that the information provided to the plan administrator 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 on the 2018 financial statements. Accordingly, we do not express an opinion on the 2018 financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2018 and schedule of reportable transactions are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA 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 the supplemental schedules.

To the Audit Committee
Westmoreland Coal Company and
Subsidiaries Employees' Savings Plan

Report on Prior Year Financial Statements

The financial statements of Westmoreland Coal Company and Subsidiaries Employees' Savings Plan as of and for the year ended December 31, 2017 were audited by EKS&H LLLP, whose report dated July 27, 2018 disclaimed an opinion, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations for 2018 Financial Statements

The form and content of the information included in the 2018 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moreau, PLLC

Denver, Colorado
August 23, 2019

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

**STATEMENTS OF NET ASSETS
AVAILABLE FOR BENEFITS**

	December 31, 2018	December 31, 2017
Investments at fair value:		
Westmoreland common stock	\$ 10,152	\$ 1,163,255
Pooled separate accounts	58,609,771	68,456,310
Mutual funds	53,706,948	67,165,708
Total investments at fair value	<u>112,326,871</u>	<u>136,785,273</u>
Investment in contracts at contract value	26,533,839	28,879,573
Cash	479	—
Receivables:		
Notes receivable from participants	4,503,827	5,366,338
Employer contribution	94,645	97,392
Total receivables	<u>4,598,472</u>	<u>5,463,730</u>
Net assets available for benefits	<u><u>\$ 143,459,661</u></u>	<u><u>\$ 171,128,576</u></u>

See accompanying Notes to Financial Statements.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

**STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS**

	Year Ended December 31, 2018
Contributions:	
Employer, net of forfeitures applied	\$ 4,723,399
Employee	7,526,417
Rollovers	1,021,111
Total contributions	<u>13,270,927</u>
Investment income:	
Interest and dividends	1,378,216
Net depreciation of investments, including realized and unrealized gains and losses	<u>(10,570,854)</u>
Total investment income	(9,192,638)
Interest income from notes receivable from participants	224,582
Deductions from net assets attributed to:	
Distributions to participants	(31,438,965)
Administrative expenses, net of forfeitures	<u>(532,821)</u>
Total deductions	(31,971,786)
Decrease in net assets available for benefits	(27,668,915)
Net assets available for benefits:	
Beginning of year	171,128,576
End of year	<u><u>\$ 143,459,661</u></u>

See accompanying Notes to Financial Statements.

WESTMORELAND COAL COMPANY AND SUBSIDIARIES EMPLOYEES' SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Basis of Financial Statement Presentation

The Westmoreland Coal Company and Subsidiaries Employees' Savings Plan, or the "Plan," established October 1, 1957 (as amended), is a defined contribution plan and is sponsored by Westmoreland Coal Company and its subsidiaries (the "Company" or "Employer").

The accompanying financial statements have been prepared on the accrual basis of accounting and present the net assets available for benefits and changes in those net assets.

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 the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions in net assets available for benefits during the reporting period. Actual results could differ significantly from those estimates.

Investments

Westmoreland common stock is recorded at quoted market values.

Pooled separate accounts are recorded at net asset value ("NAV"), as a practical expedient for fair value, of units held by the Plan at year-end, which is based on the quoted market prices of the securities underlying the investments. There are no unfunded commitments, and the units may be deemed on a daily basis.

Mutual funds are recorded at quoted market values.

As described in guidance issued by the Financial Accounting Standards Board ("FASB"), fully benefit-responsive investment contracts held by a defined-contribution plan are required to be reported at contract value. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The Plan has entered into a fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company. Prudential Retirement Insurance and Annuity Company maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by Prudential. Contract value represents contributions made under the contract, plus earnings or losses, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As of December 31, 2018 and 2017, the contract value of the investment in the Guaranteed Income Fund amounted to \$26,533,839 and \$28,879,573, respectively. There are no events that could limit the ability of the Plan to transact at contract value. In addition, there are no events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different from contract value.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net realized and unrealized gains and losses are reflected in the accompanying statement of changes in net assets available for benefits as net appreciation (depreciation) of investments and is determined as the difference between fair value at the beginning of the year (or date purchased during the year) and selling price or year-end fair value. Changes in market values after the Plan year-end are not reflected in the accompanying financial statements. See Note 4 for a discussion of fair value measurements.

Distributions to Participants

Distributions to participants are recorded when paid.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

Significant Accounting and Reporting Matters

During the second quarter of 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Updated ("ASU") 2014-15, *Presentation of Financial Statements - Going concern (subtopic 205-40): disclosure of uncertainties about an Entity's ability to continue as a going concern*. This update provides U.S. GAAP guidance on management's responsibility in evaluating whether there is substantial doubt about a company's ability to continue as a going concern. On October 9, 2018, the Company filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. The Plan's management believe that the filing of the bankruptcy does not impact the Plan's ability to continue as a going concern. In addition, the filing of the bankruptcy impacted the Company's stock price and resulted in unrealized and realized losses of \$1.1 million during the year ended December 31, 2018.

2. Description of Plan

The following summary of the Plan provides general information only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, which consists of subplans listed below, is administered by a retirement benefits committee, which is appointed by the Compensation and Benefits Committee of the Company's Board. Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B. (collectively as "Prudential"), the trustee, have full responsibility for the control and management of the assets of the Plan. Substantially all trustee fees, administrative costs and investment fees of the Plan are paid by the Company; however, costs of administrative expenses directly attributable to participant accounts are paid by participants.

Effective October 1, 2017, the Plan charges each plan participant 0.8% annually assessed on each participant's end of period asset balance, paid to the Plan's expense account quarterly. The amounts collected from this 0.8% annual charge are used to pay certain of the administrative expenses of the plan.

All active employees who work 1,000 hours or more, are not leased employees, nonresident aliens or subject to collective bargaining agreements, unless specifically negotiated, are eligible to participate in the Plan in accordance with the provisions of the Plan document. The Plan is further subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Plan and the Westmoreland Savage Corporation Union ("WSC Union") plan have elected a safe harbor 401(k) plan under the Internal Revenue Code, or "IRC." As a result, the matching contributions made to the Plan are considered safe harbor matching contributions and the contributions will automatically satisfy the nondiscrimination testing requirements under the IRC section 401(m). The Dakota Westmoreland Corporation Union ("DWC Union") plan does not qualify.

Effective January 2013, the Plan froze the after-tax contribution for future contributions and maintained the after-tax contributions accounts for any previous contributions. This is exclusive of the Roth contributions.

Effective January 2015, the Plan's tenth amendment modified the way new inexperienced miners make contributions to the Plan.

In July 2015, subplan IV's fourth amendment restricted leased employees and employees working less than 1,000 hours per year from participating in the Plan for the Westmoreland Kemmerer Inc. Union ("WKI Union") employees.

Effective January 1, 2017, the Plan was amended and restated. As part of the restatement process, the San Juan Coal Company Salaried 401(k) Plan was merged into the Plan effective December 31, 2016. The January 1, 2017 Plan incorporates all amendments and restatements since the Plan was last amended and restated and makes other necessary and desirable changes as permitted by law.

Contributions

Participants may contribute between 1% and 75% of their eligible compensation. The participant's maximum pre-tax contribution is limited by the IRC to \$18,500 and \$18,000 in calendar year 2018 and 2017 respectively. Catch-up contributions are permitted for those eligible employees over the age of 50 years and are limited to \$6,000 in calendar years 2018 and 2017.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

The Plan offers both automatic enrollment of new employees who do not elect or opt out of the plan and an annual escalation feature of 1% per year up to 6%. Effective January 1, 2014, the auto enrollment for new non-union employees started at 6%. The auto enrollment for DWC Union and WSC Union employees remains at 3%. The WKI Union plan does not include these features.

The Company matches all non-bargained employees' contributions 100% up to a maximum of 4% of their eligible compensation as defined within the plan. In addition, the Company makes a yearly 2% special employer contribution to employees that had at least 15 years of service as of December 31, 2009, have at least 1,000 hours of service per year and are active employees on December 31 of the Plan year for which the contribution is made. Contributions will be made after the end of the Plan year to which the contributions apply, but only through the Plan year ending December 31, 2018. Contributions were made solely in cash for the year ended December 31, 2018.

The Company matches the San Juan Union employees' contributions 75% for each dollar contributed up to a maximum of 6% of their eligible compensation. In addition to the Company match, the San Juan Union employees' receive a special employer contribution based on the following designations:

<u>Operation</u>	<u>Criteria</u>	<u>Annual Contribution</u>
Surface	Employee hired, rehired or transferred in after June 30, 2004	\$3,500, pro-rated bi-weekly
Underground	Employee hired, rehired or transferred in after May 1, 2016	\$3,000, pro-rated bi-weekly

The Company matches the DWC Union employees' contributions 50% for each dollar contributed up to a maximum of 6% of pay, the WSC Union employees' contributions 100% for each dollar contributed up to a maximum of 4% of pay and there is no match for the WKI Union employees. WKI Union employees hired on or after May 1, 2012 are eligible for a special employer contribution referred to as an "enhanced premium contribution" and/or a "supplemental pension contribution" where the Company contributes the following to the Plan:

<u>Period</u>	<u>Amount per Hour Worked</u>
2014 through 2018	\$3.00

Participants can direct their contributions to invest in any combination of available investments within the Plan. The employer match will be contributed in cash only as a result of the Company's May 2016 election to discontinue matching employee 401(k) saving plan contributions with common shares.

The Plan has a Roth 401(k) feature which allows after-tax contribution dollars to be eligible for tax-free investment earnings if the distribution is qualified. Roth 401(k) contributions and regular contributions are combined for purposes of the Internal Revenue Service ("IRS") annual deferral limit. After tax contributions are also allowed in the Plan and their earnings would be taxed upon distribution.

The Company will make true-up matching contributions to participants' accounts on an annual basis. True-up matching contributions are additional contributions made at the end of each Plan year to apply the safe harbor matching contributions based on annual compensation which may result in additional contributions.

Participant Accounts

Each participant's account is credited or debited with the participant's contribution and allocation of the Company's contribution and plan expenses and earnings (losses). Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

Distributions

Upon retirement or termination of employment, a participant may elect to receive a distribution in an amount equal to the value of the participant's vested interest in his or her account. The distribution can be taken in either a lump-sum or partial distribution. In addition, a participant may elect to receive a distribution in installment payments for a period of time not extending beyond your life expectancy and the life expectancy of your spouse or beneficiary. Upon a participant's death, a distribution of the remaining vested balance will be directed to be paid to the beneficiary designated, which typically must be paid out in full within five years. In 2018, the distribution to participants includes \$763,151 as deemed loans.

Withdrawals

During employment, a participant may elect to receive in-service withdrawals from the Plan if they meet certain criteria, which can include after-tax contributions, rollover contributions, qualified military duty status or being at least age 59½. In addition to in-service withdrawals, a participant can request a hardship withdrawal if they meet certain criteria around financial hardship, which can include (but may not be limited to) medical expenses, foreclosure, tuition or funeral expenses.

Vesting

Vesting of the Company's matching contribution for participants is based on years of continuous service. A participant is 50% vested after one year and 100% vested after two years.

Special Considerations

Upon termination and distribution, a participant's unvested amount, if any, will be forfeited and may be used to pay Plan expenses or the Employer's contributions to the Plan. If a participant has terminated and not yet begun receiving distributions by the time he or she attains age 70½, the participant will begin receiving minimum required distributions as of the April 1 following the calendar year in which the participant attains age 70½. For a participant whom terminates with a vested balance that exceeds \$1,000 but does not exceed \$5,000 and fails to request a distribution, the Plan Administrator will direct the Trustee to roll over the vested balance to an IRA with Prudential Bank & Trust. If a participant whom terminates with a vested balance that does not exceed \$1,000 and fails to request a distribution, the Plan Administrator will pay the vested balance directly to the participant in a lump sum distribution (less federal income tax withholding).

3. Certification of Investments

Prudential certified in writing to the Plan administrator that the stated amounts for investments at fair value as of December 31, 2018 and the income earned or losses incurred on the investments for the year ended December 31, 2018, as reflected in the accompanying financial statements and the supplemental schedule of assets held (at end of year), are complete and accurate.

The Plan administrator 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, except for comparing the information contained therein to information included in the financial statements, the supplemental schedule of assets held and the supplemental schedule of reportable transactions (at end of year).

4. Notes Receivable from Participants

Effective January 1, 2017, participants may have outstanding a maximum of one loan from the Plan, which can only be taken from vested participant account balances. Due to the previous plan agreement allowing for up to two separate loans outstanding per participant at one point in time, participants with more than one loan outstanding as of this effective date are required to pay off, in full, both outstanding loans prior to the ability to take out a new loan against their respective vested account balances. The minimum amount that can be loaned to a participant is \$1,000. The maximum loan amount may not exceed 50% of the fair value of the participant's vested account balance up to a maximum of \$50,000, and may be further limited by other provisions of the IRC. Loans are generally repayable over a maximum period of five years and the interest rate is equal to a reasonable interest rate commensurate with current interest rates charged for loans made under similar circumstances. Loans for a primary residence may be repaid over a period of up to 15 years. Principal repaid and interest paid are credited to the participant's account. The interest rates on loans outstanding as of December 31, 2018 range from 4.25% to 6.25% and maturity dates range from January 2019 to October 2042.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

5. Fair Value Accounting

The Plan classifies valuations into three levels based upon the observability of inputs to the valuation of the Plan's investments. The valuation levels are not necessarily an indication of the risk or liquidity associated with the investments. Classification is based on the lowest level of input significant to the fair value measurement. The three levels are defined as follows:

- Level 1: Unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly. These may include quoted prices for similar assets or liabilities in active markets.
- Level 3: Unobservable inputs to the extent observable inputs are not available and may include prices obtained from single broker quotes. Unobservable inputs reflect the investment's own assumptions and would be based on the best information available under the circumstances.

There were no changes to the valuation techniques used during the period.

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2018 and 2017. The Plan had no Level 3 assets measured at fair value.

The following assets are measured at fair value on a recurring basis as of December 31, 2018:

Description	Level 1	Level 2	Total
Investments measured at fair value			
Westmoreland common stock fund	\$ 10,152	\$ —	\$ 10,152
Mutual funds	53,706,948	—	53,706,948
Total of investments at fair value	\$ 53,717,100	\$ —	\$ 53,717,100
Investments measured at net asset value*			
Pooled separate accounts			\$ 58,609,771
Total fair value of investments held			\$ 112,326,871

* Investments measured at net asset value, as practical expedient for fair value, have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation to total investments at fair value.

The following assets are measured at fair value on a recurring basis as of December 31, 2017:

Description	Level 1	Level 2	Total
Investments measured at fair value			
Westmoreland common stock fund	\$ 1,163,255	\$ —	\$ 1,163,255
Mutual funds	67,165,708	—	67,165,708
Total of investments at fair value	\$ 68,328,963	\$ —	\$ 68,328,963
Investments measured at net asset value*			
Pooled separate accounts			\$ 68,456,310
Total fair value of investments held			\$ 136,785,273

* Investments measured at net asset value, as practical expedient for fair value, have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation to total investments at fair value. In 2018, it was determined that investments classified as guaranteed basis fund in 2017, should have been classified as a pooled separate account. Accordingly, the 2017 fair value hierarchy disclosure is updated to reflect the change and provides comparative information for 2018.

6. Income Taxes

The Plan obtained its latest determination letter dated June 16, 2017, from the IRS, which stated that the Plan qualifies under the applicable provisions of the IRC and, therefore, is exempt from federal income taxes. The Plan has not been amended since receiving the determination letter. The Plan Administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC.

WESTMORELAND COAL COMPANY AND SUBSIDIARIES EMPLOYEES' SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONT.)

The FASB issued guidance on accounting for uncertainty in income taxes. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements or taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. Therefore, no provision or liability for income taxes has been included in the financial statements.

7. Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it may do so at any time. In the event of plan termination, participants would become 100% vested in their accounts. The Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA.

8. Investments

Activity in the Westmoreland Common Stock Fund includes both participant and non-participant directed investments. A distinction between participant and non-participant directed assets is not maintained, therefore the presentation above for the Westmoreland Common Stock Fund has been reported as non-participant directed. In May 2016, the Company discontinued matching employee Plan contributions with Westmoreland Coal Company common stock and elected to match with cash contributions going forward. Further, effective November 30, 2017, Westmoreland Coal Company common stock was removed from the Plan as an investment election option for future contributions of Plan participants or Company matches made on behalf of Plan participants. However, any pre-existing Plan participant investment balances in Westmoreland Coal Company common stock will remain in this investment election unless otherwise elected by the participant. Westmoreland Coal Company common stock is issued at the prevailing price on the open market. The Westmoreland Common Stock Fund held 780,878 and 961,368 shares of Westmoreland common stock as of December 31, 2018 and 2017, respectively. The market value of the stock on these dates was \$0.01 and \$1.21 per share, respectively.

9. Non-participant-Directed Investments

Changes in non-participant-directed investments for the year ended December 31, 2018 were as follows:

	Westmoreland Common Stock
Net assets available for benefits as of December 31, 2017	\$ 1,163,255
Additions (deductions) to net assets attributed to:	
Investment income (loss):	
Net depreciation of investments, including realized and unrealized gains and losses	(1,081,994)
Distributions to participants	(67,462)
Administrative expenses	(3,647)
Decrease in net assets available for benefits	(1,153,103)
Net assets available for benefits as of December 31, 2018	\$ 10,152

10. Forfeitures

Forfeitures due to a participant's withdrawal prior to full vesting of employer contributions may be applied to employer contributions or used to offset administrative expenses. Forfeitures used to offset administrative expenses and employer contributions for the year ended December 31, 2018 was \$218,568. As of December 31, 2018 and 2017, forfeited non-vested accounts totaled \$31,860 and \$78,850, respectively.

11. Risks and Uncertainties

The Plan provides for various investment options in pooled separate accounts, mutual funds, stock funds, and guaranteed income fund. Investment securities, in general, are exposed to various risks, such as significant world events, interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect amounts presented in the statements of net assets available for benefits.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

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 securities of comparable U.S. companies.

12. Related Party and Party-in-Interest Transactions

The Plan invests in certain pooled separate accounts, mutual funds, and a guaranteed income fund managed by Prudential, the Plan's trustee, and also invested in a common stock fund whose stock was that of the Company; therefore, these transactions qualify as party-in-interest transactions. These transactions are exempt from prohibited transaction regulations.

The Plan provides for loans to participants. These transactions qualify as party-in-interest and are exempt from prohibited transaction regulations.

13. Subsequent Events

The Company has evaluated subsequent events related to the Plan through the auditor's report date, which is the date the financial statements were available for issuance, and determined that no events have occurred that have not been disclosed elsewhere in the notes to the financial statements that would require adjustments to disclosures in the financial statements.

Except subplans Kemmerer UMWA Hourly Employees, Kemmerer Non-Union Employees, Westmoreland Resources GP - Oxford and Buckingham Coal Company, the rest of the Plan was converted to Westmoreland Mining Employees Saving Plan on April 12, 2019.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

Schedule 1

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

EIN: 23-1128670

Plan #001

December 31, 2018

Identity of Issuer, Borrower or Other Similar Party and Description of Investments	Fair Value
Equity securities:	
* Westmoreland Common Stock, 780,878 shares	\$ 10,152
Pooled separate accounts:	
* Dryden S&P 500 Index Fund	4,743,588
* Mid Cap Value/Robeco Boston Partners Fund	4,684,504
* QMA Mid Cap Index Fund	1,122,983
* QMA Small Cap Index Fund	1,324,288
* SA/T. Rowe Price Growth Stock Strategy	16,795,327
* Core Plus Bond/PGIM Fund	13,945,819
* Core Bond Enhanced Index/PGIM Fund	358,500
* Prudential Day One IncomeFlex Target Balanced Fund	15,634,762
	58,609,771
Mutual funds:	
* American Funds Europacific Growth Fund Class R-6	23,127,272
* Carillon Eagle Mid Cap Growth Fund Class R6	5,325,294
* Janus Henderson Triton Fund Class N	5,869,161
* Undiscovered Managers Behavioral Value Fund Class R6	4,179,863
* JP Morgan Equity Income Fund Class R6	14,982,548
* Vanguard Total International Stock Index Fund Admiral Shares	222,810
	53,706,948
Total investments at fair value	112,326,871
Investments in contracts at contract value:	
Prudential Retirement Insurance and Annuity Company:	
* Guaranteed income fund	26,533,839
* Participant loans (interest rates ranging from 4.25% to 6.25% and maturity dates range from January 2019 to October 2042) collateralized by participants' vested account balances	4,503,827
Total	\$ 143,364,537

* Denotes party-in-interest

Note: Information on cost of investments is excluded for participant-directed investments.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

Schedule 2

Schedule H, Line 4j - Schedule of Reportable Transactions

EIN: 23-1128670

Plan #001

Year Ended December 31, 2018

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Individual transactions in excess of 5% of plan assets:								
Prudential Investments	Invesco Diversified Dividend Fund Class R6	\$ —	\$ 16,652,901	\$ —	\$ —	\$ 16,762,840	\$ 16,652,901	\$ (109,939)
Prudential Investments	JP Morgan Equity Income Fund Class R6	16,642,957	—	—	—	16,642,957	16,642,957	—
Series of non-securities transactions in excess of 5% of plan assets:								
Series of securities transactions in excess of 5% of plan assets:								
Prudential Investments	Invesco Diversified Dividend Fund Class R6	\$ —	\$ 20,530,788	\$ —	\$ —	\$ 20,627,498	\$ 20,530,788	\$ (96,709)
Prudential Investments	JP Morgan Equity Income Fund Class R6	17,347,495	—	—	—	17,347,495	17,347,495	—
Securities transactions related to individual transactions in excess of 5% of plan assets: None of the securities transactions exceeded the threshold amounts								



**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

**Financial Statements
and
Independent Auditor's Report
December 31, 2018 and 2017**

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

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Independent Auditor's Report

To the Audit Committee
Westmoreland Coal Company and
Subsidiaries Employees' Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Westmoreland Coal Company and Subsidiaries Employees' Savings Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2018 and the related statement of changes in net assets available for benefits for the year then ended, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit 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 on the 2018 financial statements.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), 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 and Prudential Bank & Trust, F.S.B. (collectively, the "Custodian"), except for comparing such information with the related information included in the 2018 financial statements. We have been informed by the plan administrator that the Custodian holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Custodian as of and for the year ended December 31, 2018 that the information provided to the plan administrator 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 on the 2018 financial statements. Accordingly, we do not express an opinion on the 2018 financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2018 and schedule of reportable transactions are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA 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 the supplemental schedules.

To the Audit Committee
Westmoreland Coal Company and
Subsidiaries Employees' Savings Plan

Report on Prior Year Financial Statements

The financial statements of Westmoreland Coal Company and Subsidiaries Employees' Savings Plan as of and for the year ended December 31, 2017 were audited by EKS&H LLLP, whose report dated July 27, 2018 disclaimed an opinion, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations for 2018 Financial Statements

The form and content of the information included in the 2018 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moreau, PLLC

Denver, Colorado
August 23, 2019

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

**STATEMENTS OF NET ASSETS
AVAILABLE FOR BENEFITS**

	December 31, 2018	December 31, 2017
Investments at fair value:		
Westmoreland common stock	\$ 10,152	\$ 1,163,255
Pooled separate accounts	58,609,771	68,456,310
Mutual funds	53,706,948	67,165,708
Total investments at fair value	<u>112,326,871</u>	<u>136,785,273</u>
Investment in contracts at contract value	26,533,839	28,879,573
Cash	479	—
Receivables:		
Notes receivable from participants	4,503,827	5,366,338
Employer contribution	94,645	97,392
Total receivables	<u>4,598,472</u>	<u>5,463,730</u>
Net assets available for benefits	<u><u>\$ 143,459,661</u></u>	<u><u>\$ 171,128,576</u></u>

See accompanying Notes to Financial Statements.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

**STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS**

	Year Ended December 31, 2018
Contributions:	
Employer, net of forfeitures applied	\$ 4,723,399
Employee	7,526,417
Rollovers	1,021,111
Total contributions	<u>13,270,927</u>
Investment income:	
Interest and dividends	1,378,216
Net depreciation of investments, including realized and unrealized gains and losses	<u>(10,570,854)</u>
Total investment income	(9,192,638)
Interest income from notes receivable from participants	224,582
Deductions from net assets attributed to:	
Distributions to participants	(31,438,965)
Administrative expenses, net of forfeitures	<u>(532,821)</u>
Total deductions	(31,971,786)
Decrease in net assets available for benefits	(27,668,915)
Net assets available for benefits:	
Beginning of year	171,128,576
End of year	<u><u>\$ 143,459,661</u></u>

See accompanying Notes to Financial Statements.

WESTMORELAND COAL COMPANY AND SUBSIDIARIES EMPLOYEES' SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Basis of Financial Statement Presentation

The Westmoreland Coal Company and Subsidiaries Employees' Savings Plan, or the "Plan," established October 1, 1957 (as amended), is a defined contribution plan and is sponsored by Westmoreland Coal Company and its subsidiaries (the "Company" or "Employer").

The accompanying financial statements have been prepared on the accrual basis of accounting and present the net assets available for benefits and changes in those net assets.

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 the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions in net assets available for benefits during the reporting period. Actual results could differ significantly from those estimates.

Investments

Westmoreland common stock is recorded at quoted market values.

Pooled separate accounts are recorded at net asset value ("NAV"), as a practical expedient for fair value, of units held by the Plan at year-end, which is based on the quoted market prices of the securities underlying the investments. There are no unfunded commitments, and the units may be deemed on a daily basis.

Mutual funds are recorded at quoted market values.

As described in guidance issued by the Financial Accounting Standards Board ("FASB"), fully benefit-responsive investment contracts held by a defined-contribution plan are required to be reported at contract value. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The Plan has entered into a fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company. Prudential Retirement Insurance and Annuity Company maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by Prudential. Contract value represents contributions made under the contract, plus earnings or losses, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As of December 31, 2018 and 2017, the contract value of the investment in the Guaranteed Income Fund amounted to \$26,533,839 and \$28,879,573, respectively. There are no events that could limit the ability of the Plan to transact at contract value. In addition, there are no events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different from contract value.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net realized and unrealized gains and losses are reflected in the accompanying statement of changes in net assets available for benefits as net appreciation (depreciation) of investments and is determined as the difference between fair value at the beginning of the year (or date purchased during the year) and selling price or year-end fair value. Changes in market values after the Plan year-end are not reflected in the accompanying financial statements. See Note 4 for a discussion of fair value measurements.

Distributions to Participants

Distributions to participants are recorded when paid.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

Significant Accounting and Reporting Matters

During the second quarter of 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Updated ("ASU") 2014-15, *Presentation of Financial Statements - Going concern (subtopic 205-40): disclosure of uncertainties about an Entity's ability to continue as a going concern*. This update provides U.S. GAAP guidance on management's responsibility in evaluating whether there is substantial doubt about a company's ability to continue as a going concern. On October 9, 2018, the Company filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. The Plan's management believe that the filing of the bankruptcy does not impact the Plan's ability to continue as a going concern. In addition, the filing of the bankruptcy impacted the Company's stock price and resulted in unrealized and realized losses of \$1.1 million during the year ended December 31, 2018.

2. Description of Plan

The following summary of the Plan provides general information only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, which consists of subplans listed below, is administered by a retirement benefits committee, which is appointed by the Compensation and Benefits Committee of the Company's Board. Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B. (collectively as "Prudential"), the trustee, have full responsibility for the control and management of the assets of the Plan. Substantially all trustee fees, administrative costs and investment fees of the Plan are paid by the Company; however, costs of administrative expenses directly attributable to participant accounts are paid by participants.

Effective October 1, 2017, the Plan charges each plan participant 0.8% annually assessed on each participant's end of period asset balance, paid to the Plan's expense account quarterly. The amounts collected from this 0.8% annual charge are used to pay certain of the administrative expenses of the plan.

All active employees who work 1,000 hours or more, are not leased employees, nonresident aliens or subject to collective bargaining agreements, unless specifically negotiated, are eligible to participate in the Plan in accordance with the provisions of the Plan document. The Plan is further subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Plan and the Westmoreland Savage Corporation Union ("WSC Union") plan have elected a safe harbor 401(k) plan under the Internal Revenue Code, or "IRC." As a result, the matching contributions made to the Plan are considered safe harbor matching contributions and the contributions will automatically satisfy the nondiscrimination testing requirements under the IRC section 401(m). The Dakota Westmoreland Corporation Union ("DWC Union") plan does not qualify.

Effective January 2013, the Plan froze the after-tax contribution for future contributions and maintained the after-tax contributions accounts for any previous contributions. This is exclusive of the Roth contributions.

Effective January 2015, the Plan's tenth amendment modified the way new inexperienced miners make contributions to the Plan.

In July 2015, subplan IV's fourth amendment restricted leased employees and employees working less than 1,000 hours per year from participating in the Plan for the Westmoreland Kemmerer Inc. Union ("WKI Union") employees.

Effective January 1, 2017, the Plan was amended and restated. As part of the restatement process, the San Juan Coal Company Salaried 401(k) Plan was merged into the Plan effective December 31, 2016. The January 1, 2017 Plan incorporates all amendments and restatements since the Plan was last amended and restated and makes other necessary and desirable changes as permitted by law.

Contributions

Participants may contribute between 1% and 75% of their eligible compensation. The participant's maximum pre-tax contribution is limited by the IRC to \$18,500 and \$18,000 in calendar year 2018 and 2017 respectively. Catch-up contributions are permitted for those eligible employees over the age of 50 years and are limited to \$6,000 in calendar years 2018 and 2017.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

The Plan offers both automatic enrollment of new employees who do not elect or opt out of the plan and an annual escalation feature of 1% per year up to 6%. Effective January 1, 2014, the auto enrollment for new non-union employees started at 6%. The auto enrollment for DWC Union and WSC Union employees remains at 3%. The WKI Union plan does not include these features.

The Company matches all non-bargained employees' contributions 100% up to a maximum of 4% of their eligible compensation as defined within the plan. In addition, the Company makes a yearly 2% special employer contribution to employees that had at least 15 years of service as of December 31, 2009, have at least 1,000 hours of service per year and are active employees on December 31 of the Plan year for which the contribution is made. Contributions will be made after the end of the Plan year to which the contributions apply, but only through the Plan year ending December 31, 2018. Contributions were made solely in cash for the year ended December 31, 2018.

The Company matches the San Juan Union employees' contributions 75% for each dollar contributed up to a maximum of 6% of their eligible compensation. In addition to the Company match, the San Juan Union employees' receive a special employer contribution based on the following designations:

<u>Operation</u>	<u>Criteria</u>	<u>Annual Contribution</u>
Surface	Employee hired, rehired or transferred in after June 30, 2004	\$3,500, pro-rated bi-weekly
Underground	Employee hired, rehired or transferred in after May 1, 2016	\$3,000, pro-rated bi-weekly

The Company matches the DWC Union employees' contributions 50% for each dollar contributed up to a maximum of 6% of pay, the WSC Union employees' contributions 100% for each dollar contributed up to a maximum of 4% of pay and there is no match for the WKI Union employees. WKI Union employees hired on or after May 1, 2012 are eligible for a special employer contribution referred to as an "enhanced premium contribution" and/or a "supplemental pension contribution" where the Company contributes the following to the Plan:

<u>Period</u>	<u>Amount per Hour Worked</u>
2014 through 2018	\$3.00

Participants can direct their contributions to invest in any combination of available investments within the Plan. The employer match will be contributed in cash only as a result of the Company's May 2016 election to discontinue matching employee 401(k) saving plan contributions with common shares.

The Plan has a Roth 401(k) feature which allows after-tax contribution dollars to be eligible for tax-free investment earnings if the distribution is qualified. Roth 401(k) contributions and regular contributions are combined for purposes of the Internal Revenue Service ("IRS") annual deferral limit. After tax contributions are also allowed in the Plan and their earnings would be taxed upon distribution.

The Company will make true-up matching contributions to participants' accounts on an annual basis. True-up matching contributions are additional contributions made at the end of each Plan year to apply the safe harbor matching contributions based on annual compensation which may result in additional contributions.

Participant Accounts

Each participant's account is credited or debited with the participant's contribution and allocation of the Company's contribution and plan expenses and earnings (losses). Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

Distributions

Upon retirement or termination of employment, a participant may elect to receive a distribution in an amount equal to the value of the participant's vested interest in his or her account. The distribution can be taken in either a lump-sum or partial distribution. In addition, a participant may elect to receive a distribution in installment payments for a period of time not extending beyond your life expectancy and the life expectancy of your spouse or beneficiary. Upon a participant's death, a distribution of the remaining vested balance will be directed to be paid to the beneficiary designated, which typically must be paid out in full within five years. In 2018, the distribution to participants includes \$763,151 as deemed loans.

Withdrawals

During employment, a participant may elect to receive in-service withdrawals from the Plan if they meet certain criteria, which can include after-tax contributions, rollover contributions, qualified military duty status or being at least age 59½. In addition to in-service withdrawals, a participant can request a hardship withdrawal if they meet certain criteria around financial hardship, which can include (but may not be limited to) medical expenses, foreclosure, tuition or funeral expenses.

Vesting

Vesting of the Company's matching contribution for participants is based on years of continuous service. A participant is 50% vested after one year and 100% vested after two years.

Special Considerations

Upon termination and distribution, a participants unvested amount, if any, will be forfeited and may be used to pay Plan expenses or the Employer's contributions to the Plan. If a participant has terminated and not yet begun receiving distributions by the time he or she attains age 70½, the participant will begin receiving minimum required distributions as of the April 1 following the calendar year in which the participant attains age 70½. For a participant whom terminates with a vested balance that exceeds \$1,000 but does not exceed \$5,000 and fails to request a distribution, the Plan Administrator will direct the Trustee to roll over the vested balance to an IRA with Prudential Bank & Trust. If a participant whom terminates with a vested balance that does not exceed \$1,000 and fails to request a distribution, the Plan Administrator will pay the vested balance directly to the participant in a lump sum distribution (less federal income tax withholding).

3. Certification of Investments

Prudential certified in writing to the Plan administrator that the stated amounts for investments at fair value as of December 31, 2018 and the income earned or losses incurred on the investments for the year ended December 31, 2018, as reflected in the accompanying financial statements and the supplemental schedule of assets held (at end of year), are complete and accurate.

The Plan administrator 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, except for comparing the information contained therein to information included in the financial statements, the supplemental schedule of assets held and the supplemental schedule of reportable transactions (at end of year).

4. Notes Receivable from Participants

Effective January 1, 2017, participants may have outstanding a maximum of one loan from the Plan, which can only be taken from vested participant account balances. Due to the previous plan agreement allowing for up to two separate loans outstanding per participant at one point in time, participants with more than one loan outstanding as of this effective date are required to pay off, in full, both outstanding loans prior to the ability to take out a new loan against their respective vested account balances. The minimum amount that can be loaned to a participant is \$1,000. The maximum loan amount may not exceed 50% of the fair value of the participant's vested account balance up to a maximum of \$50,000, and may be further limited by other provisions of the IRC. Loans are generally repayable over a maximum period of five years and the interest rate is equal to a reasonable interest rate commensurate with current interest rates charged for loans made under similar circumstances. Loans for a primary residence may be repaid over a period of up to 15 years. Principal repaid and interest paid are credited to the participant's account. The interest rates on loans outstanding as of December 31, 2018 range from 4.25% to 6.25% and maturity dates range from January 2019 to October 2042.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

5. Fair Value Accounting

The Plan classifies valuations into three levels based upon the observability of inputs to the valuation of the Plan's investments. The valuation levels are not necessarily an indication of the risk or liquidity associated with the investments. Classification is based on the lowest level of input significant to the fair value measurement. The three levels are defined as follows:

- Level 1: Unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly. These may include quoted prices for similar assets or liabilities in active markets.
- Level 3: Unobservable inputs to the extent observable inputs are not available and may include prices obtained from single broker quotes. Unobservable inputs reflect the investment's own assumptions and would be based on the best information available under the circumstances.

There were no changes to the valuation techniques used during the period.

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2018 and 2017. The Plan had no Level 3 assets measured at fair value.

The following assets are measured at fair value on a recurring basis as of December 31, 2018:

Description	Level 1	Level 2	Total
Investments measured at fair value			
Westmoreland common stock fund	\$ 10,152	\$ —	\$ 10,152
Mutual funds	53,706,948	—	53,706,948
Total of investments at fair value	\$ 53,717,100	\$ —	\$ 53,717,100
Investments measured at net asset value*			
Pooled separate accounts			\$ 58,609,771
Total fair value of investments held			\$ 112,326,871

* Investments measured at net asset value, as practical expedient for fair value, have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation to total investments at fair value.

The following assets are measured at fair value on a recurring basis as of December 31, 2017:

Description	Level 1	Level 2	Total
Investments measured at fair value			
Westmoreland common stock fund	\$ 1,163,255	\$ —	\$ 1,163,255
Mutual funds	67,165,708	—	67,165,708
Total of investments at fair value	\$ 68,328,963	\$ —	\$ 68,328,963
Investments measured at net asset value*			
Pooled separate accounts			\$ 68,456,310
Total fair value of investments held			\$ 136,785,273

* Investments measured at net asset value, as practical expedient for fair value, have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation to total investments at fair value. In 2018, it was determined that investments classified as guaranteed basis fund in 2017, should have been classified as a pooled separate account. Accordingly, the 2017 fair value hierarchy disclosure is updated to reflect the change and provides comparative information for 2018.

6. Income Taxes

The Plan obtained its latest determination letter dated June 16, 2017, from the IRS, which stated that the Plan qualifies under the applicable provisions of the IRC and, therefore, is exempt from federal income taxes. The Plan has not been amended since receiving the determination letter. The Plan Administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC.

WESTMORELAND COAL COMPANY AND SUBSIDIARIES EMPLOYEES' SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONT.)

The FASB issued guidance on accounting for uncertainty in income taxes. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements or taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. Therefore, no provision or liability for income taxes has been included in the financial statements.

7. Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it may do so at any time. In the event of plan termination, participants would become 100% vested in their accounts. The Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA.

8. Investments

Activity in the Westmoreland Common Stock Fund includes both participant and non-participant directed investments. A distinction between participant and non-participant directed assets is not maintained, therefore the presentation above for the Westmoreland Common Stock Fund has been reported as non-participant directed. In May 2016, the Company discontinued matching employee Plan contributions with Westmoreland Coal Company common stock and elected to match with cash contributions going forward. Further, effective November 30, 2017, Westmoreland Coal Company common stock was removed from the Plan as an investment election option for future contributions of Plan participants or Company matches made on behalf of Plan participants. However, any pre-existing Plan participant investment balances in Westmoreland Coal Company common stock will remain in this investment election unless otherwise elected by the participant. Westmoreland Coal Company common stock is issued at the prevailing price on the open market. The Westmoreland Common Stock Fund held 780,878 and 961,368 shares of Westmoreland common stock as of December 31, 2018 and 2017, respectively. The market value of the stock on these dates was \$0.01 and \$1.21 per share, respectively.

9. Non-participant-Directed Investments

Changes in non-participant-directed investments for the year ended December 31, 2018 were as follows:

	Westmoreland Common Stock
Net assets available for benefits as of December 31, 2017	\$ 1,163,255
Additions (deductions) to net assets attributed to:	
Investment income (loss):	
Net depreciation of investments, including realized and unrealized gains and losses	(1,081,994)
Distributions to participants	(67,462)
Administrative expenses	(3,647)
Decrease in net assets available for benefits	(1,153,103)
Net assets available for benefits as of December 31, 2018	\$ 10,152

10. Forfeitures

Forfeitures due to a participant's withdrawal prior to full vesting of employer contributions may be applied to employer contributions or used to offset administrative expenses. Forfeitures used to offset administrative expenses and employer contributions for the year ended December 31, 2018 was \$218,568. As of December 31, 2018 and 2017, forfeited non-vested accounts totaled \$31,860 and \$78,850, respectively.

11. Risks and Uncertainties

The Plan provides for various investment options in pooled separate accounts, mutual funds, stock funds, and guaranteed income fund. Investment securities, in general, are exposed to various risks, such as significant world events, interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect amounts presented in the statements of net assets available for benefits.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONT.)

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 securities of comparable U.S. companies.

12. Related Party and Party-in-Interest Transactions

The Plan invests in certain pooled separate accounts, mutual funds, and a guaranteed income fund managed by Prudential, the Plan's trustee, and also invested in a common stock fund whose stock was that of the Company; therefore, these transactions qualify as party-in-interest transactions. These transactions are exempt from prohibited transaction regulations.

The Plan provides for loans to participants. These transactions qualify as party-in-interest and are exempt from prohibited transaction regulations.

13. Subsequent Events

The Company has evaluated subsequent events related to the Plan through the auditor's report date, which is the date the financial statements were available for issuance, and determined that no events have occurred that have not been disclosed elsewhere in the notes to the financial statements that would require adjustments to disclosures in the financial statements.

Except subplans Kemmerer UMWA Hourly Employees, Kemmerer Non-Union Employees, Westmoreland Resources GP - Oxford and Buckingham Coal Company, the rest of the Plan was converted to Westmoreland Mining Employees Saving Plan on April 12, 2019.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

Schedule 1

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

EIN: 23-1128670

Plan #001

December 31, 2018

Identity of Issuer, Borrower or Other Similar Party and Description of Investments	Fair Value
Equity securities:	
* Westmoreland Common Stock, 780,878 shares	\$ 10,152
Pooled separate accounts:	
* Dryden S&P 500 Index Fund	4,743,588
* Mid Cap Value/Robeco Boston Partners Fund	4,684,504
* QMA Mid Cap Index Fund	1,122,983
* QMA Small Cap Index Fund	1,324,288
* SA/T. Rowe Price Growth Stock Strategy	16,795,327
* Core Plus Bond/PGIM Fund	13,945,819
* Core Bond Enhanced Index/PGIM Fund	358,500
* Prudential Day One IncomeFlex Target Balanced Fund	15,634,762
	58,609,771
Mutual funds:	
* American Funds Europacific Growth Fund Class R-6	23,127,272
* Carillon Eagle Mid Cap Growth Fund Class R6	5,325,294
* Janus Henderson Triton Fund Class N	5,869,161
* Undiscovered Managers Behavioral Value Fund Class R6	4,179,863
* JP Morgan Equity Income Fund Class R6	14,982,548
* Vanguard Total International Stock Index Fund Admiral Shares	222,810
	53,706,948
Total investments at fair value	112,326,871
Investments in contracts at contract value:	
Prudential Retirement Insurance and Annuity Company:	
* Guaranteed income fund	26,533,839
* Participant loans (interest rates ranging from 4.25% to 6.25% and maturity dates range from January 2019 to October 2042) collateralized by participants' vested account balances	4,503,827
Total	\$ 143,364,537

* Denotes party-in-interest

Note: Information on cost of investments is excluded for participant-directed investments.

**WESTMORELAND COAL COMPANY AND
SUBSIDIARIES EMPLOYEES' SAVINGS PLAN**

Schedule 2

Schedule H, Line 4j - Schedule of Reportable Transactions

EIN: 23-1128670

Plan #001

Year Ended December 31, 2018

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Individual transactions in excess of 5% of plan assets:								
Prudential Investments	Invesco Diversified Dividend Fund Class R6	\$ —	\$ 16,652,901	\$ —	\$ —	\$ 16,762,840	\$ 16,652,901	\$ (109,939)
Prudential Investments	JP Morgan Equity Income Fund Class R6	16,642,957	—	—	—	16,642,957	16,642,957	—
Series of non-securities transactions in excess of 5% of plan assets:								
Series of securities transactions in excess of 5% of plan assets:								
Prudential Investments	Invesco Diversified Dividend Fund Class R6	\$ —	\$ 20,530,788	\$ —	\$ —	\$ 20,627,498	\$ 20,530,788	\$ (96,709)
Prudential Investments	JP Morgan Equity Income Fund Class R6	17,347,495	—	—	—	17,347,495	17,347,495	—
Securities transactions related to individual transactions in excess of 5% of plan assets: None of the securities transactions exceeded the threshold amounts								