

STATE OF ALABAMA )

COUNTY OF Shelby )



20171016000376100 1/3 \$354.00  
Shelby Cnty Judge of Probate, AL  
10/16/2017 01:36:16 PM FILED/CERT

### MEMORANDUM OF SECOND AMENDMENT TO COAL MINING LEASE

**WHEREAS**, RGGGS Land & Minerals Ltd., L.P a Delaware limited liability company, successor to United States Steel Corporation who was successor by conversion to United States Steel LLC and remote successor to USX Corporation ("RGGGS") and Jesse Creek Mining, LLC (the "Lessee"), entered into that certain Coal Mining Lease dated December 20, 2007, a Memorandum of which was recorded April 18, 2012, in the office of the Shelby County Probate Court Land Records as Document Number 20120418000132140, as amended by that certain First Amendment to Coal Mining Lease dated September 13, 2010, and recorded April 18, 2012, in the office of the Shelby County Probate Court Land Records as Document Number 20120418000132150 (collectively, the "Lease"), which granted the right to mine coal by surface mining methods from the Clark Seam of coal and by underground mining methods from the Gholson and Clark Seams of coal all located on certain lands where RGGGS owns minerals in Shelby County, Alabama (said lands are described in the Lease and are hereinafter referred to as the "Premises"); and

**WHEREAS**, RGGGS and Lessee by virtue of the Second Amendment to Coal Mining Lease dated April 26, 2017 did amend the Lease to (i) grant certain additional mining rights and rights to the use of the voids created by the underground mining of coal in and underlying the Premises subject to certain conditions, all as more particularly set forth therein and (ii) provide the option to extend the term of the Lease subject to certain conditions until December 19, 2021 or for so long thereafter as continuous mining operations of coal on a commercial scale are being conducted by Lessee or an affiliate within the Premises or on properties adjacent to or accessible through the Premises and Minimum Royalty is being paid by Lessee, unless earlier terminated by Lessee in writing or unless suspended for a period in excess of twelve (12) months.

**WHEREAS**, the parties have agreed to execute and place of record this Memorandum to serve as notice of the execution and existence of the Second Amendment to Coal Mining Lease.

**NOW THEREFORE**, in consideration of the agreements and covenants provided for in the Second Amendment to Coal Mining Lease and for other good and valuable consideration as set forth therein, the receipt and sufficiency of which is hereby acknowledged, RGGGS and Lessee agree as follows:

1. The parties hereby agree that the Lease, as amended, is in full force and effect as of the date hereof.
2. This Memorandum may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Memorandum delivered by facsimile, e-mail, or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Memorandum.
3. This Memorandum is placed of record by RGGGS and Lessee to serve as notice of the execution and existence of said Second Amendment to Coal Mining 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 extenso** herein.

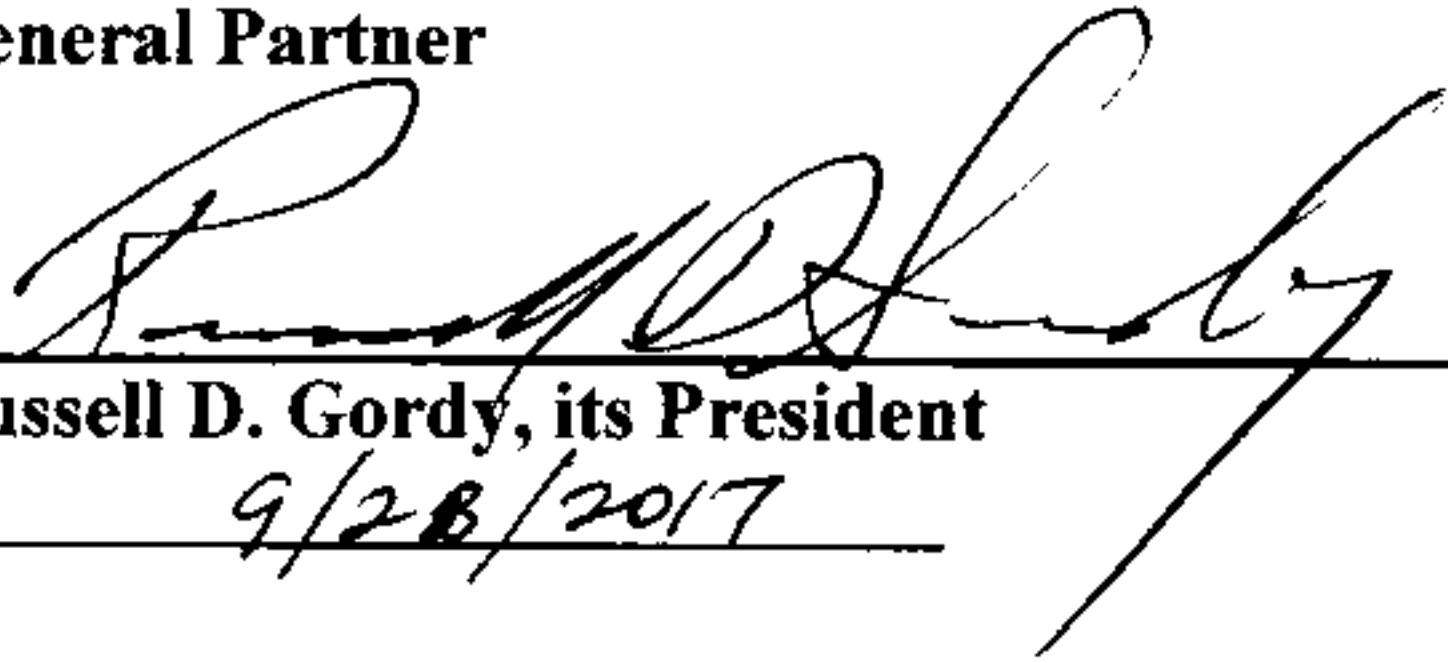
This is the 28<sup>th</sup> day of September, 2017.

**RGGS LAND & MINERALS, LTD., L.P.**

**By: Gordy Oil Company, a Texas corporation**

**Its: General Partner**

**By:**

  
\_\_\_\_\_  
Russell D. Gordy, its President

**Date:**

9/28/2017

**JESSE CREEK MINING, LLC**

**By:**

  
\_\_\_\_\_  
B. Scott Spears

**Its:**

CEO

**Date:**

10/4/2017

(Notary page follows)



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STATE OF TEXAS

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COUNTY OF HARRIS

I, Lisa A. Bayko, a Notary Public, in and for said County in said State, hereby certify that Russell D. Gordy, whose name as 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 28th day of September, 2017.



Lisa A. Bayko  
Notary Public  
State of Texas  
County of Harris  
My Commission Expires 9/16/2018

STATE OF Alabama

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COUNTY OF Shelby

Before me, the undersigned, a Notary Public in and for said County and State, on this 4 day of October, 2017, personally appeared B. Scott Spears, known to me to be the identical person who subscribed the name of B. Scott Spears 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 4 day of October, 2017.

Elizabeth Sweitzer  
Notary Public  
State of Alabama  
County of Shelby  
My Commission Expires April 4, 2020

This instrument was prepared by:

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



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