

**ASMC PERMIT TRANSFER AGREEMENT**

This Agreement is entered into this date by **Jim Walter Resources, Inc.** and **Coal Acquisition Sub 2 LLC** in order to affect a transfer of Alabama Surface Mining Commission Permit No. P-3256 (Mine No. 5) and the responsibility, coverage, and liability there under from **Jim Walter Resources, Inc.** to **Coal Acquisition Sub 2 LLC**.

On the date such transfer becomes effective; **Coal Acquisition Sub 2 LLC** agrees to assume the responsibility, coverage, and liability of ASMC Permit No. P-3256 and **Jim Walter Resources, Inc.** agrees to relinquish all rights that it may have under said permit.

This agreement is entered into by both parties this the 28<sup>th</sup> day of DECEMBER, 2015. Said transfer is to become effective on the effective date of the ASMC Permit No. P-3256 transfer approval.

**Jim Walter Resources, Inc.**

Gwendolyn C. Allenton  
Witness Signature

By: [Signature]  
Richard A. Donnelly  
President

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**Coal Acquisition Sub 2 LLC**

[Signature]  
Witness Signature

By: [Signature]  
Stephen D. Williams  
Chief Executive Officer