

MEMORANDUM OF MINERAL LEASE AGREEMENT

STATE OF ALABAMA)

KNOW ALL MEN BY THESE PRESENTS THAT:

COUNTY OF SHELBY)

THIS MEMORANDUM OF LEASE ("Memorandum") is made and entered into this the 31st day of May, 2017, by and between **SOUTHERN ELECTRIC GENERATING COMPANY**, an Alabama corporation, whose address is 600 N. 18th Street, Birmingham, Alabama (hereinafter referred to as "Lessor"), and **JESSE CREEK MINING, LLC**, a Delaware limited liability company, whose address is 1615 Kent Dairy Road, Alabaster, Alabama 35007-7658 (hereinafter referred to as "Lessee").

WITNESSETH:

WHEREAS, under the terms, conditions, covenants, and provisions set forth in that certain Mineral Lease Agreement dated and effective December 31, 2015 (the "Effective Date"), executed by and between Alabama Property Company, an Alabama corporation ("APC"), and Lessee (the "Lease"), as amended by that certain Agreement Regarding Mineral Lease Agreement dated October 20, 2016, by and between Lessor, Lessee, and APC, to correct and amend the Lease to substitute Lessor for APC as the lessor under the Lease, Lessor has leased to Lessee certain of Lessor's interest in and to that certain parcel of Lessor's lands in Shelby County, Alabama, as depicted on the maps attached as Exhibit "A" and Exhibit "B" and made a part hereof (the "Premises"), for surface and highwall coal mining purposes as therein set out.

TO HAVE AND TO HOLD, the leased land for a term of five (5) years which may, upon mutual agreement of the parties, be renewed for one (1) additional three (3) year term. Lessee shall have the right after the termination of the Lease for any reason to re-enter the Premises for the purpose of reclaiming areas disturbed by Lessee's mining operations and otherwise complying with requirements of any federal, state, or local law, rule, regulation or ordinance, and Lessee shall have the right to remove from the Premises within three (3) months after said expiration or termination, all of Lessee's surface and underground equipment, facilities, supplies and materials from the Premises. Said Lease and all of the terms, conditions, covenants and provisions thereof being by this reference incorporated herein and made a part hereof in all respects as though fully set forth herein and reference being hereby made to one (1) fully executed copy of the Lease in the possession of Lessor and Lessee for the full particulars thereof.

It is not intended by this Memorandum to construe, define, limit or modify the Lease, but merely to disclose to the public the existence of the Lease.

This Memorandum may be executed in multiple counterparts, each of which shall be deemed to constitute a single agreement. For recording purposes, the executed counterparts shall be combined into a single instrument.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Memorandum to be duly executed as of the date first above written.

LESSOR:

By: Southern Company Services, Inc., as
agent for Southern Electric Generating
Company

By: Chad Hewitt

Name: Chad Hewitt

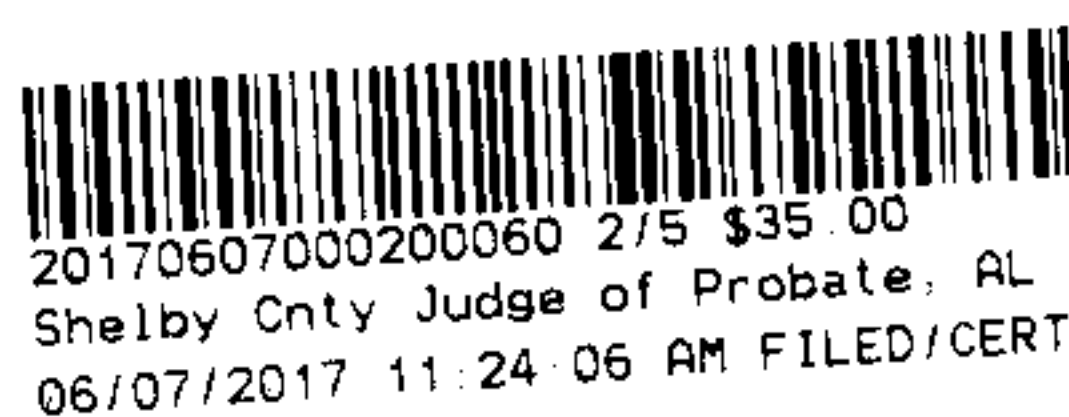
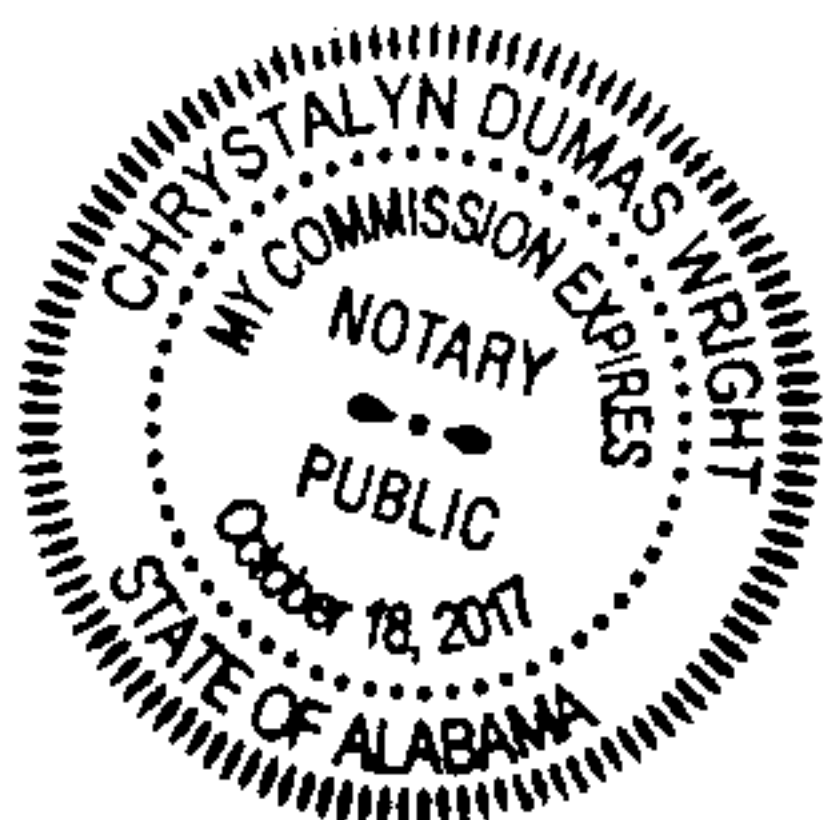
Title: Fuel Manager

STATE OF ALABAMA)
COUNTY OF Jefferson)

Before me, the undersigned Notary Public in and for said County and State, on this 31st day of May, 2017, personally appeared Chad Hewitt, known to me to be the identical person who subscribed the name of Southern Company Services, Inc., to the foregoing instrument as Fuel Manager of Southern Electric Generating Company, its authorized agent and property manager, and acknowledged to me that he/she executed the same as his/her free and voluntary act and as the free and voluntary act and deed of such company, for the uses and purposes therein set forth.

Given under my hand and seal this 31st day of May, 2017.

Chrystalyn Dumas Wright
Notary Public
My Commission Expires: 12/18/2017



LESSEE:

JESSE CREEK MINING, LLC

By: [Signature]

Name: CARY HARWOOD

Title: CHIEF OP. OFFICER

STATE OF Alabama)
COUNTY OF Shelby)

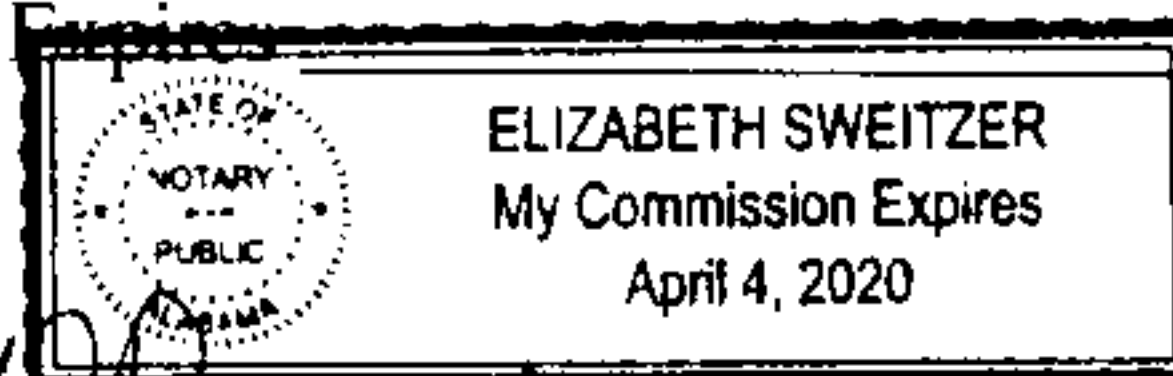
Before me, the undersigned, a Notary Public in and for said County and State, on this 5th day of June, 2017, personally appeared Cary Harwood, known to me to be the identical person who subscribed the name of Jesse Creek Mining, LLC to the foregoing instrument as its officer and acknowledged to me that he/she executed the same as his/her free and voluntary act and as the free and voluntary act and deed of such company for the uses and purposes therein set forth.

Given under my hand and seal this 5th day of June, 2017.

Elizabeth Sweitzer

Notary Public

My Commission Expires



This instrument was prepared by:

[Signature]
Jesse Creek Mining, LLC
1615 Kent Dairy Road
Alabaster, Alabama 35007-7658



20170607000200060 3/5 \$35.00
Shelby Cnty Judge of Probate, AL
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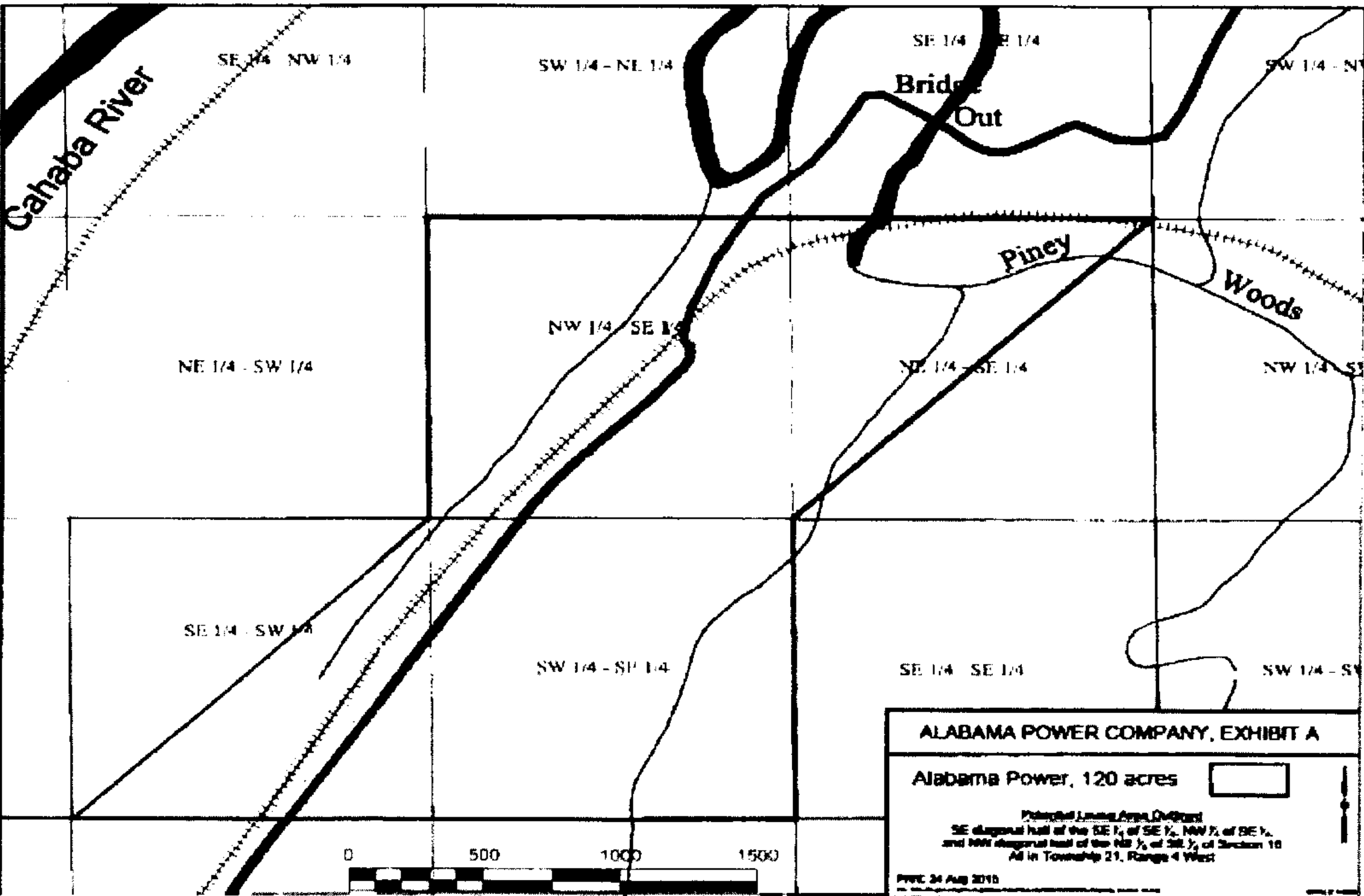


EXHIBIT "A"

4841-5973-0490.v1

20170607000200060 4/5 \$35.00
Shelby Cnty Judge of Probate, AL
06/07/2017 11:24:06 AM FILED/CERT

4841-5973-0490.v1

20170607000200060 5/5 \$35.00
Shelby County Judge of Probate, AL
06/07/2017 11:24:06 AM FILED/CERT

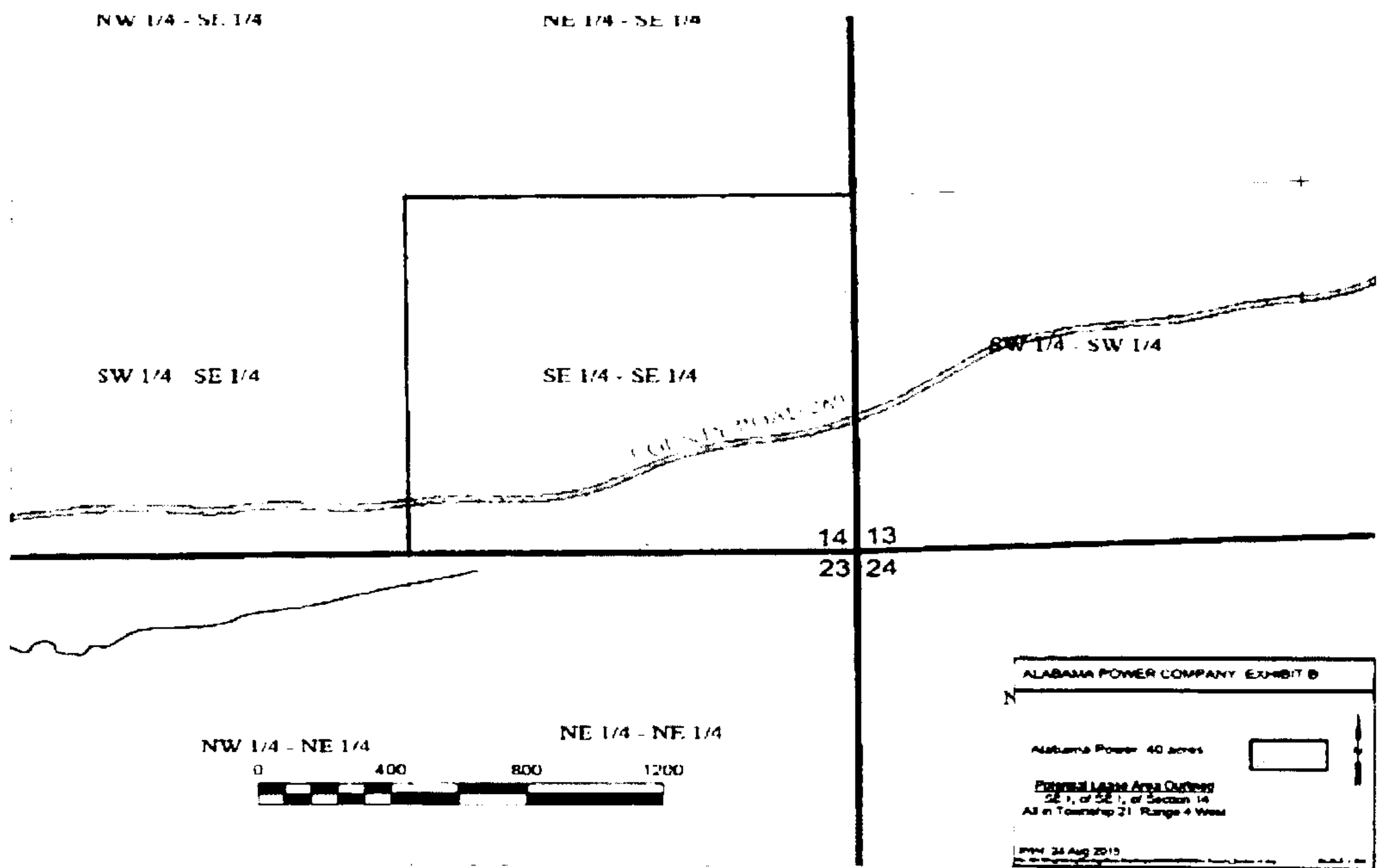


EXHIBIT "B"