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-3260 (Mine No. 4) 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-3260 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 28th day of DECEMBER, 2015. Said transfer is to become effective on the effective date of the ASMC Permit No. P-3260 transfer approval.

Jim Walter Resources, Inc.

Witness Signature

By: _____
Richard A. Donnelly
President

Coal Acquisition Sub 2 LLC

Witness Signature

By: _____
Stephen D. Williams
Chief Executive Officer