

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	
)	Chapter 11
CLOUD PEAK ENERGY INC., <i>et al.</i> ,)	Case No. 19 – 11047 (KG)
)	
Debtors. ¹)	(Jointly Administered)
)	
)	Re Docket No. 372

NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM

**TO ALL PERSONS OR ENTITIES WHO MAY HAVE CLAIMS AGAINST THE
ABOVE-CAPTIONED DEBTORS:**

On May 10, 2019 (the “*Petition Date*”), Cloud Peak Energy Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”) filed voluntary cases under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”) in the United States Bankruptcy Court for the District of Delaware (the “*Court*”). Set forth below are the name, the case number, and last four digits of the federal tax identification number for each of the Debtors:

Debtor	Case Number	EID # (Last 4 Digits)
Antelope Coal LLC	19-11049 (KG)	8952
Arrowhead I LLC	19-11050 (KG)	3024
Arrowhead II LLC	19-11051 (KG)	2098
Arrowhead III LLC	19-11069 (KG)	9696
Big Metal Coal Co. LLC	19-11053 (KG)	0200
Caballo Rojo LLC	19-11076 (KG)	9409
Caballo Rojo Holdings LLC	19-11071 (KG)	4824
Cloud Peak Energy Finance Corp.	19-11055 (KG)	4674
Cloud Peak Energy Inc.	19-11047 (KG)	8162
Cloud Peak Energy Logistics LLC	19-11061 (KG)	7973
Cloud Peak Energy Logistics I LLC	19-11073 (KG)	3370
Cloud Peak Energy Resources LLC	19-11057 (KG)	3917
Cloud Peak Energy Services Company	19-11063 (KG)	9797
Cordero Mining LLC	19-11052 (KG)	6991

¹ The Debtors in these chapter 11 cases and the last four digits of their respective federal tax identification numbers are: Antelope Coal LLC (8952); Arrowhead I LLC (3024); Arrowhead II LLC (2098); Arrowhead III LLC (9696); Big Metal Coal Co. LLC (0200); Caballo Rojo LLC (9409); Caballo Rojo Holdings LLC (4824); Cloud Peak Energy Finance Corp. (4674); Cloud Peak Energy Inc. (8162); Cloud Peak Energy Logistics LLC (7973); Cloud Peak Energy Logistics I LLC (3370); Cloud Peak Energy Resources LLC (3917); Cloud Peak Energy Services Company (9797); Cordero Mining LLC (6991); Cordero Mining Holdings LLC (4837); Cordero Oil and Gas LLC (5726); Kennecott Coal Sales LLC (0466); NERCO LLC (3907); NERCO Coal LLC (7859); NERCO Coal Sales LLC (7134); Prospect Land and Development LLC (6404); Resource Development LLC (7027); Sequatchie Valley Coal Corporation (9113); Spring Creek Coal LLC (8948); Western Minerals LLC (3201); Youngs Creek Holdings I LLC (3481); Youngs Creek Holdings II LLC (9722); Youngs Creek Mining Company, LLC (5734). The location of the Debtors’ service address is: 385 Interlocken Crescent, Suite 400, Broomfield, Colorado 80021.

Debtor	Case Number	EID # (Last 4 Digits)
Cordero Mining Holdings LLC	19-11075 (KG)	4837
Cordero Oil and Gas LLC	19-11058 (KG)	5726
Kennecott Coal Sales LLC	19-11060 (KG)	0466
NERCO LLC	19-11054 (KG)	3907
NERCO Coal LLC	19-11064 (KG)	7859
NERCO Coal Sales LLC	19-11068 (KG)	7134
Prospect Land and Development LLC	19-11065 (KG)	6404
Resource Development LLC	19-11070 (KG)	7027
Sequatchie Valley Coal Corporation	19-11072 (KG)	9113
Spring Creek Coal LLC	19-11066 (KG)	8948
Western Minerals LLC	19-11062 (KG)	3201
Youngs Creek Holdings I LLC	19-11059 (KG)	3481
Youngs Creek Holdings II LLC	19-11074 (KG)	9722
Youngs Creek Mining Company, LLC	19-11056 (KG)	5734

On July 1, 2019, the Court entered an order [Docket No. 372] (the “*Bar Date Order*”) in the above-captioned chapter 11 cases establishing certain deadlines for filing proofs of claim. Pursuant to the Bar Date Order, the Court has established:

- **August 1, 2019 at 5:00 p.m. (ET)** as the general bar date for filing prepetition claims in the Debtors’ chapter 11 cases (the “*General Bar Date*”);
- **November 6, 2019 at 5:00 p.m. (ET)** as the bar date for governmental units to file proofs of claim (the “*Governmental Bar Date*”);
- **the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, and (ii) 5:00 p.m. (ET), on the date that is 30 days from the date on which the Debtors provide notice of a previously unfiled Schedule or amendment or supplement to the Schedules (as defined herein)** as the bar date for claimants holding claims affected by such filing, amendment, or supplement to file proofs of claim (the “*Amended Schedules Bar Date*”); and
- **the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, and (ii) 5:00 p.m. (ET) on the date that is 30 days following service of an order approving the rejection of any executory contract or unexpired lease of the Debtors** as the bar date for claimants asserting claims resulting from the Debtors’ rejection of an executory contract or unexpired lease to file proofs of claim for damages arising from such rejection (the “*Rejection Damages Bar Date*”).

As used in this notice, the term “**claim**” means, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

As used in this notice, the term “**entity**” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, and governmental units. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

THE BAR DATES

The Bar Date Order establishes the following bar dates for filing claims in these cases (collectively, the “**Bar Dates**”):

General Bar Date. Pursuant to the Bar Date Order, except as described below, all persons or entities other than governmental units, that hold claims (whether secured, unsecured, priority, or unsecured nonpriority, including section 503(b)(9) claims)² against the Debtors that arose before the Petition Date must file proofs of claim so as to be **received on or before the General Bar Date (i.e., received by August 1, 2019 at 5:00 p.m. (ET))**.

Governmental Bar Date. Pursuant to the Bar Date Order, except as described below, all governmental units holding claims (whether secured, unsecured, priority, or unsecured nonpriority, including section 503(b)(9) claims) against the Debtors that arose before the Petition Date must file proofs of claim so as to be **received on or before the Governmental Bar Date (i.e., received by November 6, 2019 at 5:00 p.m. (ET))**.

Amended Schedules Bar Date. Pursuant to the Bar Date Order, except as described below, all persons or entities holding claims affected by the Debtors filing a previously unfiled schedule of assets and liabilities and schedule of executory contracts and unexpired leases (the “**Schedules**”), or amending or supplementing their Schedules must file proofs of claim so as to be **received on or before the Amended Schedules Bar Date**.

Rejection Damages Bar Date. Pursuant to the Bar Date Order, except as described below, all persons or entities holding claims for damages arising from the rejection of any executory contract or unexpired lease of the Debtors must file proofs of claim with respect to such rejection so as to be **received on or before the Rejection Damages Bar Date**. Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a proof of claim for such amounts on or before the General Bar Date, the Governmental Bar Date, or the Amended Schedules Bar Date, as applicable.

² Section 503(b)(9) of the Bankruptcy Code provides for an administrative expense claim with respect to the value of any goods received by the debtor within 20 days before the date of commencement of a bankruptcy case in which the goods have been sold to the debtor in the ordinary course of such debtor’s business.

INSTRUCTIONS FOR FILING CLAIMS

1. WHO MUST FILE

The following persons or entities must file proofs of claim on or before the applicable Bar Date:

- a. any person or entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules, or is listed in such Schedules as "contingent," "unliquidated," or "disputed," if such person or entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any person or entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any person or entity who believes that its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and who desires to have its claim allowed against a Debtor other than that identified in the Schedules; and
- d. any person or entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

2. WHO DOES NOT NEED TO FILE

The Bar Date Order provides that the following persons or entities, whose claims would otherwise be subject to the Bar Dates, need not file claims in these chapter 11 cases:

- a. any person or entity who has already filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court or with Prime Clerk LLC, the Debtors' claims and noticing agent, in a form substantially similar to Official Form 410;
- b. any person or entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled as any of "disputed," "contingent," or "unliquidated;" (ii) such person or entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any person or entity whose claim has previously been allowed by order of the Court on or before the applicable Bar Date;
- d. any person or entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;

- e. any Debtor having a claim against another Debtor;
- f. any person or entity whose claim is based on an equity interest in any of the Debtors;
- g. any current officer or director of any of the Debtors for claims based on indemnification, contribution, or reimbursement;
- h. any person or entity holding a claim for which a separate deadline is fixed by this Court;
- i. any person or entity holding a claim allowable under sections 503(b) or 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course; *provided, however*, that any person or entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claim by filing a request for payment or a proof of claim on or prior to the General Bar Date;
- j. the DIP Lenders and DIP Agent, for claims arising from or relating to the DIP Facility; and
- k. the Prepetition Secured Noteholders and the Secured Notes Trustee, for claims arising from or relating to the Secured Notes.

The fact that you have received this notice does not mean that you have a claim or that the Debtors or the Court believe that you have a claim against the Debtors.

3. WHAT TO FILE

Parties asserting claims against the Debtors that arose before the Petition Date, including section 503(b)(9) claims, must use the copy of the proof of claim form (the “*Proof of Claim Form*”) included with this notice. Additional copies of the Proof of Claim Form may be obtained through the Debtors’ case website, <https://cases.primeclerk.com/cloudpeakenergy/EPOC-Index> or by calling Prime Clerk at (844) 217-3067.

4. WHEN AND WHERE TO FILE

Persons and entities must file the Proof of Claim Form so that it is **received on or before the applicable Bar Date**. Proof of Claim Forms may be submitted: (i) electronically through Prime Clerk’s website, using the interface available on such website located at <https://cases.primeclerk.com/cloudpeakenergy/EPOC-Index> or (ii) by delivering the original Proof of Claim Form by overnight courier, hand delivery, or first class mail to:

Cloud Peak Energy Inc.
Claims Processing Center
c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, NY 11232

Proof of Claim Forms will be deemed filed when **actually received** by Prime Clerk. Proof of Claim Forms **may not be delivered via facsimile or electronic mail transmission.** Any facsimile or electronic mail submissions will not be accepted.

Proof of Claim Forms will be collected, docketed, and maintained by Prime Clerk. If you would like a copy of your Proof of Claim Form returned to you as proof of receipt, please enclose an additional copy and a self-addressed postage-paid envelope.

All Proof of Claim Forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. The form must be written in English and be denominated in United States currency. You should set forth with specificity the legal and factual basis for the alleged claim and attach to your completed Proof of Claim Form any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

Any person or entity asserting claims against multiple Debtors must file a separate Proof of Claim Form with respect to each Debtor. In addition, any person or entity filing a claim must identify on its form the particular Debtor against which the person or entity asserts its claim. Any claim filed under the Debtors' jointly administered case number in these chapter 11 cases or that otherwise fails to identify a Debtor shall be deemed as filed **only** against Debtor Cloud Peak Energy Inc. If an entity lists more than one Debtor on any one Proof of Claim Form, the relevant claims will be treated as filed **only** against the first listed Debtor.

NO REQUIREMENT FOR STOCKHOLDERS TO FILE PROOFS OF INTEREST

Any entity holding an interest in the Debtors (an "***Interest Holder***"), which interest is based exclusively upon the ownership of: (a) a membership interest in a limited liability company; (b) common or preferred stock in a corporation; or (c) warrants or rights to purchase, sell, or subscribe to such a security or interest (any such security or interest being referred to herein as an "***Interest***"), need not file a proof of interest on or before the General Bar Date; *provided, however*, that Interest Holders who wish to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance, or distribution of the Interest, must file a proof of claim by the applicable Bar Date, unless another exception applies.

CONSEQUENCES OF FAILURE TO FILE A CLAIM

Pursuant to Bankruptcy Rule 3003(c)(2), any person or entity that is required to file a proof of claim in these chapter 11 cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or the Bar Date Order with respect to a particular claim against the Debtors, but that fails to do so properly by the applicable Bar Date, shall not be treated as a creditor with respect to such claim for purposes of (a) voting upon any plan in these chapter 11 cases and (b) distribution from property of the Debtors' estates.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a claim, you may contact Prime Clerk at (844) 217-3067 or by submitting an inquiry through the Debtors' case website at: <https://cases.primeclerk.com/cloudpeakenergy/Home-SubmitInquiry>.

Prime Clerk cannot advise you how to file, or whether you should file, a claim. You may wish to consult an attorney regarding this matter.

Dated: July 2, 2019
Wilmington, Delaware

/s/ David T. Queroli

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