

STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT FORM UCC-1 ALA.

Important: Read Instructions on Back Before Filling out Form.

RECORDED FROM
Registré, Inc.
314 PIERCE ST.
P.O. BOX 218
ANOKA, MN. 55303
(612) 421-1713

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n).	No. of Additional Sheets Presented: 16	This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.
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1. Return copy or recorded original to:

The CIT Group/Equipment Financing, Inc.
1400 Renaissance Drive, Suite 400
Park Ridge, Illinois 60068
Attn: R. Shepherd

Pre-paid Acct. # _____

2. Name and Address of Debtor (Last Name First if a Person)

Boone Resources, Inc.
1051 Oak Mountain Drive
Pelham, AL 35124

Social Security/Tax ID # _____

2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)

Social Security/Tax ID # _____

☐ Additional debtors on attached UCC-E

3. SECURED PARTY (Last Name First if a Person)

The CIT Group/Equipment Financing, Inc.
1400 Renaissance Drive, Suite 400
Park Ridge, Illinois 60068

Social Security/Tax ID # _____

☐ Additional secured parties on attached UCC-E

THIS SPACE FOR USE OF FILING OFFICER
Date, Time, Number & Filing Office

Inst # 1996-40755
 12/11/1996-40755
 10:49 AM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 017 NC3 1661.95

FILED WITH:

Shelby County/Alabama

4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)

5. The Financing Statement Covers the Following Types (or items) of Property:

Equipment and all proceeds including rentals, more specifically described in Exhibit A attached hereto and made a part hereof, together with all accessions, additions and attachments thereto and replacements and substitutions therefor. Some or all of the Equipment may be deemed to be fixtures attached to the realty described in Exhibit B. This financing statement is to be indexed in the real estate records of Shelby County. Name of recorder owner: USX Corporation

File with Judge of Probate of Shelby County

5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing:

3	0	0	---
5	0	0	---

Check X if covered: ☐ Products of Collateral are also covered.

6. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so)

☐ already subject to a security interest in another jurisdiction when it was brought into this state.

☐ already subject to a security interest in another jurisdiction when debtor's location changed to this state.

☐ which is proceeds of the original collateral described above in which a security interest is perfected.

☐ acquired after a change of name, identity or corporate structure of debtor

☐ as to which the filing has lapsed.

7. Complete only when filing with the Judge of Probate:
The initial indebtedness secured by this financing statement is \$ **1,086,631.60**
Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ **1,629.95**

8. ☐ This financing statement covers timber to be cut, crops, or fixtures and is to be cross indexed in the real estate mortgage records (Describe real estate and if debtor does not have an interest of record, give name of record owner in Box 5)

Signature(s) of Secured Party(ies)
(Required only if filed without debtor's Signature — see Box 5)

Signature(s) of Debtor(s)

Boone Resources, Inc.

Type Name of Individual or Business

Signature(s) of Secured Party(ies) or Assignee

Signature(s) of Secured Party(ies) or Assignee

The CIT Group/Equipment Financing, Inc.

Type Name of Individual or Business

EXHIBIT A

to that certain UCC-1 financing statement between Boone Resources, Inc. lessee and The CIT Group/Equipment Financing, Inc. as lessor.

Lessee has no power to sell, transfer or otherwise dispose of, or encumber, said Equipment.

"Proceeds" shall have the meaning assigned to it in the Code, and in any event, shall include, but not be limited to, (i) any and all proceeds of any insurance, indemnity, warranty or guaranty payable to Lessee from time to time with respect to any of the Equipment; (ii) any and all payments (in any form whatsoever) made or due and payable to Lessee from time to time in connection with any requisition, confiscation condemnation, seizure or forfeiture of all or any part of the Equipment by any governmental body, authority, bureau or agency or any other person (whether or not acting under color of governmental authority); and (iii) accounts arising out of, any chattel paper evidencing a lease of, and any and all other rents or profits or other amounts from time to time paid or payable in connection with, any of the Equipment.

"Equipment" is hereby further described as follows:

QTY	EQUIPMENT DESCRIPTION	SERIAL NUMBER
Long Airdox Beltdrive, Conveyor consisting of :		
4	Long-Airdox 42" Beltdrive	35-5932, 35-5931, 35-5930, 35-5929
2	Long-Airdox 1000' Belt Structure	N/A
1	Long-Airdox 2000' Belt Structure	N/A
2	Long-Airdox 48" Drive Section	35-5903 & 35-5902
1	Long-Airdox 42" Belt drive	35-5933
1	1996 Taylor Diesel Personnel Carrier Model D12012-4LV	250924
1	1992 Dresser Wheel Loader 1/10 Yrd. Rockland Coal Bucket, Model # 555	3937
1	1992 Fletcher Roof Drill, Model DD013 - Dual Boom	82046

*Southern Electric Generating
Company (Lease)*

EXHIBIT A

FEETOWNSHIP 21 SOUTH, RANGE 3 WEST

SECTION 18 - Northwest Quarter of Southwest Quarter, North Half of North Half of Southwest Quarter of Southwest Quarter, Southwest Quarter of Northwest Quarter

SECTIONS 19, 29, AND 30 - Start at a point 140.0 feet north along the east boundary from the Southeast corner of SW 1/4 of SW 1/4 Section 29, known as the point of beginning. Thence from the said point of beginning on the following metes and bounds:

<u>Course No.</u>	<u>Distance</u>	<u>Bearing</u>
1	890'	N 82 00 W
2	1720'	N 49 05 W
3	2215'	N 27 25 W
4	405'	N 4 15 W
5	430'	N 33 10 W
6	405'	N 4 35 E
7	180'	N 66 20 W
8	498'	N 1 10 E
9	775'	N 25 15 E
10	542'	N 51 35 E
11	364'	N 78 05 E
12	483'	N 25 55 E
13	703'	N 48 15 E
14	435'	S 2 45 E
15	360'	S 48 15 W
16	585'	S 25 55 W
17	460'	S 78 05 W
18	375'	S 51 35 W
19	620'	S 25 15 W
20	200'	S 1 10 W
21	195'	S 66 20 E
22	530'	S 4 35 W
23	403'	S 33 10 E
24	445'	S 4 15 E
25	2075'	S 27 25 E
26	1540'	S 49 05 E
27	820'	S 82 00 E
28	345'	S 3 35 E

(Arriving at the point of beginning)

SECTION 19 - Beginning at the northwest corner of Section 19, thence in a southerly direction with a bearing of S 18 31 E a distance of 1120.1 feet to the point of beginning; thence in a westerly direction with a bearing of S 79 17 30 W a distance of 216 feet; thence in a southerly direction with a bearing of S 10 42 30 E a distance of 276.0 feet; thence in an easterly direction with a bearing of N 79 17 30 E a distance of 216.0 feet; thence in a northerly direction with a bearing of N 10 42 30 W a distance of 216.0 feet to the point of beginning.

SECTION 31 -Start at southwest corner of NW 1/4 of SE 1/4 of Section 31, proceed on a bearing of N 5 49 E for a distance of 1318.30 feet to the point of beginning. Thence westerly 660 feet, thence northerly 660 feet, thence easterly 660 feet, thence southerly 660 feet to the point of beginning.

Also, start at the Southwest corner of the Northwest Quarter of the Southeast Quarter, thence proceed North 82 degrees 46 minutes 18 seconds West a distance of 587.50 feet to the point of beginning; from such point of beginning proceed North 70 degrees 43 minutes West a distance of 236 feet; thence proceed South 19 degrees 17 minutes West a distance of 236 feet; thence proceed South 19 degrees 17 minutes West a distance of 236 feet; thence proceed South 70 degrees 43 minutes East for a distance of 236 feet; thence proceed North 19 degrees 17 minutes East for a distance of 236 feet to the point of ending.

TOWNSHIP 21 SOUTH, RANGE 4 WEST

SECTION 13 - Northeast Quarter of Southwest Quarter; Northeast diagonal half of Southeast Quarter of Southwest Quarter, South 26.1 acres of the Southeast Quarter of Southeast Quarter, starting at the northeast corner of the Southeast Quarter of the Southeast Quarter of Section 13, as a point of beginning, thence northerly along the section line a distance of 466.69 feet, thence westerly a distance of 466.69 feet, thence southerly a distance of 933.38 feet, thence easterly a distance of 466.69 feet to the section line, thence northerly along the section line a distance of 466.69 feet to the point of beginning. Beginning at the northwest corner of SE 1/4 of SE 1/4 of Section 13; thence east along the north line of said 1/4-1/4, a distance of 858.0 feet to a point; thence south with an interior angle of 88 degrees 11 minutes a distance of 451.9 feet to a point; thence west with an interior angle of 91 degrees 49 minutes a distance of 857.4 feet to a point on the west line of said 1/4-1/4; thence north along said west line a distance of 451.9 feet to the point of beginning.

Beginning at the northwest corner of the NE 1/4 of SE 1/4, Section 13; run thence east along the north line of said NE 1/4 of SE 1/4 a distance of 1325.9 feet more or less to the east line of said 1/4-1/4; thence south along said east line a distance of 849.6 feet to a point; thence west with an angle of 90 degrees a distance of 466.7 feet to a point; thence south with an angle of 90 degrees a distance of 481.2 feet more or less to a point on the south line of said 1/4-1/4; thence west along said line a distance of 858.0 feet more or less to the southwest corner of said 1/4-1/4; thence north along the west line of said 1/4-1/4 a distance of 1318.3 feet more or less to the point of beginning. Beginning at the southeast corner of the NW 1/4 of NE 1/4 of Section 13, run thence north along the east line of said 1/4-1/4 a distance of 548.2 feet, more or less, to a point on Southern Railway Company's south right of way line, said point being 50 feet from center line of and measured perpendicular to the main

track; thence in a Westerly direction along said right of way line, said line being 50 feet from and parallel to center line of main tract, a distance of 352.5 feet; thence south with an interior angle with the right-of-way line of 109 degrees 46 minutes a distance of 438.4 feet to a point on the south line of said 1/4-1/4; thence east along said line a distance of 331.8 feet to the point of beginning. Beginning at the southeast corner of the NE 1/4 of NE 1/4, Section 13; thence run north along the east line of said 1/4-1/4 a distance of 954.7 feet to a point on Southern Railway Company' South right-of-way line, said point being 50 feet from center line of an measured perpendicular to the main track; thence west along the said south right-of-way line, said line being 50 feet from and parallel to center line of said track, a distance of 1410 feet more or less to a point on the west line of said 1/4-1/4; thence south along said west line a distance of 548.2 feet more or less to the southwest corner of said 1/4-1/4; thence east along the south line of said 1/4-1/4 a distance of 1327.3 feet to the point of beginning. Southwest Quarter of Southeast Quarter; Northwest Quarter of Southeast Quarter, Southwest Quarter of Northeast Quarter; Southeast Quarter of Northeast Quarter.

MINERAL RIGHTS

TOWNSHIP 21 SOUTH, RANGE 3 WEST

SECTION 17 - Northeast Quarter of Southeast Quarter, less one acre near the northwest corner, and less 1.29 acres being that portion of the Kendrick-Holcomb Lot as described by deed recorded in the office of the Judge of Probate of Shelby County, Alabama, in Deed Book 139 at page 299; Southwest Quarter of Southeast Quarter, less .50 acre as described by deed recorded in such office at Deed Book 26 at page 394.

SECTION 18 - Northeast Quarter of Northwest Quarter and 1/3 interest in the Northwest Quarter of Northwest Quarter,

SECTION 19 - North Half of North Half and South Half of Northwest Quarter less part described in Fee ownership above; West Half of Southwest Quarter.

SECTION 20 - Northeast Quarter of Northeast Quarter; Northeast Quarter of Southeast Quarter.

SECTION 21 - That part of the Northwest Quarter of Northwest Quarter lying west of the Montevallo - Bessemer road, less lots described as follows: Lot described in Deed Book 148 at page 178; Lot described in Deed Book 163 at page 553; Lot described in Deed Book 173 at page 463; also less, begin at the intersection of the north line of Section 21 and the west boundary of the right-of-way of the Montevallo-Bessemer road and run along the north line of said section 21 a distance of 300 feet; run thence south 100 feet; run thence east 320 feet to the west boundary of said road; run thence north along the west boundary of said road; run thence north along the west boundary of said road 100 feet to the point of beginning. That part of the Southwest Quarter of Northwest Quarter lying west of the Montevallo-Bessemer Road and West of Lots 39, 40, and 41, as shown by G. F. Peter's Map of the Town of Maylene, drawn on November 13, 1946, and surveyed by I. E. Gillespie. Northwest Quarter of Southwest, less a portion of the Jacob Zeiderhook, P. C. Means, and Lon Nabors Lots, all in the northeast corner of said forty and described by deeds recorded in such office in Deed Book 25, page 270, Deed Book 62, page 339, and Deed Book 62, page 436, respectively.

SECTION 29 - South Half of Northwest Quarter; North Half of Southwest quarter; Southwest Quarter of Northeast Quarter; Northwest Quarter of Southeast Quarter.

SECTION 30 - South Half of North Half less part described in Fee ownership above; North Half of Northwest Quarter; Northwest Quarter of Southwest Quarter.

SECTION 32 - Northwest Quarter of Northwest Quarter.

TOWNSHIP 21 SOUTH, RANGE 4 WEST

SECTION 14 - East Half of Southeast Quarter.

SECTION 24 - East Half.

SECTION 25 - Northeast Quarter.

TOWNSHIP 22 SOUTH, RANGE 4 WEST

SECTION 3 - North Half of Northeast Quarter, Southeast Quarter of Northeast Quarter, North Half of Northwest Quarter, Southeast Quarter of Southeast Quarter.

SECTION 5 - All.

SECTION 6 - All, except undivided 1/2 interest in Southwest Quarter of Northwest Quarter.

SECTION 7 - Southwest Quarter, South Half of Southeast Quarter, North Half.

SECTION 8 - Northwest Quarter of Northwest Quarter, Southwest Quarter of Southwest Quarter, East Half of Southeast Quarter.

SECTION 9 - West Half of Northwest Quarter.

SECTION 10 - Southeast Quarter of Southwest Quarter, Southeast Quarter.

SECTION 11 - West Half of Southwest Quarter, South Half of Southwest Quarter of Southeast Quarter.

SECTION 14 - West Half of Northwest Quarter, East Half of Northwest Quarter, West Half of Northeast Quarter.

SECTION 15 - East Half of Northeast Quarter, Northeast Quarter of Northwest Quarter, West Half of Northwest Quarter, Southeast Quarter of Northwest Quarter, South Half of Southwest Quarter, South Half of Southeast Quarter.

SECTION 16 - Northwest Quarter.

SECTION 17 - Northeast Quarter of Southwest Quarter, Southeast Quarter, North Half.

SECTION 18 - East Half of Northeast Quarter.

SECTION 29 - North Half of Northeast Quarter, fractional.

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TOWNSHIP 22 SOUTH, RANGE 5 WEST

SECTION 1 - Southeast Quarter, North Half.

SECTION 12 - North Half of Northeast Quarter.

SECTION 26 - All, fractional.

SECTION 27 - All, fractional.

TOWNSHIP 24 NORTH, RANGE 11 EAST

SECTION 3 - Northeast Quarter of Northeast Quarter, West Half of Northwest Quarter.

SECTION 5 - Northwest Quarter of Southeast Quarter, North Half.

SECTION 7 - Northwest Quarter of Northeast Quarter, Northwest Quarter of Southwest Quarter.

TOWNSHIP 24 NORTH, RANGE 10 EAST

SECTION 1 - All

SECTION 11 - All

SECTION 15 - North Half of Northeast Quarter, Southwest Quarter of Northeast Quarter, West Half of Southeast Quarter, Southeast Quarter of Southeast Quarter, West Half.

COAL RIGHTS

TOWNSHIP 21 SOUTH, RANGE 3 WEST

SECTION 17 - Southwest Quarter of Northeast Quarter, South Half of Northwest Quarter, Southwest Quarter, Northwest Quarter of Southeast Quarter, Southeast Quarter of Southeast Quarter, North Half of North Half of Northwest Quarter of Northeast Quarter, North Half of Northwest Quarter.

SECTION 18 - East Half, East Half of Southwest Quarter, Southeast Quarter of Northwest Quarter, 2/3 int. in Northwest Quarter of Northwest Quarter, Southwest Quarter of Southwest Quarter less North Half of North Half.

SECTION 19 - South Half of Northeast Quarter, Southeast Quarter less part belonging to SEGCo; East Half of Southwest Quarter

SECTION 20 - West Half, West Half of Northeast Quarter, Southeast Quarter of Northeast Quarter, West Half of Southeast Quarter, Southeast Quarter of Southeast Quarter.

SECTION 29 - North Half of North Half, Southeast Quarter of Northeast Quarter, Northeast Quarter of Southeast Quarter, Southwest Quarter of Southwest Quarter less part belonging to SEGCo.

SECTION 30 - Southeast Quarter less part belonging to SEGCo; East Half of Southwest Quarter, Southwest Quarter of Southwest Quarter, North Half of Northeast Quarter less part belonging to SEGCo.

SECTION 31 - North Half less part belonging to SEGCo; Northwest Quarter of Southeast Quarter, Southwest Quarter.

SECTION 32 - Northeast Quarter of Northwest Quarter

TOWNSHIP 21 SOUTH, RANGE 4 WEST

SECTION 13 - Northeast Quarter of Northeast Quarter north of R.R.; East Half of East Half of Northwest Quarter of Northeast Quarter north of R.R.; South Half of Northwest Quarter, Northeast diagonal Half of Northwest Quarter of Southwest Quarter, West Half of Northwest Quarter of Northeast Quarter, West Half of East Half of Northwest Quarter of Northeast Quarter.

SECTION 25 - Southeast diagonal Half of Northeast Quarter of Northwest Quarter, Northwest diagonal Half of East Half of Southwest Quarter of Northwest Quarter, Southeast Quarter, Northeast Quarter of Southwest Quarter, East Half of Northwest Quarter of Southwest Quarter, Southeast diagonal Half of East Half of Southwest Quarter of Northwest Quarter, Southeast Quarter of Southwest Quarter, East Half of Southwest Quarter of Southwest Quarter, Southeast Quarter of Northwest Quarter.

degrees 48 minutes for 315.73 feet, thence left 95 degrees 56 minutes for 296.12 feet, thence left 61 degrees 22 minutes for 358.61 feet to the east line of Northwest Quarter of Southwest Quarter of said Section 19, thence South along said East line for 157.72 feet, thence right 102 degrees 49 minutes for 324.50 feet, thence right 90 degrees for 20.1 feet, thence left 62 degrees 26 minutes for 355.95 feet, thence left 22 degrees 27 minutes for 125.53 feet, thence left 10 degrees 16 minutes for 187.42 feet, thence right 90 degrees for 364.08 feet, thence right 90 degrees for 326.91 feet, thence left 89 degrees 54 minutes for 606.58 feet, thence right 28 degrees 35 minutes for 350 feet, thence left 90 degrees for 150 feet, thence right 71 degrees 32 minutes to the public road, thence in an Easterly direction along the public road to the intersection of the North line of the public road with the South line of Lot 2, Block 3, said Thomas' Addition to the Town of Aldrich, thence Northwest along the South line of said Lot 2 for 298.39 feet, thence right 86 degrees 13 minutes for 205.65 feet along the west side of said Lot 2, thence Easterly along the North line of said Lot 2 for 208 feet, thence Easterly along the North line of Summit Part "B" for 398 feet to the Northwest corner of Lot 6, Block 2, said Thomas' Addition to the Town of Aldrich, thence looking East along the North line of said Lot 6, Block 2, turn an angle of 65 degrees 18 minutes for 303.48 feet, thence right 0 degrees 19 minutes for 580.46 feet, thence left 85 degrees 55 minutes for 696.48 feet, thence right 54 degrees 16 minutes for 109.50 feet, thence right 5 degrees 22 minutes for 636.67 feet, thence right 33 degrees 50 minutes for 173.78 feet to the center line of Davis Creek, thence East along the center line of Davis Creek to the East line of Southeast Quarter of Southwest Quarter, Section 18, thence North along said East line to the Northeast corner of said Southeast Quarter of Southwest Quarter, thence West along the North line of said Southeast Quarter of Southwest Quarter to Northwest corner of said forty, thence South along West line of said forty to North line of Section 19, thence West to Northwest corner of said Section 19, thence South to Southwest corner of said Section 19, thence East to point of beginning, except the following tracts: Commence the Northwest corner of Southeast Quarter of Southwest Quarter, Section 19, and run South 798 feet along the West side of said forty to the point of beginning; thence turn an angle of 70 degrees right, run a distance of 40 feet to the Northwest corner of church lot, thence turning an angle of 90 degrees left, run a distance of 80 feet to the Southwest corner, thence turning an angle of 90 degrees left, run a distance of 100 feet to the Southeast corner, thence turning an angle of 90 degrees left, run a distance of 80 feet to the Northeast corner, thence turning an angle of 90 degrees left, run 60 feet to the point of beginning, containing 0.183 acres, more or less. There is also included the following tract: From the Southwest corner of Southeast Quarter of Southwest Quarter, Section 19, go East along the South line of said Southeast Quarter of Southwest Quarter for 970.89 feet to a point of beginning; run thence left 36 degrees 48 minutes for 163.06 feet, thence right 29 degrees 36 minutes for 90.60 feet to the west edge of the Southern Railroad right-of-way, thence South along said West edge of right-of-way to the South line of said Southeast Quarter of Southwest Quarter, thence West to the point of beginning.

SECTION 30 - All of Fractional Section West of Southern Railway right-of-way.

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SECTION 35 - Southeast diagonal Half of South Half of Northeast Quarter, Southeast diagonal Half of Southwest Quarter, Southeast Quarter

SECTION 36 - Northeast Quarter, Northwest Quarter of Northwest Quarter, South Half of Northwest Quarter, South Half less 4 acres in the Northeast corner of the Southeast Quarter of Southeast Quarter, Northeast Quarter of Northwest Quarter.

TOWNSHIP 22 SOUTH, RANGE 3 WEST

SECTION 6 - Southwest Quarter of Northeast Quarter, West Half of Northwest Quarter, West Half of East Half of Southeast Quarter, West Half of Southeast Quarter, Southwest Quarter

SECTION 7 - Northwest Quarter of Northeast Quarter, West Half, Southwest Quarter of Southeast Quarter

SECTION 18 - West Half of West Half, North Half of Northeast Quarter of Southwest Quarter West of the old Montevallo-Tuscaloosa dirt road; a parcel of land in the Southwest corner of the East Half of Northwest Quarter more fully described as follows: Begin at Southwest corner of East Half of Northwest Quarter, thence Northeast about 150 yards to a certain spring, thence down said spring branch 50 yards, thence direct to the Tuscaloosa road, thence down said road about 150 yards to the south boundary of Southeast Quarter of Northwest Quarter, thence West along the line between the Northwest Quarter and Southwest Quarter of said Section to the beginning.

SECTIONS 18 AND 19 - Begin a Southeast corner of Southwest Quarter of Southwest Quarter, Section 19, go North along the East line of said Southwest Quarter of Southwest Quarter for 362.79 feet, thence right 55 degrees 25 minutes for 160.88 feet, thence left 25 degrees 35 minutes for 140.10 feet, thence left 115 degrees 11 minutes for 202.83 feet to said East line, thence North along said East line 19.87 feet, thence left 67 degrees 03 minutes for 71.90 feet, thence right 40 degrees 05 minutes for 85.73 feet, thence right 25 degrees 53 minutes for 20.0 feet, thence left 35 degrees 22 minutes for 124.14 feet, thence left 37 degrees 28 minutes for 105.68 feet, thence right 16 degrees 23 minutes for 131.60 feet, thence right 118 degrees 05 minutes for 271.44 feet, thence left 10 degrees 15 minutes for 122.62 feet, thence left 4 degrees 48 minutes for 85.18 feet to said East line of Southwest Quarter of Southwest Quarter, thence left 45 degrees 29 minutes for 134.30 feet to Northeast corner of said Southwest Quarter of Southwest Quarter, thence right 91 degrees 26 minutes for 81.15 feet to the West line of Lot 4, Block 8, Thomas Addition to the Town of Aldrich, map of which is recorded on the office of Judge of Probate of Shelby County, Thence left 121 degrees for 63.37 feet along West line of said Lot 4, thence right 98 degrees 57 minutes for 270 feet, thence left 112 degrees 04 minutes for 161.10 feet, thence right 93 degrees 26 minutes for 290.90 feet, thence left 90 degrees 10 minutes for 123.71 feet, thence right 4 degrees 13 minutes for 562.11 feet, thence left 61 degrees 41 minutes for 16.26 feet, thence right 12

TOWNSHIP 22 SOUTH, RANGE 4 WEST

SECTION 1 - Northeast Quarter, Northeast Quarter of Northwest Quarter less 9 acres; North 31 acres of Northwest Quarter of Northwest Quarter, Southeast Quarter, South Half of Southwest Quarter, South Half of Northwest Quarter, North Half of Southwest Quarter.

SECTION 2 - South Half of Southeast Quarter, Northwest Quarter of Southeast Quarter of Southwest Quarter, Northwest Quarter of Northeast Quarter, South Half of Southwest Quarter, Northeast Quarter of Southwest Quarter, Northwest Quarter of Northeast Quarter, South Half of Northeast Quarter; that part of the Southeast Quarter of Northwest Quarter lying south of Montevallo and Tuscaloosa dirt road; North Half of Northwest Quarter, Southwest Quarter of Northwest Quarter, Northeast Quarter of Southeast Quarter, Northwest Quarter of Southwest Quarter, Northeast Quarter of Northeast Quarter.

SECTION 3 - Northeast Quarter of Southeast Quarter.

SECTION 4 - All except Northeast Quarter of Southeast Quarter.

SECTION 6 - An undivided 1/2 interest in Southwest Quarter of Northwest Quarter.

SECTION 9 - West Half of Northeast Quarter; East Half of Northwest Quarter.

SECTION 10 - East Half of Northeast Quarter; Northeast Quarter of Southwest Quarter, West Half of Northeast Quarter, Southeast Quarter of Northwest Quarter, Northwest Quarter of Southwest Quarter.

SECTION 11 - South Half of Northeast Quarter, Northwest Quarter of Northeast Quarter, East Half of Northwest Quarter, Northwest Quarter of Northwest Quarter, East Half of Southwest Quarter, North Half of Southeast Quarter, Southeast Quarter of Southeast Quarter, North Half of Southwest Quarter of Southeast Quarter, Northeast Quarter of Northeast Quarter.

SECTION 12 - East Half; East Half of West Half; Northwest Quarter of Northwest Quarter; Northeast Quarter of Southwest Quarter of Northwest Quarter, Southeast Quarter of Northwest Quarter of Southwest Quarter.

SECTION 13 - East Half; East Half of West Half; East Half of Northwest Quarter of Northwest Quarter, Southeast Quarter of Southwest Quarter of Northwest Quarter, Southwest Quarter of Southwest Quarter.

SECTION 14 - South Half except East Half of Northeast Quarter of Southeast Quarter.

SECTION 15 - West Half of Northeast Quarter; North Half of South Half.

SECTION 16 - Northeast Quarter, South Half

SECTION 20 - North Half, Southeast Quarter

SECTION 21 - All

SECTION 22 - East Half, North Half of Northwest Quarter, Southeast Quarter of Northwest Quarter, East Half of Southwest Quarter.

SECTION 23 - All

SECTION 24 - All

SECTION 25 - All (Fractional Section)

SECTION 26 - All (Fractional Section)

SECTION 27 - Fractional Northeast Quarter

TOWNSHIP 22 SOUTH, RANGE 5 WEST

SECTION 1 - Southwest Quarter

SECTION 2 - Southeast Quarter of Northeast Quarter, East Half of Southeast Quarter.

SECTION 12 - West Half of Northwest Quarter, Southwest Quarter of Southwest Quarter.

TOWNSHIP 24 NORTH, RANGE 12 EAST

SECTION 5 - Northwest Quarter of Southwest Quarter, that part of the North Half of Fractional Section West of Southern Railroad right-of-way except that part of the following tract which lies West of said right-of-way; commencing at a certain Sweetgum tree on the west bank of Simmons Creek, run South 86 degrees West 13.31 chains, thence North 3 degrees 30 minutes West 9 chains to Section line, thence North 86 degrees East along Section line to aforesaid creek, thence down and along said creek to point of beginning; Southwest Quarter of Southwest Quarter.

SECTION 6 - Northeast Quarter of Southeast Quarter, Northeast Quarter (Fractional); East Half of Northwest Quarter, Northeast Quarter of Southwest Quarter, Northwest Quarter of Southeast Quarter, West Half of West Half, East Half of Southeast Quarter of Southeast Quarter.

SECTION 7 - North Half of Northeast Quarter, Southwest Quarter of Northeast Quarter, South Half of Northwest Quarter, Northwest Quarter of Northwest Quarter, 1/2 interest in Southwest Quarter of Southwest Quarter.

SECTION 18 - Northwest Quarter of Northwest Quarter.

TOWNSHIP 24 NORTH, RANGE 11 EAST

SECTION 1 - All

SECTION 2 - All

SECTION 3 - Southeast Quarter of Northeast Quarter, West Half of Northeast Quarter, East Half of West Half, Northwest Quarter of Southwest Quarter, Southeast Quarter.

SECTION 4 - Northeast Quarter of Southwest Quarter, South Half of Southwest Quarter, Southeast Quarter.

SECTION 5 - Southwest Quarter, Northeast Quarter of Southeast Quarter, South Half of Southeast Quarter.

SECTION 6 - Northeast Quarter, North Half of Southeast Quarter.

SECTION 8 - Northeast Quarter of Northeast Quarter, less 2.70 acres on the East side thereof.

SECTION 9 - Northwest Quarter of Northwest Quarter, Less 2.60 acres described as follows: begin at the Southwest corner of said forty, run thence East 506 feet to Blockton-Piper Road, thence in a Northwesterly direction along said road 675 feet, thence South along the West line of said forty, 448 feet to the point of beginning.

SECTION 11 - Northeast Quarter of Southwest Quarter, South Half of Southwest Quarter, Southwest Quarter of Southeast Quarter, North Half of Southeast Quarter, West Half of Northwest Quarter, Northeast Quarter, East Half of Northwest Quarter.

SECTION 12 - North Half, Southeast Quarter, North Half of Southwest Quarter.

SECTION 13 - West Half of Northeast Quarter.

TOWNSHIP 24 NORTH, RANGE 10 EAST

SECTION 12 - Northeast Quarter, North Half of Northwest Quarter, Southwest Quarter of Northwest Quarter.

USX (Lease)

EXHIBIT A

LEGAL DESCRIPTION OF LANDS TO BE ADDED TO LEASE PREMISES FOR UNDERGROUND MINING
OF COAL IN THE COKE, CLARK, GHOLSON, THOMPSON AND HELENA SEAMS OF COAL

Group I - Lands in which USX Corporation owns all interests

Township 20 South, Range 3 West

<u>Section</u>	<u>Description</u>	<u>Acres</u>
31	The South-East quarter	160.0
	The South half of the South-West quarter	80.0

Township 21 South, Range 3 West

<u>Section</u>	<u>Description</u>	<u>Acres</u>
5	The North-West quarter	160.0
	The West half of the South-West quarter	80.0
6	The entire section	640.0
7	The entire section	640.0
8	The West half of the West half	160.0

Township 21 South, Range 4 West

<u>Section</u>	<u>Description</u>	<u>Acres</u>
1	The North-East quarter of the North-East quarter	40.0
	The South half of the North-East quarter	80.0
	The South-East quarter of the North-West quarter	40.0
	The South half of the section	320.0
2	The South half of the South-East quarter	80.0
10	The South half of the South-West quarter	80.0
12	The entire section	640.0
13	The North half of the North-West quarter	80.0
	The South-West diagonal half of the South-West quarter	80.0
14	The North-East quarter	160.0
	The West half of the South-East quarter	80.0
15	The North-West quarter of the North-East quarter	40.0
	The South half of the North-East quarter	80.0
	The North-West quarter	160.0
	The North-East quarter of the South-West quarter	40.0
	The South-East quarter	160.0

SDM
8-23-95

Township 21 South, Range 4 West (continued)

<u>Section</u>	<u>Description</u>	<u>Acres</u>
20	The South-East diagonal half of the South-East quarter of the South-East quarter	20.0
22	The North-West quarter of the North-East quarter	40.0
	The East half of the North-East quarter	80.0
	The South-West quarter of the South-East quarter	40.0
	The East half of the South-East quarter	80.0
23	The entire section	640.0
24	The West half of the section	320.0
25	The North-West diagonal half of the North-East quarter of the North-West quarter	20.0
	The North-West quarter of the North-West quarter	40.0
	The West half of the South-West quarter of the North-West quarter	20.0
	The West half of the North-West quarter of the South-West quarter	20.0
26	The North half of the section	320.0
	The South-West quarter	160.0
	The North half of the South-East quarter	80.0
27	The North-East quarter	160.0
	The East half of the North-West quarter	80.0
	The South half of the section	320.0
28	The South half of the South-East quarter	80.0
	The West half of the North West quarter of the North-West quarter	20.0
	The North-West quarter of the South-West quarter of the North-West quarter	10.0
29	The East half of the North-East quarter	80.0
	The North-East diagonal half of the North-East quarter of the South-East quarter	20.0
33	The East half of the section excepting 3.56 acres lying in the West half of the North-East quarter	312.42

Township 21 South, Range 4 West (continued)

<u>Section</u>	<u>Description</u>	<u>Acres</u>
34	The North half of the North-East quarter	80.0
	The North-West quarter of the North-West quarter	40.0
	The South half of the North-West quarter	80.0
	The North half of the South-West quarter	80.0
	The South-West quarter of the South-West quarter	40.0
	The North-West quarter of the South-East quarter	40.0
35	The North-West quarter	160.0
	The North-West diagonal half of the South-West quarter	80.0
	The North half of the North-East quarter	80.0
	The North-West diagonal half of the South half of the North-East quarter	40.0
	TOTAL ACRES - GROUP I	7,762.42

Group II - Lands in which USX Corporation owns mineral interests only.

Township 21 South, Range 4 West

<u>Section</u>	<u>Description</u>	<u>Acres</u>
25	The West half of the South-West quarter of the South-West quarter	20.0
26	The South half of the South-East quarter	80.0
33	An irregular tract lying in the West half of the North-East quarter	7.58
34	The South half of the North-East quarter	80.0
	The South-East quarter of the South-West quarter	40.0
	The South half of the South-East quarter	80.0
	The North-East quarter of the South-East quarter	40.0
	TOTAL ACRES - GROUP II	347.58

Inst # 1996-40755

12/11/1996-40755
 10:49 AM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
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