


This instrument was prepared by:

M. Beth O'Neill
Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue North
2400 AmSouth/Harbert Plaza
Birmingham, Alabama 35203


20151112000392280 1/8 \$35.00
Shelby Cnty Judge of Probate, AL
11/12/2015 12:14:06 PM FILED/CERT

MEMORANDUM OF RIGHT OF FIRST REFUSAL

THIS MEMORANDUM OF RIGHT OF FIRST REFUSAL (hereinafter, as amended from time to time in accordance with the terms hereof, "this Memorandum") is entered into as of October 27, 2015, by and between Southern Electric Generating Company and Alabama Property Company (collectively, "Southern") and Jesse Creek Mining, LLC ("Jesse Creek").

Recitals

A. Southern and Jesse Creek have entered into a Right of First Refusal agreement dated simultaneously herewith (the "Agreement") that grants Jesse Creek a right of first refusal to lease certain real estate described on Exhibit A ~~and B~~ hereto, located on Shelby County, Alabama (the "Property"), subject to the terms and conditions of the Agreement.

B. The parties are desirous of recording this Memorandum to provide record notice of the Right of First Refusal granted under the Agreement.

Agreement

NOW, THEREFORE, in consideration of the foregoing recitals and to induce Southern and Jesse Creek to enter into the Agreement, and for other good and valuable consideration in hand paid by Jesse Creek to Southern, the receipt and sufficiency of which is hereby acknowledged, Southern and Jesse Creek hereby agree as follows:

1. The name of the party receiving the Right of First Refusal under the Agreement is Jesse Creek Mining, LLC. The names of the parties granting the Right of First Refusal under the Agreement are Southern Electric Generating Company and Alabama Property Company.

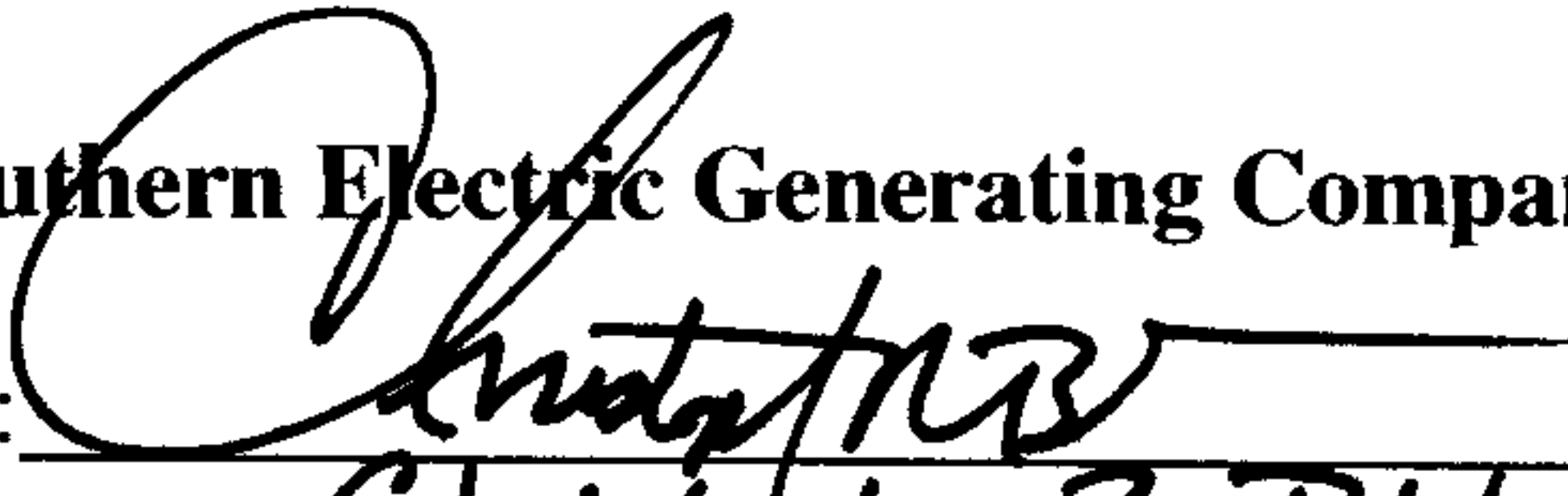
2. A specific legal description of the Property is attached hereto as Exhibit A and B. The Term of the Right of First Refusal begins on September 1, 2016 and ends on August 31, 2019.

3. This Memorandum is executed for the purpose of giving notice of the existence of the Right of First Refusal under the Agreement. If a conflict between the provisions of the Agreement and this Memorandum shall occur, the provisions of the Agreement shall govern.

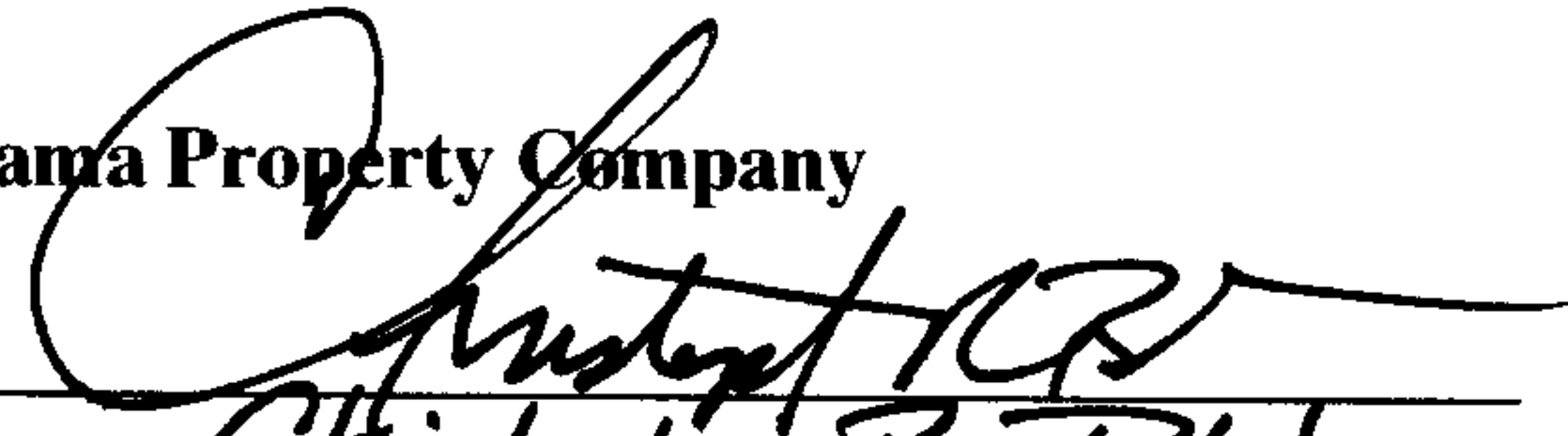
4. This Memorandum may be executed in any number of counterparts, each of which so executed shall be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be executed in its names and on its behalf by its officers thereunto duly authorized as of the date first set forth above and to be recorded in the Office of the Judge of Probate of Shelby County, Alabama.


Southern Electric Generating Company

By: 
Name: Christopher R. Blake
Title: Treasurer

Alabama Property Company

By: 
Name: Christopher R. Blake
Title: Treasurer

Jesse Creek Mining, LLC

By: 
Name: Brian O'Dea
Title: Chief Engineer



20151112000392280 2/8 \$35.00
Shelby Cnty Judge of Probate, AL
11/12/2015 12:14:06 PM FILED/CERT

STATE OF ALABAMA)
COUNTY OF Jefferson)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Christopher Blake whose name as Treasurer of Southern Electric Generating Company, an Alabama corporation, 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 authorized officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this 27th day of October, 2015.

Cheryl Ann Wright
Notary Public

[AFFIX SEAL]

My Commission Expires: 10/18/2017



20151112000392280 3/8 \$35.00
Shelby Cnty Judge of Probate, AL
11/12/2015 12:14:06 PM FILED/CERT

STATE OF ALABAMA)
COUNTY OF Jefferson)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Christopher Blake whose name as Treasurer Alabama Property Company, an Alabama corporation, 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 authorized officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this 27th day of October, 2015.

Cheryl Ann Wright
Notary Public

[AFFIX SEAL]

My Commission Expires: 10/18/2017

STATE OF ALABAMA)
COUNTY OF Shelby)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Brian O'Dea, whose name as Chief Eng of Jesse Creek Mining, LLC, a limited liability company, 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 authorized officer and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this the 29th day of October, 2015.

Kennie A. Muglach
Notary Public

[AFFIX SEAL]

My commission expires: 11/06/17

Exhibit A (Shelby County)

Township 21 South, Range 3 West


Section	Description	Acres (approximate)
Section 17	The Northwest quarter The Southwest quarter The Southeast quarter The Southwest quarter of the Northeast quarter	526
Section 18	The entire section	639
Section 19	The entire section	635
Section 20	The entire section	640
Section 21	The Southwest quarter of the Northwest quarter The Northwest quarter of the Southwest quarter The West half of the Northwest quarter of the Northwest quarter	102
Section 29	The Northwest quarter The Northeast quarter The Northeast quarter of the Southeast quarter The Northwest quarter of the Southwest quarter The Northeast quarter of the Southwest quarter The Northwest quarter of the Southeast quarter The Southwest quarter of the Southwest quarter	509
Section 30	The entire section	632
Section 31	The Northwest quarter The Northeast quarter The Southwest quarter The Northwest quarter of the Southeast quarter	508
Section 32	The Northwest quarter of the Northwest quarter The Northeast quarter of the Northwest quarter	77

Township 22 South, Range 3 West

Section	Description	Acres (approximate)
Section 6	The Southwest quarter The Northwest quarter of the Northwest quarter The Southwest quarter of the Northwest quarter The Southwest quarter of the Northeast quarter The Northwest quarter of the Southeast quarter The Southwest quarter of the Southeast quarter The West half of the Northeast quarter of the Southeast quarter The West half of the Southeast quarter of the Southeast quarter	409
Section 7	The Northwest quarter The Southwest quarter The Northwest quarter of the Northeast quarter The Southwest quarter of the Southeast quarter	394

Exhibit A

Township 21 South, Range 4 West

Section	Description		Acres (approximate)
Section 13	The Northeast quarter	20151112000392280 5/8 \$35.00 Shelby Cnty Judge of Probate, AL 11/12/2015 12:14:06 PM FILED/CERT	474
	The Southeast quarter		
	The Southwest quarter of the Northwest quarter		
	The Southeast quarter of the Northwest quarter		
	The Northeast quarter of the Southwest quarter		
	The Northeast diagonal half of the Northwest quarter of the Southwest quarter		
	The Northeast diagonal half of the Southeast quarter of the Southwest quarter		
Section 24	The Northeast quarter		318
	The Southeast quarter		
Section 25	The Northeast quarter		523
	The Southeast quarter		
	The Southeast quarter of Northwest quarter		
	The Northeast quarter of the Southwest quarter		
	The Southeast quarter of the Southwest quarter		
	The East half of the Southwest quarter of the Northwest quarter		
	The East half of the Northwest quarter of the Southwest quarter		
	The East half of the Southwest quarter of the Southwest quarter		
Section 35	The Southeast quarter		279
	The Southeast quarter of the Southwest quarter		
	The Southeast diagonal of the Southwest quarter of the Northeast quarter		
	The Southeast diagonal of the Southeast quarter of the Northeast quarter		
	The Southeast diagonal of the Northeast quarter of the Southwest quarter		
Section 36	The entire section		639
	Excluding the Northeastern corner of the Southeast quarter of the Southeast quarter		

Township 22 South, Range 4 West

Section	Description	Acres (approximate)
Section 1	The entire section excluding the South half of the Northeast quarter of the Northwest quarter	643
Section 2	The entire section excluding the North half of the Southeast quarter of the Northwest quarter	626
Section 3	The Northwest quarter of the Northwest quarter	278
	The Northeast quarter of the Northwest quarter	
	The Northwest quarter of the Northeast quarter	
	The Northeast quarter of the Northeast quarter	
	The Southeast quarter of the Northeast quarter	
	The Northeast quarter of the Southeast quarter	
	The Southeast quarter of the Southeast quarter	
Section 11	The Northeast diagonal half of the Northeast quarter of the Northeast quarter	20
Section 12	The Northeast quarter	300
	The Northwest quarter of the Northwest quarter	
	The Northeast quarter of the Northwest quarter	
	The Northeast quarter of the Southeast quarter	
	The Northeast diagonal half of the Southeast quarter of the Northwest quarter	
	The Northeast diagonal half of the Northwest quarter of the Southeast quarter	
	The Northeast diagonal half of the Southeast quarter of the Southeast quarter	



20151112000392280 6/8 \$35.00
Shelby Cnty Judge of Probate, AL
11/12/2015 12:14:06 PM FILED/CERT

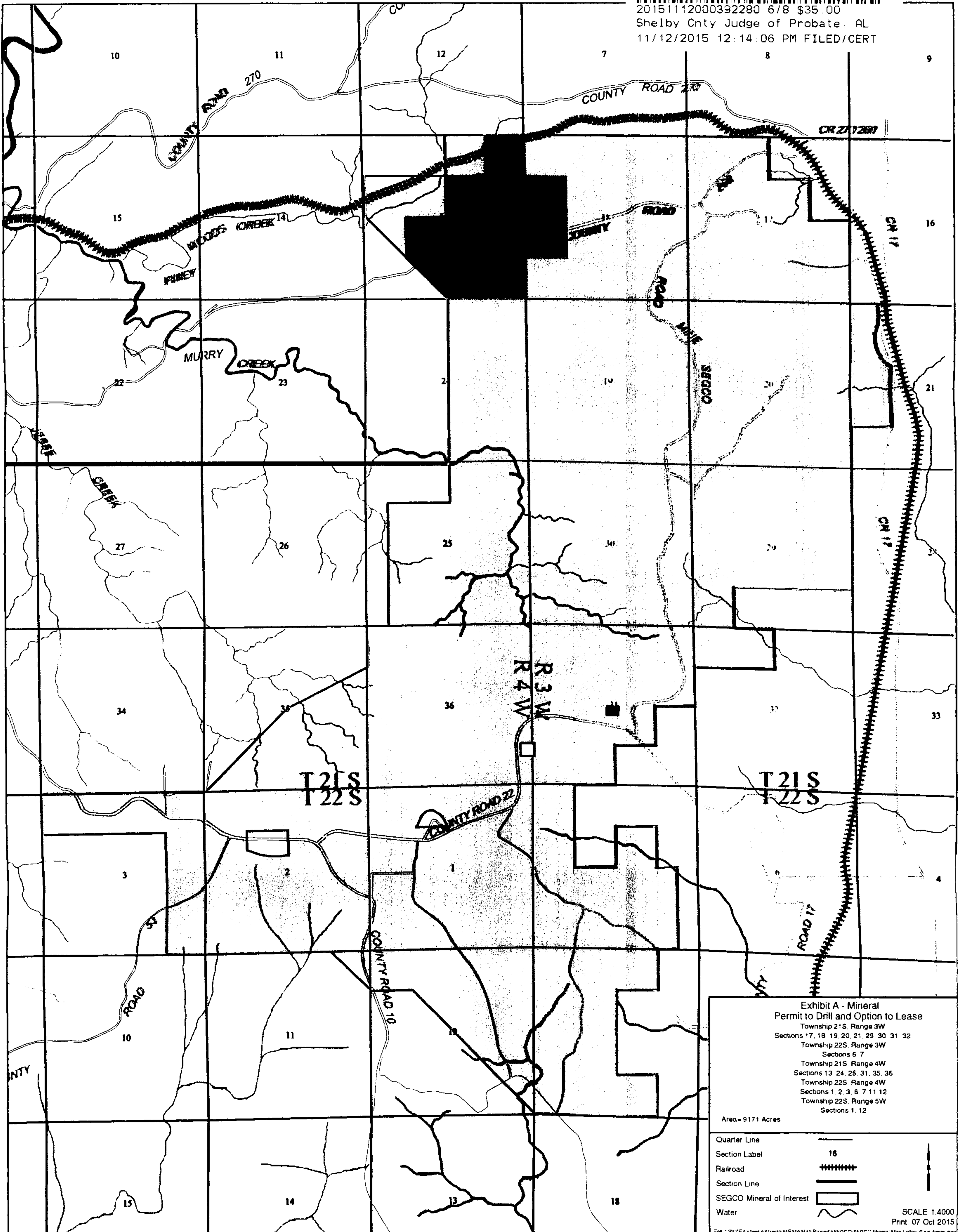


Exhibit A - Mineral
Permit to Drill and Option to Lease
Township 21S, Range 3W
Sections 17, 18, 19, 20, 21, 29, 30, 31, 32
Township 22S, Range 3W
Sections 6, 7
Township 21S, Range 4W
Sections 13, 24, 25, 31, 35, 36
Township 22S, Range 4W
Sections 1, 2, 3, 5, 7, 11, 12
Township 22S, Range 5W
Sections 1, 12

Area=9171 Acres

Quarter Line
Section Label
Railroad
Section Line
SEGCO Mineral of Interest
Water

16
+-----+
+-----+
+-----+
+-----+
+-----+

SCALE 1:4000
Print: 07 Oct 2015

File: \\SVZ\Engineering\Geology\Base Map\Property\SEGCO\SEGCO Mineral Map-Lottery Final Areas.dwg


Exhibit B (Bibb County)

Township 21 South, Range 4 West

Section	Description	Acres (approximate)
Section 31	The Southeast quarter of the Northwest quarter The Northeast quarter of the Southwest quarter The Southwest quarter of the Southwest quarter, Located in Bibb County	120

Township 22 South, Range 4 West, Bibb County

Section	Description	Acres (approximate)
Section 6	The entire section	646
Section 7	The Northwest quarter The Northeast quarter The Southwest quarter	571



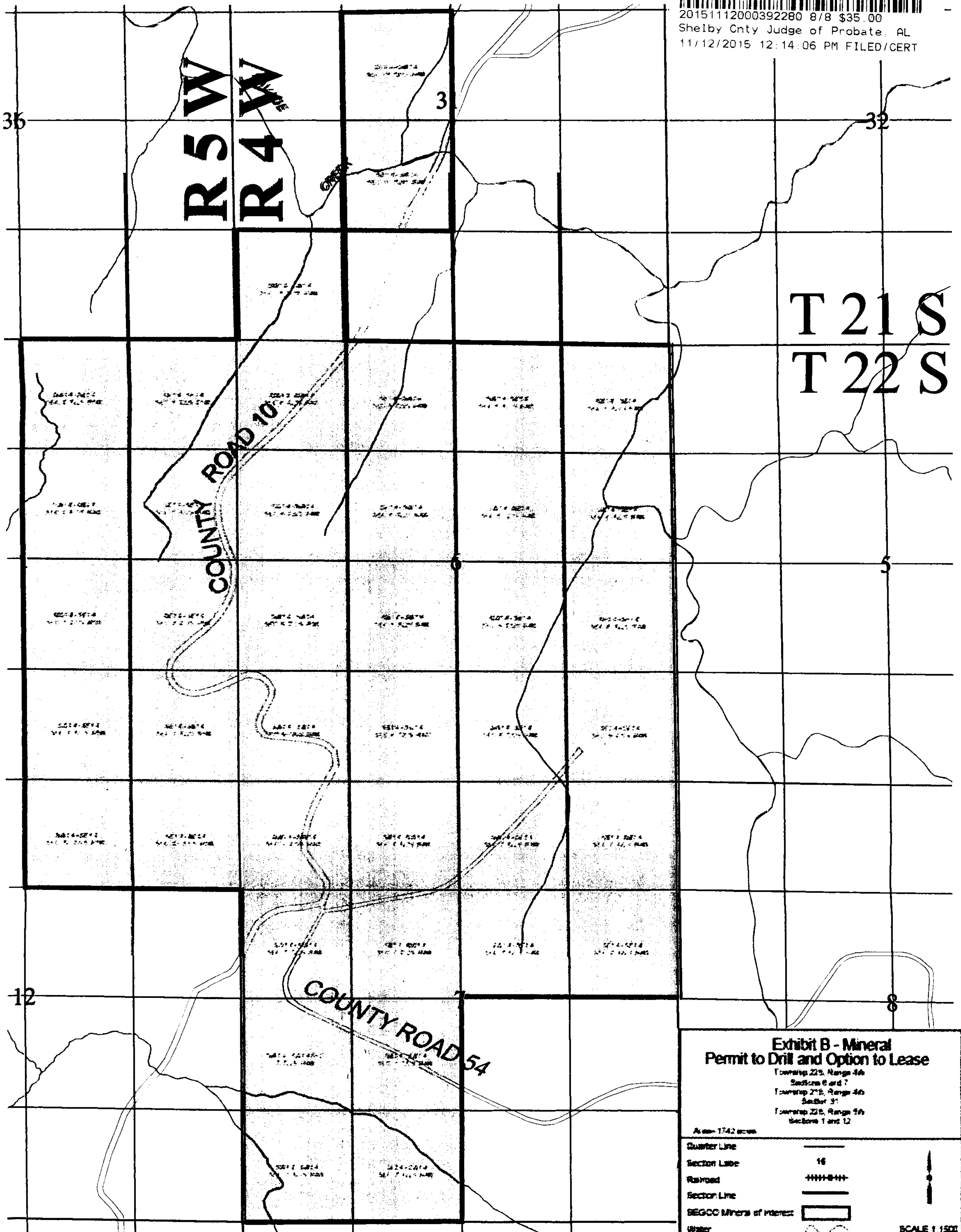
20151112000392280 7/8 \$35.00
Shelby Cnty Judge of Probate, AL
11/12/2015 12:14:06 PM FILED/CERT

Township 22 South, Range 5 West, Bibb County

Section	Description	Acres (approximate)
Section 1	The Northeast quarter The Southeast quarter	324
Section 12	The Northeast quarter of the Northeast quarter The Northwest quarter of the Northeast quarter	81



20151112000392280 8/8 \$35.00
Shelby Cnty Judge of Probate, AL
11/12/2015 12:14:06 PM FILED/CERT



**Exhibit B - Mineral
Permit to Drill and Option to Lease**

Township 22S, Range 4W
Sections 6 and 7
Township 21S, Range 4W
Section 31
Township 22S, Range 4W
Sections 1 and 12

Area: 1742 acres

Quarter Line

Section Line

Railroad

Section Line

BEGCO Minerals of Interest

Water

16

+++++-----

SCALE 1:1500
Print: 07 Oct 2015