

ALABAMA DEED

20160427000137870
04/27/2016 09:00:32 AM
DEEDS 1/7

STATE OF ALABAMA)
 :
SHELBY COUNTY)

KNOW ALL MEN BY THESE PRESENTS, that in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, paid in hand to **Walter Minerals, Inc.**, a Delaware corporation (f/k/a United Land Corporation, f/k/a US Pipe Realty) (the “Grantor”), with a mailing address of 3000 Riverchase Galleria, Suite 1700, Birmingham, AL 35244, by **Warrior Met Coal Land, LLC**, a Delaware limited liability company (the “Grantee”), the receipt and sufficiency of which are hereby acknowledged, and in consideration of that certain Asset Purchase Agreement dated November 5, 2015, by and among the Grantor, and certain of its affiliates defined therein as “Sellers”, and Coal Acquisition LLC, a Delaware limited liability company (n/k/a Warrior Met Coal, LLC) and an affiliate of the Grantee (“Buyer”), (as amended, restated, modified or supplemented from time to time, the “Asset Purchase Agreement”), and, pursuant thereto, Buyer’s assignment to the Grantee, as a Buyer Designee (as such term is defined in the Asset Purchase Agreement), of all of Buyer’s rights or obligations under the Asset Purchase Agreement with respect to the Acquired Assets and Assumed Liabilities (as such terms are defined in the Asset Purchase Agreement) attributable to the Grantor, the Grantor does hereby grant, bargain, sell and convey unto the Grantee all those tracts or parcels of land more particularly described on Exhibit A attached hereto and made a part hereof (the “Land”), together with all improvements thereon and appurtenances thereto, including but not limited to all and singular, Grantor’s right, title and interest, if any, in and to adjacent streets, roads, alleys, rights-of-way, strips and gores, easements, rights of ingress and egress, tenements, hereditaments, rights, privileges, benefits and appurtenances on the Land or in any way appertaining thereto, and the mineral and mining rights described on said Exhibit A, situated in Shelby County, Alabama, (the foregoing, together with the Land, collectively herein called the “Property”), subject, however, to the exceptions listed on Exhibit B attached hereto and incorporated herein. The transfer of the Property is subject to the terms of the Asset Purchase Agreement and has been approved by that certain pleading styled *Order (I) Approving the Sale of the Acquired Assets Free and Clear of Claims, Liens, Interests and Encumbrances; (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief*, in the Chapter 11 proceeding styled *In Re: Walter Energy, Inc., et al.* (including the Grantor), such proceeding being administered in the United States Bankruptcy Court for the Northern District of Alabama, Southern Division, under Case No. 15-02741.

1/3952728.3

the benefit of and be binding upon the respective heirs, executors, administrators, successors and assigns of the respective parties hereto, the same as if they were in every case named and expressed and the same shall be construed as covenants running with the land.

TO HAVE AND TO HOLD unto the Grantee and its successors and assigns in fee simple forever.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be duly executed on this 30th day of March, 2016.

WALTER MINERALS, INC.

By: Kathy H. Love

Name: KATHY H. LOVE

Title: VICE PRESIDENT

STATE OF ALABAMA)

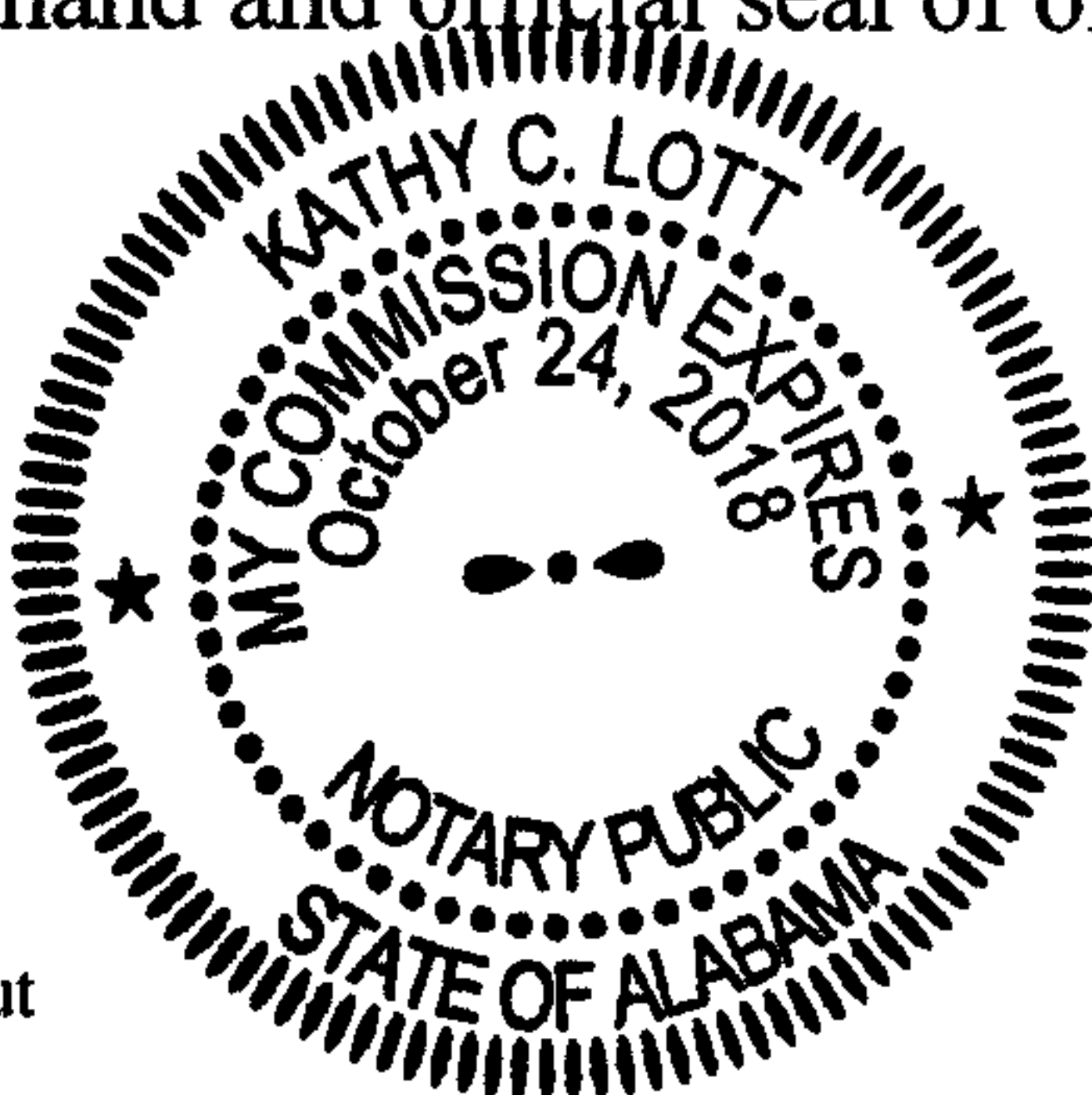
:

JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said county in said state, hereby certify that KATHY H. LOVE, whose name as VICE PRESIDENT of Walter Minerals, Inc., a Delaware corporation, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he/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 official seal of office, this 30th day of March, 2016.

[NOTARIAL SEAL]



Kathy C. Lott
Notary Public

My Commission Expires: 10-24-2018

This instrument was prepared without benefit of title examination by:

Meade Whitaker, Jr.
Bradley Arant Boult Cummings LLP
1819 Fifth Avenue North
Birmingham, Alabama 35203

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EXHIBIT A

LEGAL DESCRIPTION

Exhibit A Legal Descriptions**Deed from Walter Minerals, Inc. to Warrior Met Coal Land, LLC
Shelby County, Alabama**

Mineral Rights Only				
Twنشp	Range	Section	Description	MR Acres
18 S	1 W	17	NW1/4 of SE1/4, less 4.85 acres in diag. SE corner (formerly in Jefferson County).	35.15
18 S	2 E	1	That part of Section East of Mountain (formerly in St. Clair County)	60
19 S	2 W	11	SE1/4 of NE1/4 less and except all coal	40
21 S	2 W	22	W1/2 of SW1/4	80
21 S	2 W	27	N1/2 of NW1/4	80
21 S	2 W	27	SW1/4 of NW1/4	40
21 S	2 W	27	W1/2 of SW1/4	80
21 S	2 W	33	Part of SE1/4 of NE1/4 described as follows: Beginning at SE corner thence W along S line 961 feet, thence N 7 degrees 06 minutes W 1370 feet, More or less, to N line of said forty, thence East along said N line 1058 feet, More or less, to NE corner	30
21 S	2 W	34	SE1/4 of NE1/4	40
21 S	2 W	34	E1/2 of SE1/4	80
21 S	2 W	34	SW1/4 of SE1/4 except 10 acres in SW corner	30
21 S	2 W	34	W1/2 of NW1/4	80
21 S	2 W	34	W1/2 of SW1/4 North of old Tuscaloosa Road	40
21 S	2 W	35	NW1/4 of Section	160
21 S	2 W	35	N1/2 of SW1/4	80
21 S	2 W	35	SW1/4 of SW1/4	40
21 S	5 W	1	NW1/4 of NW1/4 less 5 acres on S side	35
21 S	5 W	2	SE1/4 of NE1/4	40
Total Mineral Acres, more or less =				1,070.15

Source of Title: Deed Book 345, Page 744

Tax Parcel: 99-0-21-4-000-010.000

It is the intent of the Grantor to convey all property, parcels, tracts, mineral rights, right-of-ways and easements that are owned by Grantor in Shelby County, whether or not they are specifically referenced or mentioned in this conveyance.

EXCEPTIONS

1. The lien for ad valorem property taxes and any other property related taxes, dues or assessments for any tax year beginning in 2015, and all subsequent tax years, and any current use roll-back taxes, if assessed.
2. All restrictions, reservations, easements, servitudes, rights-of-way, leases, mineral leases and encumbrances, whether or not of record, that run with the land, and riparian rights incident to the land; provided that nothing herein or in the Asset Purchase Agreement shall be deemed to constitute the Grantee's consent to or acceptance of any unrecorded instrument of which the Grantee does not have actual knowledge.
3. Any encroachment, overlap, violation, variation or adverse circumstances that would be disclosed by an accurate and complete survey and inspection of the land.
4. Any reservation or conveyance of minerals and other subsurface materials of every kind and character filed in the appropriate real property records on or before July 15, 2015, including, but not limited to, coal, oil, gas, sand, ore, kaolin, clay, stone and gravel in, on and under the land, together with mining rights and all other rights, privileges and immunities relating thereto, including any release of damages.
5. All applicable laws, rules, regulations, ordinances and orders of any government or governmental body, agency or entity, including, without limitation, zoning and other land use rules, regulations and ordinances and environmental laws, rules and regulations.

WHEN RECORDED RETURN TO:
FIRST AMERICAN TITLE INS CO
1100 SUPERIOR AVENUE, SUITE 200
CLEVELAND, OHIO 44114
ATTN: RECORDING COORDINATORS

 MET COAL LAND, LLC
51331481 AL

FIRST AMERICAN ELS
WARRANTY DEED



Real Estate Sales Validation Form

This Document must be filed in accordance with Code of Alabama 1975, Section 40-22-1

Grantor's Name Walter Minerals, Inc.
Mailing Address 3000 Riverchase Galleria, Suite 1700
Birmingham, AL 35244

Grantee's Name Warrior Met Coal Land, LLC
Mailing Address 16243 Highway 216
Brookwood, AL 35444

Property Address See attached Exhibit A

Date of Sale March 31, 2016
Total Purchase Price \$

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or
Actual Value \$
or
Assessor's Market Value \$900.00

☐ Bill of Sale
☐ Sales Contract
☐ Closing Statement

☐ Appraisal
☒ Other Tax Assessor Market Value

If the conveyance document presented for recordation contains all of the required information referenced above, the filing of this form is not required.

Instructions

Grantor's name and mailing address - provide the name of the person or persons conveying interest to property and their current mailing address.

Grantee's name and mailing address - provide the name of the person or persons to whom interest to property is being conveyed.

Property address - the physical address of the property being conveyed, if available.

Date of Sale - the date on which interest to the property was conveyed.

Total purchase price - the total amount paid for the purchase of the property, both real and personal, being conveyed by the instrument offered for record.

Actual value - if the property is not being sold, the true value of the property, both real and personal, being conveyed by the instrument offered for record. This may be evidenced by an appraisal conducted by a licensed appraiser or the assessor's current market value.

If no proof is provided and the value must be determined, the current estimate of fair market value, excluding current use valuation, of the property as determined by the local official charged with the responsibility of valuing property for property tax purposes will be used and the taxpayer will be penalized pursuant to Code of Alabama 1975 § 40-22-1 (h).

I attest, to the best of my knowledge and belief that the information contained in this document is true and accurate. I further understand that any false statements claimed on this form may result in the imposition of the penalty indicated in Code of Alabama 1975 § 40-22-1 (h). conveyed by the instrument offered for record.

Date: 4/19, 2016

Print: Warrior Met Coal Land, LLC

By: Warrior Met Coal Intermediate Holdco, Its, Member

By: Warrior Met Coal, LLC, Its Member

By: Brian Chopin, Its Chief Accounting Officer

☒ Unattested

Sign:

Brian M. Chopin

(verified by)

(Grantor/Grantee/Owner/Agent) circle one

Exhibit A
(Shelby County)

Mineral Rights

Tax Parcel
99 0 21 4 000 010.000

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Filed and Recorded
Official Public Records
Judge James W. Fuhrmeister, Probate Judge,
County Clerk
Shelby County, AL
04/27/2016 09:00:32 AM
\$33.00 CHERRY
20160427000137870

A handwritten signature in black ink, appearing to read "James W. Fuhrmeister", is written over the typed name of the County Clerk.