

This instrument was prepared by:
W. Benjamin Johnson
Burr & Forman LLP
420 North 20th Street, Suite 3400
Birmingham, Alabama 35203

STATE OF ALABAMA)
COUNTIES OF SHELBY AND BIBB)

MEMORANDUM OF OPTION

KNOW ALL MEN BY THESE PRESENTS, that **KODIAK MINING COMPANY, LLC** (Kodiak), a Delaware limited liability company, by virtue of an Agreement for Option to Lease Coal dated 6-27, 2012 (the "Option") is granted the option to lease certain rights to explore for and produce coal from the Coke and Atkins Seams as may exist in certain lands located in Shelby and Bibb Counties, Alabama described in **Exhibit "A"**, attached hereto and made a part of this Memorandum of Option, from **RGGS LAND & MINERALS, LTD., L.P.** (RGGS), a Delaware limited liability company and successor to United States Steel Corporation who was successor by conversion to United States Steel LLC and remote successor to USX Corporation. This Option provides for a term of six (6) months.

This Memorandum of Option is placed of record by RGGS and Kodiak to serve as notice of the execution and existence of said Option, 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 Option. The terms and conditions of said Option are made a part hereof by reference for all purposes, to be the same effect as though written in extenso herein.

This is the 27th day of June, 2012.

LESSOR: RGGS LAND & MINERALS, LTD., L.P.
By: Gordy Oil Company, a Texas corporation
Its: General Partner

By: _____
Thomas R. Speck, Vice President
Date: _____

LESSEE: KODIAK MINING COMPANY, LLC

By: Douglas P. Brown
Its: CEO
Date: 6-27-2012

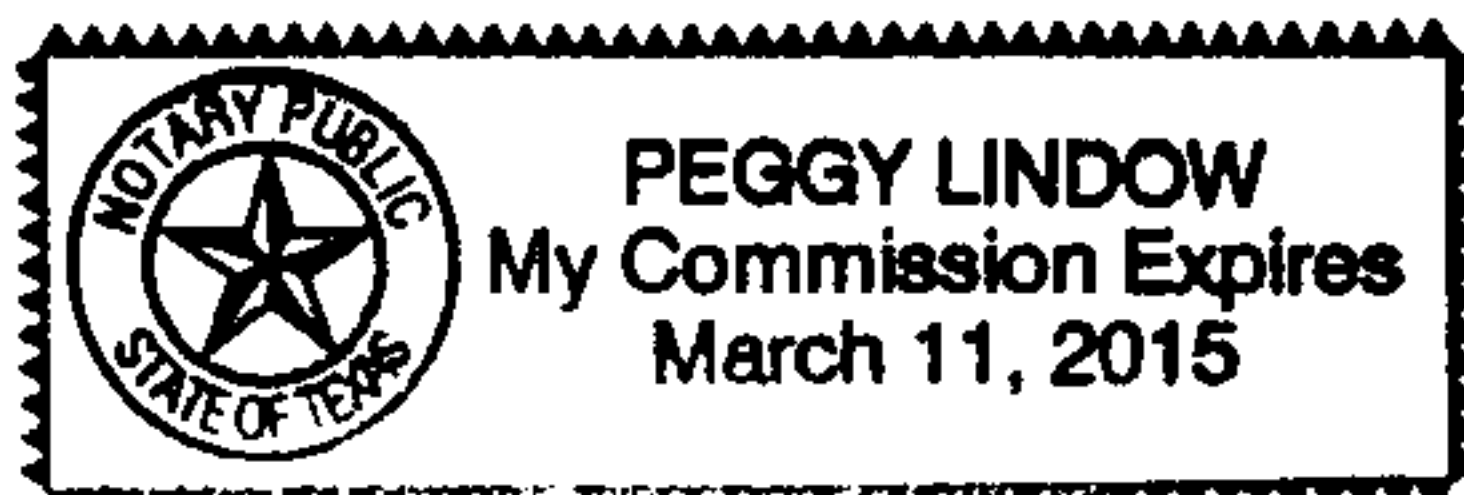
[ACKNOWLEDGMENTS APPEAR ON THE FOLLOWING PAGE]

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Shelby Cnty Judge of Probate, AL
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STATE OF TEXAS)
 :
COUNTY OF HARRIS)

I, Peggy Lindow a Notary Public, in and for said County in said State, hereby certify that Thomas R. Speck, whose name as Vice President of Gordy Oil Company, a Texas corporation, general partner of RGGGS Land & Minerals, Ltd., L.P., a Delaware Limited Partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited partnership.

Given under my hand and seal this 27th day of June, 2012.



Peggy Lindow
Notary Public
State of Texas
County of Harris
My Commission Expires 3-11-2015

STATE OF _____)
 :
COUNTY OF _____)

I, _____, a Notary Public in and for said County in said State, hereby certify that _____, whose name as _____ of KODIAK MINING COMPANY, LLC, a Delaware limited liability company, is signed to the foregoing Memorandum of Option, and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he or she, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal, this _____ day of _____, 2012.

Notary Public
State of _____
County of _____
My Commission Expires _____

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Shelby Cnty Judge of Probate, AL
07/02/2012 12:33:21 PM FILED/CERT

STATE OF TEXAS)
 :
COUNTY OF HARRIS)

I, _____ a Notary Public, in and for said County in said State, hereby certify that Thomas R. Speck, whose name as Vice President of Gordy Oil Company, a Texas corporation, general partner of RGGGS Land & Minerals, Ltd., L.P., a Delaware Limited Partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited partnership.

Given under my hand and seal this _____ day of _____, 2012.

Notary Public
State of _____
County of _____
My Commission Expires _____

STATE OF Alabama)
 :
COUNTY OF Jefferson)

I, Gary Wilson Lee, a Notary Public in and for said County in said State, hereby certify that Donald P. Brown, whose name as CEO of KODIAK MINING COMPANY, LLC, a Delaware limited liability company, is signed to the foregoing Memorandum of Option, and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he or she, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal, this 27th day of June, 2012.



Gary Wilson Lee

Notary Public
State of Alabama
County of - at large
My Commission Expires March 6, 2016

**EXHIBIT A
TO
MEMORANDUM OF OPTION**

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LEGAL DESCRIPTION

The lands described below are lands where RGGS Land & Minerals Ltd., L.P. owns the mineral interests which are hereby leased to TBL Metallurgical Resources, LLC for the mining of coal according to the terms of the document hereto attached.

TOWNSHIP 21 SOUTH, RANGE 4 WEST

Section	Description	Acres
13	The Southwest diagonal half of the Southwest quarter.	80.0
14	The Southwest quarter of the Southwest quarter.	40.0
15	The South half quarter of the Southeast quarter.	80.0
20	The East half of the section.	320.0
21	The entire section.	640.0
22	The South half of the section.	320.0
	The West half of the Northwest quarter.	80.0
	The West half of the East half of the Northwest quarter.	40.0
	The East half of the East half of the Northeast quarter.	40.0
23	The entire section.	640.0
24	The West half of the section.	320.0
25	The Northwest diagonal half of the Northeast quarter of the Northwest Quarter.	20.0
	The Northwest quarter of the Northwest quarter.	40.0
	The West half of the Southwest quarter of the Northwest quarter.	20.0
	The West half of the West half of the Southwest quarter.	40.0
26	The entire section.	640.0
27	The entire section.	640.0
28	The entire section.	640.0
29	The Northeast quarter.	160.0
	The Southeast quarter.	160.0
	The Northeast quarter of the Southwest quarter.	40.0
	The South half of the Southwest quarter.	80.0



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	The Southeast diagonal half of the Northwest quarter of the Southeast quarter.	20.0
	The Southeast diagonal half of the Southeast quarter of the Northwest quarter.	20.0
31	The Southeast quarter of the Southeast quarter.	40.0
32	The East half of the section.	320.0
	The Southwest quarter.	160.0
	The East half of the Northwest quarter.	80.0
	The East half of the West half of the Northwest quarter.	40.0
33	The entire section.	640.0
34	The entire section except the Northeast quarter of the Northwest quarter.	600.0
35	The North half of the Northeast quarter.	80.0
	The Northwest diagonal half of the South half of the Northeast quarter.	40.0
	The Northwest diagonal half of the Southwest quarter of the Southwest quarter.	80.0
	The Northwest quarter.	160.0
Total Acres :		7,310.0

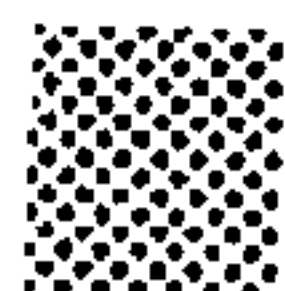
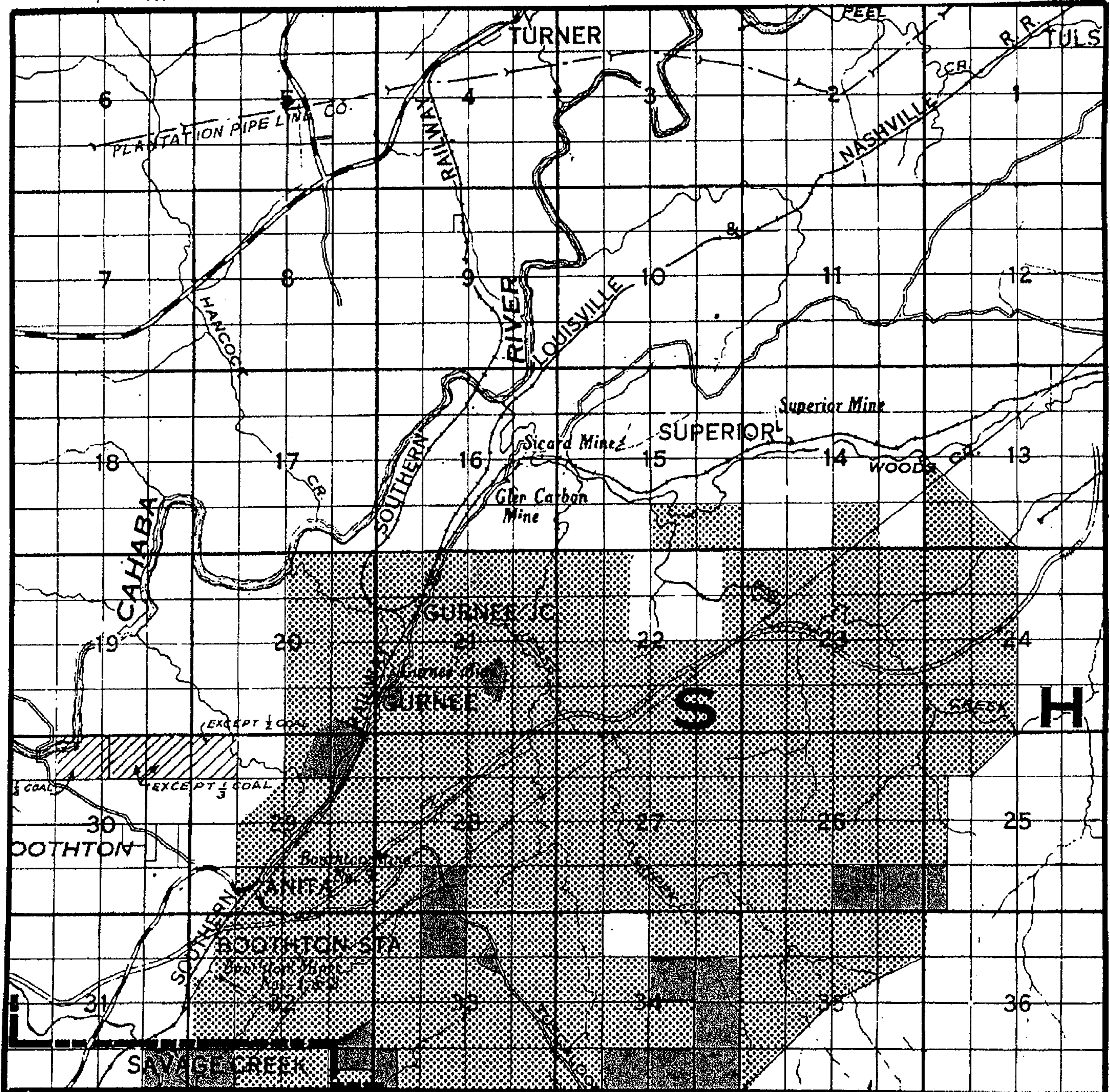


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RGGS LAND & MINERALS LTD., L.P.

APPROXIMATE SCALE, 1" = 4,000 FT.

T. 21 S., R. 4 W.



Lands where RGGS Land & Minerals Ltd., L.P. owns minerals and mining rights beneath surface owned by United States Steel Corporation.



Lands where RGGS Land & Minerals Ltd., L.P. owns mineral rights beneath surface owned by others.

DELINEATION OF ATKINS AND COKE COAL BEDS

RGGS-GURNEE PROPERTY

BIBB AND SHELBY COUNTIES, ALABAMA

Prepared by Stagg Resource Consultants, Inc.

June 13, 2012

Coke Coal Bed

Being that coal bed also known as the Youngblood coal bed in the region and including the various benches of coal and any intervening non-coal partings comprising the bed, the approximate original outcrop of which extends in a northeast-to-southwest direction across the western portion of the RGGS-Gurnee Property as illustrated on Figure 1. The Coke coal bed has been mined by surface mining methods along its original outcrop, with the current outcrop lying at the base of the resulting highwall. The Coke is further defined along its outcrop as being the coal bed mined by underground methods in the now-abandoned Coke No. 1 Mine, the location of the portals of which are identified on Figure 1.

From its outcrop, the Coke coal bed extends in the subsurface in an easterly direction and at progressively increasing depths across the RGGS-Gurnee Property, being further defined by the depths at which the bed was intersected in the following coalbed methane wells. These depths are those shown on the geophysical logs of these wells, copies of which maintained in the files of the State of Alabama Oil and Gas Board. The locations of these wells, which are identified by their state-assigned permit numbers, are illustrated on Figure 1. All depths are to the base of the Coke coal bed.

Permit Number 13795	833 feet
Permit Number 16545	657 feet
Permit Number 13295	814 feet
Permit Number 6653	1,060 feet
Permit Number 13378	1,942 feet
Permit Number 14190	2,275 feet
Permit Number 15828	1,246 feet
Permit Number 14734	2,063 feet
Permit Number 13785	2,241 feet

Atkins Coal Bed

Being that coal bed also known as the Adkins and Buck coal bed in the region and including the various benches of coal and the intervening non-coal partings comprising the bed, the approximate original outcrop of which extends in a northeast-to-southwest direction across the

western portion of the RGGG-Gurnee Property as illustrated on Figure 2. The Atkins is further defined along its outcrop as being the first significantly thick and laterally continuous coal bed lying below the Coke coal bed, the latter being that coal bed mined by underground methods in the Coke No. 1 Mine, the location of the portals of which are identified on Figure 2. The stratigraphic interval between the two coal beds is generally in the range of 150 to 165 feet. The Atkins coal bed has been mined by surface mining methods along its original outcrop, with the current outcrop lying at the base of the resulting highwall.

From its outcrop, the Atkins coal bed extends in the subsurface in an easterly direction and at progressively increasing depths across the RGGG-Gurnee Property, being further defined by the depths at which the bed was intersected in the following coalbed methane wells. These depths are those shown on the geophysical logs of these wells, copies of which maintained in the files of the State of Alabama Oil and Gas Board. The locations of these wells, which are identified by their state-assigned permit numbers, are illustrated on Figure 2. All depths are to the base of the Atkins coal bed.

Permit Number 13795	996 feet
Permit Number 16545	765 feet
Permit Number 13295	971 feet
Permit Number 6653	1,213 feet
Permit Number 13378	2,109 feet
Permit Number 14190	2,434 feet
Permit Number 15828	1,415 feet
Permit Number 14734	2,235 feet
Permit Number 13785	2,408 feet

