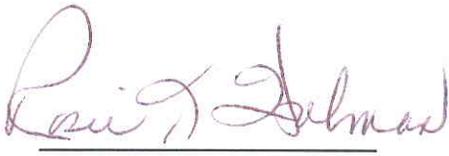


AGREEMENT

This agreement is entered into this date by GTM Energy Partners, LLC and Alabama Carbon, LLC, in order to effect a transfer of Alabama Surface Mining Commission, ASMC, Permit No. P-3889-39-13-S and the responsibility, bond coverage, and liability thereunder from GTM Energy Partners, LLC to Alabama Carbon, LLC

On the date such transfer becomes effective, Alabama Carbon, LLC agrees to assume the responsibility, bond coverage, and liability of ASMC Permit No. P-3889-39-13-S and GTM Energy Partners, LLC agrees to relinquish all rights which it may have under said permit.

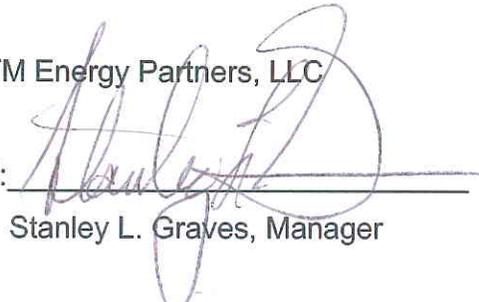
This agreement is entered into by parties this 3rd day of August, 2011. Said transfer is to become effective on the effective date that ASMC approves this transfer.



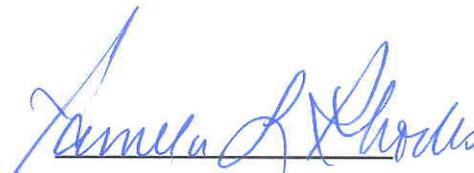
Witness

GTM Energy Partners, LLC

BY:



Stanley L. Graves, Manager



Witness

Alabama Carbon, LLC

BY:



James C. Justice, III, Vice President

Applicant: Alabama Carbon, LLC
Mine Name: Mine No. 3
Permit Number: P-3889-39-13-S

STATE OF ALABAMA SURFACE MINING COMMISSION

- (XX) Transfer Application for a Surface Coal Mine
() Transfer Application for an Underground Coal Mine
() Transfer Application for a Preparation Facility

NAME OF CURRENT PERMITTEE: GTM Energy Partners, LLC

ADDRESS: 442 County Road 464 Phone (256) 632-2267
Flat Rock, AL 35966

PART I A. IDENTIFICATION

1. PERMIT APPLICANT

Name: Alabama Carbon, LLC
Street Address: 106 Lockheed Drive
City: Beaver State: WV Zip: 25813
Mailing Address: 106 Lockheed Drive
City: Beaver State: WV Zip: 25813
Telephone Number: (304) 252-1074
Social Security Number (Voluntary): _____
Employer Identification Number: 45-2354416
ASMC License#: L-816

2. ENTITY OR PERSON RESPONSIBLE FOR PAYING ABANDONED MINE LAND RECLAMATION FEES

Name: Applicant
Street Address: _____
City: _____ State: _____ Zip: _____
Mailing Address: _____
City: _____ State: _____ Zip: _____
Telephone Number: (_____) _____
Social Security Number (Voluntary): _____
Employer Identification Number: _____
ASMC License#: _____

3. IDENTIFY THE OPERATOR FOR THIS MINE IF DIFFERENT FROM THE PERMITTEE

Name: Applicant
Street Address: _____
City: _____ State: _____ Zip: _____
Mailing Address: _____
City: _____ State: _____ Zip: _____
Telephone Number: (_____) _____
Social Security Number (Voluntary): _____
Employer Identification Number: _____
ASMC License#: _____

4. CONTACT PERSON FOR PERMIT REVIEW ISSUES AND CORRESPONDENCE

Name: Pete Parrish c/o PERC Engineering Co., Inc.
Mailing Address: Post Office Box 1712
City: Jasper State: AL Zip: 35502-1712
Telephone Number: (205) 295-3100

Also please copy: Zac Wright
Alabama Carbon, LLC
106 Lockheed Drive
Beaver, WV 25813

Applicant: Alabama Carbon, LLC
Mine Name: Mine No. 3
Permit Number: P-3889-39-13-S

PART I B. OWNERSHIP AND CONTROL

1. PERMIT APPLICANT OWNERSHIP AND CONTROL.

At the time of filing of this application provide an update of all information contained in the applicant's license file or certify that the information contained in the license is accurate and complete. The updated information shall be submitted on Part I A through Part I F of the License application form. Check one of the following:

A license update is included

Information contained in the license file is accurate and complete at the time of filing of this application.
No update is included.

Following notification that the permit appears eligible for issuance, the applicant must certify that all information in this application and the license file pertaining to ownership and control, surface mining history and violation history is still valid or the applicant must submit the appropriate update information.

2. OPERATOR OWNERSHIP AND CONTROL.

If someone other than the permittee has been identified as the operator under this permit, an update of the ownership and control information contained in the operator's license file must be provided or certify that the information contained in the license file is accurate and complete. The updated information shall be submitted on Part I A through Part I F of the License application form. Check one of the following:

Not Applicable

A license update is included

Information contained in the license file is accurate and complete at the time of filing of this application.
No update is included.

Following notification that the permit appears eligible for issuance, the applicant must certify that all information in this application and the license file pertaining to ownership and control, surface mining history and violation history is still valid or the applicant must submit the appropriate update information.

3. CONTROL OF MINING OPERATION THROUGH CONTROL OF COAL TO BE MINED.

Provide the information below for any person or entity who owns or controls the coal to be mined under this permit and who by lease, sublease, or other contract:

- A. has the right to receive the coal after mining, or,
- B. has the authority to determine the manner in which the operator or permittee conducts surface coal mining operations.

(USE ADDITIONAL SHEETS IN THE FORMAT BELOW IF NECESSARY)

Name: Not Applicable
Street Address: _____
City: _____ State: _____ Zip: _____
Mailing Address: _____
City: _____ State: _____ Zip: _____
Telephone Number: (____) ____ - _____
Social Security Number (Voluntary): ____ - ____ - ____
Employer Identification Number: _____
ASMC License#: _____

Applicant: Alabama Carbon, LLC
 Mine Name: Mine No. 3
 Permit Number: P-3889-39-13-S

PART I C. PROPERTY OWNERSHIP, INTERESTS AND RIGHTS

1. OWNERSHIP OF PROPERTY TO BE MINED AND RIGHT OF ENTRY.

INSTRUCTIONS: Show the property ownership boundaries of each parcel of land in the permit area on the permit map or an overlay of the same scale as the permit map. If the surface estate is severed from the mineral estate, show and describe the ownership of each estate separately. In the spaces below, identify:

1. Every current legal or equitable owner(s) of record (as found in a standard search of title) of the property;
2. The holders of record of any leasehold interest in the property; and,
3. Any purchaser of record under a real estate contract of the property.

Describe the basis of the applicant's legal right to enter and mine on all properties contained in the permit application. If the mineral estate has been severed from the surface estate, describe the basis of the legal right to enter and mine both the surface and mineral separately. Give the nature of such right (i.e. lease, deed, contract, etc.), where recorded, describe from whom, to whom, and the date executed, and whether that right is the subject of pending litigation.

USE ADDITIONAL SHEETS IN THE FORMAT BELOW AS NECESSARY

Legal description of property or permit map symbol: North Alabama Mineral Development, LTD (Fee) and (M)

Surface/Mineral/or Fee Simple (both): Fee Simple and Mineral

Legal owner(s) of record: North Alabama Mineral Development, LTD

Address: 401 Franklin Street City: Huntsville State: AL Zip: 35801

Holders of leasehold interest: _____

Address: _____ City: _____ State: _____ Zip: _____

Purchasers under a real estate contract: _____

Address: _____ City: _____ State: _____ Zip: _____

Description of right to enter or mine:
 Describe the type of document or conveyance which grants the right of entry, disturbance or mining. Indicate from whom the right was acquired and to whom the right was granted. If the grantor of the right is not the owner(s) of property, identify all grantors and grantees of the right beginning with the owner(s) and ending with the permit applicant.

Describe Right of Entry (If deed indicate where recorded):	Granted From:	Granted To:	Date Granted:	Litigation Pending? (Yes or No) If yes, explain.
Lease	North Alabama Mineral Development, LTD	GTM Energy Partners, LLC.	11/01/2006	No
Assignment	GTM Energy Partners, LLC	Alabama Carbon, LLC	Pending	No

Applicant: Alabama Carbon, LLC
 Mine Name: Mine No. 3
 Permit Number: P-3889-39-13-S

PART I C 1. (CONTINUED)

Legal description of property or permit map symbol: Michael & Diana Mills (S)

Surface/Mineral/or Fee Simple (both): Surface

Legal owner(s) of record: Michael & Diana Mills

Address: 5061 Black Bluff Road SW City: Rome State: GA Zip: 30161

Holders of leasehold interest: _____

Address: _____ City: _____ State: _____ Zip: _____

Purchasers under a real estate contract: _____

Address: _____ City: _____ State: _____ Zip: _____

Description of right to enter or mine:

Describe the type of document or conveyance which grants the right of entry, disturbance or mining. Indicate from whom the right was acquired and to whom the right was granted. If the grantor of the right is not the owner(s) of property, identify all grantors and grantees of the right beginning with the owner(s) and ending with the permit applicant.

Describe Right of Entry (If deed indicate where recorded):	Granted From:	Granted To:	Date Granted:	Litigation Pending? (Yes or No) If yes, explain.
Easement	Michael & Diana Mills	North Alabama Mineral Development Company, LTD	8/13/97	No
Lease	North Alabama Mineral Development, LTD	GTM Energy Partners, LLC	11/1/06	No
Assignment	GTM Energy Partners, LLC	Alabama Carbon, LLC	Pending	No

Legal description of property or permit map symbol: _____

Surface/Mineral/or Fee Simple (both): _____

Legal owner(s) of record: _____

Address: _____ City: _____ State: _____ Zip: _____

Holders of leasehold interest: _____

Address: _____ City: _____ State: _____ Zip: _____

Purchasers under a real estate contract: _____

Address: _____ City: _____ State: _____ Zip: _____

Description of right to enter or mine:

Describe the type of document or conveyance which grants the right of entry, disturbance or mining. Indicate from whom the right was acquired and to whom the right was granted. If the grantor of the right is not the owner(s) of property, identify all grantors and grantees of the right beginning with the owner(s) and ending with the permit applicant.

Describe Right of Entry (If deed indicate where recorded):	Granted From:	Granted To:	Date Granted:	Litigation Pending? (Yes or No) If yes, explain.

Applicant: Alabama Carbon, LLC
Mine Name: Mine No. 3
Permit Number: P-3889-39-13-S

PART I C. (CONTINUED)

2. OWNERSHIP OF SURFACE AND MINERAL LANDS CONTIGUOUS TO THE AREA TO BE MINED
INSTRUCTIONS:

Provide the information below for the owners of record of all surface and mineral properties contiguous to any part of the proposed permit area.

USE ADDITIONAL SHEETS AS NECESSARY IN THE FORMAT BELOW

PAGE 1 of 1

Name: North Alabama Mineral Development, LTD
Address: 401 Franklin Street
City: Huntsville State: AL Zip: 35801
Interest owned (Surface, Coal or Fee Simple): Fee Simple and Coal
Type of Interest (Owner, Lease, or Other): Owner

Name: Michael & Diana Mills
Address: 5061 Black Bluff Road SW
City: Rome State: GA Zip: 30161
Interest owned (Surface, Coal or Fee Simple): Surface
Type of Interest (Owner, Lease, or Other): Owner

Name: _____
Address: _____
City: _____ State: _____ Zip: _____
Interest owned (Surface, Coal or Fee Simple): _____
Type of Interest (Owner, Lease, or Other): _____

Name: _____
Address: _____
City: _____ State: _____ Zip: _____
Interest owned (Surface, Coal or Fee Simple): _____
Type of Interest (Owner, Lease, or Other): _____

Name: _____
Address: _____
City: _____ State: _____ Zip: _____
Interest owned (Surface, Coal or Fee Simple): _____
Type of Interest (Owner, Lease, or Other): _____

Name: _____
Address: _____
City: _____ State: _____ Zip: _____
Interest owned (Surface, Coal or Fee Simple): _____
Type of Interest (Owner, Lease, or Other): _____

Name: _____
Address: _____
City: _____ State: _____ Zip: _____
Interest owned (Surface, Coal or Fee Simple): _____
Type of Interest (Owner, Lease, or Other): _____

Applicant: Alabama Carbon, LLC
Mine Name: Mine No. 3
Permit Number: P-3889-39-13-S

PART I C. (CONTINUED)

3. INTERESTS OR PENDING INTERESTS IN LANDS CONTIGUOUS TO THE PERMIT AREA
INSTRUCTIONS:

Give the legal description of all lands contiguous to the permit area for which the applicant:

1. Holds an interest,
2. Holds an option, or
3. Has made a bid for ownership, lease or other interest.

USE ADDITIONAL SHEETS AS NECESSARY IN THE FORMAT BELOW

PAGE OF Not Applicable

Legal description: _____

Describe the nature of the interest: _____

Legal description: _____

Describe the nature of the interest: _____

Legal description: _____

Describe the nature of the interest: _____

Legal description: _____

Describe the nature of the interest: _____

Legal description: _____

Describe the nature of the interest: _____

Legal description: _____

Describe the nature of the interest: _____

Applicant: <u>Alabama Carbon, LLC</u>
Mine Name: <u>Mine No. 3</u>
Permit Number: <u>P-3889-39-13-S</u>

PART I D. PERMIT AREA INFORMATION

1. Give the requested term of this permit: 5 years.
2. Give the acreage of the permit, each increment and the type of bonding.
 - a. Total permit acreage: 50 acres.
 - b. Give the acreage and type of bond for each mining increment:

<u>Increment</u>	<u>Acres</u>	<u>Type Bond Proposed</u>
1.	<u>11</u>	<u>Surety</u>
2.	<u>20</u>	<u>Surety</u>
3.	<u>19</u>	<u>Surety</u>
4.	_____	_____
5.	_____	_____
6.	_____	_____

- c. Identify the increment(s) on which mining will initially begin upon issuance of this permit: Increments No. 1
3. Has any acreage in the proposed permit area been previously disturbed by mining? (XX)YES ()NO

If yes, supply the following for any and all previously disturbed areas:

- a. Show the boundaries of the previously disturbed area(s) on the permit map and identify with an appropriate symbol.
- b. List, for each area, the permit number under which it was disturbed and the number of acres. Indicate the status of each permit as Unreleased, Grading released, or 100% released. (If no permit, indicate as such)

<u>Permit</u>	<u>Acres</u>	<u>Status</u>
<u>P-2806</u>	<u>5</u>	<u>Released</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

- c. For each area which has not been reclaimed or received a 100% release, indicate whether you intend to assume responsibility for reclamation of the area under this permit and its performance bond(s)

Alabama Carbon, LLC will be responsible for reclaiming any disturbance by mining under permit P-3889.

Applicant: <u>Alabama Carbon, LLC</u>
Mine Name: <u>Mine No. 3</u>
Permit Number: <u>P-3889-39-13-S</u>

PART I D. (CONTINUED)

4. List all other licenses and permits required to conduct mining operations including, but not limited to, MSHA I.D. and NPDES. Give the identification or permit number, the name and address of the issuing authority, and the status or date of approval or issuance of each:

Permit	ID or Permit Number	Issuing Authority	Address	Status or date of issuance
<u>MSHA ID</u>	<u>01-03384</u>	<u>MSHA</u>	<u>*</u>	<u>Issued 2/21/2008</u>
<u>NPDES</u>	<u>AL0078026</u>	<u>ADEM</u>	<u>**</u>	<u>Issued 9/1/2007</u>

* 135 Gemini Circle, Suite 213, Birmingham, AL 35209-5842

** 1400 Coliseum Blvd., Montgomery, AL 36110-2059

5. Did the applicant receive assistance from the Small Operator Assistance Program in preparing this application? ()YES (XX)NO
If YES, list SOAP I.D. Number: _____

6. Submit a certificate of proof of Liability Insurance with this application.

See ASMC Master Insurance File

PART I E. PUBLIC NOTICE AND AVAILABILITY FOR INSPECTION

12. Give the name of the approved public office in which a copy of this application will be filed for public inspection following notification of completeness: _____
ASMC website <http://surface-mining.alabama.gov/PermitApplications.html>

13. Enclose a copy of the notice of filing of this application which will appear in a newspaper of general circulation in the vicinity of the mine and identify the name of the newspaper: See Attachment I.E.13. to appear in The Daily Sentinel.

PART 6: VERIFICATION OF APPLICATION

(a) One copy must be original

Applicant: <u>Alabama Carbon, LLC</u>
Mine Name: <u>Mine No. 3</u>
Permit Number: <u>P-3889-39-13-S</u>

Attachment I.E.13.

NOTICE OF APPLICATION TO TRANSFER
A SURFACE COAL MINING PERMIT

Alabama Carbon, LLC, 106 Lockheed Drive, Beaver, WV 25813, hereby gives notice that it has filed application to succeed by transfer to the rights granted under Alabama Surface Mining Commission Permit P-3889-39-13-S currently held by GTM Energy Partners, LLC, 442 County Road 464, Flat Rock, AL 35966. This operation is known as Mine No. 3 and is located in Jackson County, Alabama. The permit lies within the SW 1/4 of SW 1/4 of Section 1, the NE 1/4 of NE 1/4 and the SE 1/4 of NE 1/4 of Section 11, the NW 1/4 of NW 1/4 and the SW 1/4 of NW 1/4 of Section 12, all in Township 3 South, Range 8 East, Jackson County, Alabama. A copy of the permit transfer application is available for public inspection at the Alabama Surface Mining Commission website <http://surface-mining.alabama.gov/PermitApplications.html>. Written comments, objections, or requests for informal conferences should be submitted to the Alabama Surface Mining Commission, P.O. Box 2390, Jasper, Alabama 35502-2390, within 30 days from the last publication of this notice.

Applicant: Alabama Carbon, LLC
Mine Name: Mine No. 3
Permit Number: P-3889-39-13-S

Part VI - Verification of Permit Application (771.27)
For new Permit () Transfer (X) Renewal ()

I, the undersigned operator and holder of an ASMC license, do hereby submit this as my application for a permit to engage in surface coal mining operations and certify that the information in the application is true and correct to the best of my information and belief. This application is submitted in conformance with the rules and regulations of the Commission and it is agreed that any operations pursuant to the permit will be conducted in accordance with those rules and regulations. I further certify that I will keep the Commission advised of any change of facts as may pertain to the license information or this permit application.

Alabama Carbon, LLC License No. L-816
Permittee:

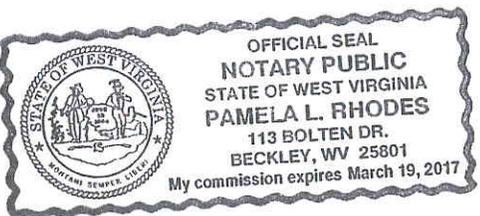
By: *James C. Justice, III*
James C. Justice, III, Vice President

STATE OF WEST VIRGINIA)
RALEIGH COUNTY)

Before me, the undersigned authority, personally appeared James C. Justice, III, who being duly sworn upon oath, deposed and said, that he has read the foregoing application, that he is the responsible official of the applicant who executed the application, that the facts and matters contained therein are true and correct to the best of his information and belief, and that he executed the same for the purposes therein expressed.

Sworn to and subscribed before me, this 3rd day of August, 2011.

Pamela L. Rhodes
Notary Public
3/19/17
Commission Expires



Applicant: Alabama Carbon, LLC
Mine Name: Mine No. 3
Permit Number: P-3889-39-13-S

PART VII - FINAL VERIFICATION OF PERMIT APPLICATION

I, the undersigned applicant and holder of an A.S.M.C. license do hereby certify that:

- The information in the license file regarding ownership and control and violation information is accurate and complete as of this date.
- The information in the license file regarding ownership and control and violation information is not accurate and complete as of this date. The necessary update is attached.

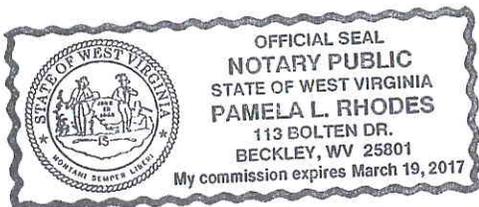
This verification is submitted in conformance with the rules and regulations of the Commission and it is agreed that any operations pursuant to the permit will be conducted in accordance with those rules and regulations. I further certify that I will keep the Commission advised of any change of facts as may pertain to the license or this permit information.

Licensee: Alabama Carbon, LLC
License No: L-816
By: [Signature]
Date: 8/3/11

STATE OF WEST VIRGINIA)
RALEIGH COUNTY)

Before me, the undersigned authority, personally appeared James C. Justice, III, who being duly sworn upon oath, deposed and said, that he has read the foregoing application, that he is the responsible official of the applicant who executed the application, that the facts and matters contained therein are true and correct to the best of his information and belief, and that he executed the same for the purposes therein expressed.

Sworn to and subscribed before me, this 3rd day of August, 2011.



[Signature]
NOTARY PUBLIC

3/19/17
Commission Expires