

STATE OF ALABAMA

COUNTY OF SHELBY

MEMORANDUM OF LEASE

KNOW ALL MEN BY THESE PRESENTS, that THE WHITT GROUP OF WEST VIRGINIA, INC. ("Lessee"), a West Virginia corporation, by virtue of a Coal Mining Contract dated April 21, 2000 (the "Lease"), did lease certain rights to mine and remove coal by underground mining methods from such seams of coal as may exist in those certain lands of USX CORPORATION located in Township 21 South, Range 4 West of the Huntsville Principal Meridian, Shelby County, Alabama, as described in detail in "Exhibit A" and as shown on map labeled "Exhibit B", both attached hereto and made a part hereof, for a Primary Term of five (5) years, with provisions for up to two extensions of the Primary Term of five (5) years each, contingent on certain performances by the Lessee.

This Memorandum of Lease is to be placed of record to serve as notice of the execution and existence of said Lease, and is in no way to supersede, abrogate, change or modify any of the terms, conditions, rights or obligations of any of the parties, all of which are set forth in detail in said Lease. The terms and conditions of said Lease are made a part hereof by reference for all purposes, to be the same effect as though written in ~~extension~~ extension herein.

This is the 24th day of April, 2000.

APPROVED
AS TO FORM
LAW OFF.

USX CORPORATION

By: Pete Moller
Its President

THE WHITT GROUP OF WEST VIRGINIA, INC.

By: John C. Whitt
Its President

Attest:
Debra B. Baker
Secretary

STATE OF ALABAMA

COUNTY OF JEFFERSON

Before me, the undersigned, a Notary Public in and for said County and State, on this 26th day of April, 2000, personally appeared Pete Moller, known to me to be the identical person who subscribed the name of USX CORPORATION to the foregoing instrument as its officer and acknowledged to me that he executed the same as his free and voluntary act and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal this 26th day of April, 2000.

Joni Stricklin
Notary Public
State of Alabama
County of Jefferson
My Commission Expires 12-9-03

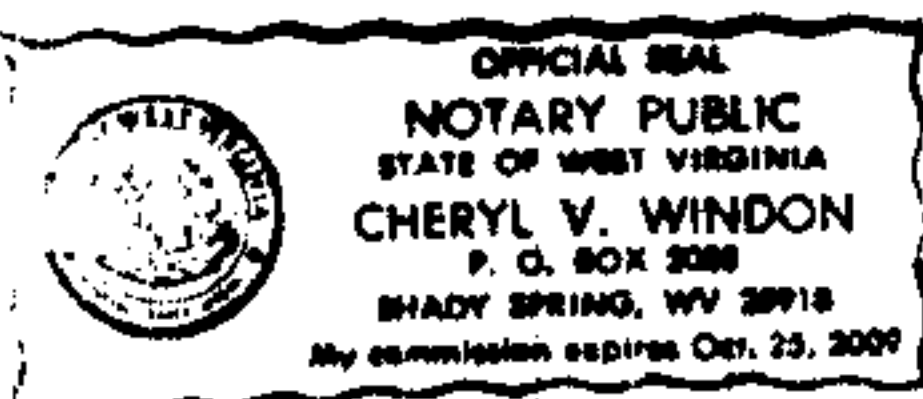
STATE OF West Virginia

COUNTY OF Raleigh

Before me, the undersigned, a Notary Public in and for said County and State, on this 27th day of April, 2000, personally appeared John C. Whitt, known to me to be the identical person who subscribed the name of THE WHITT GROUP OF WEST VIRGINIA, INC. to the foregoing instrument as its officer and acknowledged to me that he executed the same as his free and voluntary act and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal this 27th day of April, 2000.

Cheryl V. Windon
Notary Public
State of West Virginia
County of Raleigh
My Commission Expires October 25, 2009



04/28/2000-13914
04:26 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
BOS CJ1 14.58

Inst • 2000-13914

EXHIBIT A**LEGAL DESCRIPTION**

The lands described below are lands where USX Corporation owns the indicated interests which are hereby leased to The Whitt Group for the mining of coal according to the terms of the document hereto attached.

Group I : Fee interests (all interests in surface and minerals).

TOWNSHIP 21 SOUTH, RANGE 4 WEST

Section	Description	Acres
10	The Southeast quarter.	160.00
11	The East half of the section.	320.00
	The Southwest quarter.	160.00
	The Southeast quarter of the Northwest quarter.	40.00
12	The entire section.	640.00
13	The North half of the Northwest quarter.	80.00
14	The North half of the Northeast quarter.	80.00
15	The West half of the Northeast quarter.	80.00
	The Southeast quarter of the Northeast quarter.	40.00
	The Southeast quarter.	160.00
	The Northeast quarter of the Southwest quarter.	40.00
	The Northwest quarter.	160.00
20	The Northeast quarter of the Southeast quarter.	40.00
	The portion of the Southeast quarter of the Southeast quarter lying south and west of a line from the southeast corner of the quarter to the mid point of the west line of the quarter section and lying west of the railroad right of way.	30.75
21	The entire section except for the Northwest quarter of the Northwest quarter.	600.00
22	The entire section except for the Southeast quarter of the Southeast quarter.	600.00
27	The North half of the Northwest quarter.	80.00
	The Southwest quarter of the Northwest quarter.	40.00
28	The entire section.	640.00
29	That portion of the East half of the Northeast quarter lying south and	

east of the property conveyed to Oak Mountain Energy by deeds dated
August 24, 1996 and May 30, 1997.

57.11

4,047.86

Total Acres : Group I

Group II : Minerals and mining rights only (no interests in surface).

TOWNSHIP 21 SOUTH, RANGE 4 WEST

A tract of land comprising 13.14 acres described as follows:

Commence at the northeast corner of Section 29, Township 21 South, Range 4 West; thence in a westerly direction along the north boundary of said Section, 180.22 feet; thence turning an angle of 50 degrees 31 minutes, 33 seconds to the left in a southwesterly direction, 482.08 feet to the point of beginning of tract herein described; thence turning an angle of 93 degrees 21 minutes, 45 seconds to the left in a southeasterly direction, 96.69 feet; thence turning an angle of 61 degrees 53 minutes 18 seconds to the right in a southwesterly direction, 323.04 feet; thence turning an angle of 16 degrees 19 minutes 28 seconds to the right in a southwesterly direction, 801.74 feet; thence turning an angle of 20 degrees 57 minutes 16 seconds to the right in a southwesterly direction, 303.15 feet; thence turning an angle of 55 degrees 21 minutes 07 seconds to the right in a northwesterly direction, 258.54 feet; thence turning an angle of 91 degrees 40 minutes 24 seconds to the right in a northeasterly direction, 535.80 feet; thence turning an angle of 7 degrees 42 minutes 34 seconds to the right in a northeasterly direction, 122.28 feet; thence turning an angle of 10 degrees 18 minutes 36 seconds to the right in a northeasterly direction, 193.10 feet; thence turning an angle of 2 degrees 11 minutes 48 seconds to the right in a northeasterly direction, 191.47 feet; thence turning an angle of 6 degrees 59 minutes 06 seconds to the right in a northeasterly direction, 490.22 feet; thence turning an angle of 86 degrees 36 minutes 15 seconds to the right in a southeasterly direction, 121.64 feet to the point of beginning.

A tract of land comprising approximately 58 acres described as follows:

Commence at the southeast corner of Section 20, Township 21 South, Range 4 West; thence run northwesterly 290 feet, more or less, along the north line of the south diagonal of the South half of the South-East quarter of the South-East quarter of said Section 20, to the east right-of-way of Southern Railway Company, said point being the point of beginning; thence continue northwesterly 1,201 feet, more or less, to the northwest corner of the South-West quarter of the South-East quarter of the South-East quarter of said Section 20; thence run southwesterly 932 feet, more or less, to the southwest corner of the South-East quarter of the South-West quarter of the South-East quarter of said Section 20, said point also being on the south line of said Section 20, and also being on the north line of Section 29, Township 21 South, Range 4 West; thence run 1,474 feet, more or less, to the southeast corner of the South-West quarter of the South-West quarter of the North-West quarter of the North-East quarter of said Section 29, said point also being on the south line of the North half of the North-East quarter of said Section 29; thence run easterly 1,459 feet, more or less, along the south line of said North half the North-East quarter of said section 29, to a point on the west line of a tract of land quitclaimed by USX Corporation to Oak Mountain Energy Corporation by deed dated August 24, 1996; thence run northeasterly along the west line of said tract 207.29 feet, more or less; thence turn a deflection angle to the right of 7 degrees 42 minutes 34 seconds and run northeasterly along the west line of said tract 122.28 feet; thence turn a deflection angle to the right of 10 degrees 18 minutes 36 seconds and run northeasterly along the west line of said tract 191.87 feet; thence turn a deflection angle to the right of 2 degrees 11 minutes 40 seconds and run northeasterly along the west line of said tract 490.22 feet; thence turn a deflection angle to the right of 86 degrees 36 minutes 16 seconds and run southeasterly 100 feet, more or less, to the east right-of-way line of Southern Railway Company; thence run northeasterly along the east right-of-way line of Southern Railway Company to the point of beginning.

Total Acres : Group II

Inst # 2000-13914

71.14

04/28/2000-13914
04:26 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 CJ1