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Shelby Cnty Judge of Probate, AL
03/22/2018 02:01:18 PM FILED/CERT

STATE OF ALABAMA)

COUNTIES OF SHELBY AND BIBB)

AFFIDAVIT

Before me, the undersigned Notary Public in and for said county and said state, personally appeared B. Scott Spears as Chief Executive Officer of Piney Woods Resources, Inc., a Delaware corporation, as the sole member of JESSE CREEK MINING, LLC, a Delaware limited liability company (the "Company"), who is known to me, and who being first duly sworn by me, deposes and says as follows:

1. The Company currently owns or leases all the real property located in Shelby County, Alabama and Bibb County, Alabama described in Exhibit A attached hereto (the "Property") and said Property is being mortgaged pursuant to that certain Mortgage dated March 22, 2018, from JESSE CREEK MINING, LLC, a Delaware limited liability company, as mortgagor, and RESOURCE CAPITAL FUND VI L.P., a Cayman Islands exempt limited partnership, as mortgagee, securing the maximum principal amount of \$25,000,000.00.

2. The Mortgage covers fee and leasehold property owned by the Company located in Shelby and Bibb Counties, Alabama, and is being recorded in the Probate Offices of Shelby and Bibb Counties, all being in the State of Alabama, as attached hereto.

3. The Property being mortgaged herein has the values and percentages allocated to each County as follows:

<u>COUNTY</u>	<u>VALUE</u>	<u>PERCENTAGE</u>
Shelby County	\$69,921,266.60	99.00%
Bibb County	\$ <u>706,275.42</u>	<u>01.00%</u>
Total	\$70,627,542.02	100.00%

3. All of the mortgage tax is being paid in Shelby County, Alabama to be further divided between the counties pursuant to the allocation stated above.

4. B. Scott Spears as Chief Executive Officer of Piney Woods Resources, Inc., a Delaware corporation, as the sole member of the Company is executing this Affidavit in such capacity for the purpose of assisting the Judges of Probate of Shelby County in establishing the amount of mortgage tax to be allocated to Shelby County and Bibb County upon the recording of the Mortgage.

[Signature on following page]

Affiant:

JESSE CREEK MINING, LLC

By: Piney Woods Resources, Inc.

Its: Sole Member

By: B. Scott Spears
Name: B. Scott Spears
Title: Chief Executive Officer

STATE OF ALABAMA)

COUNTY OF Shelby)

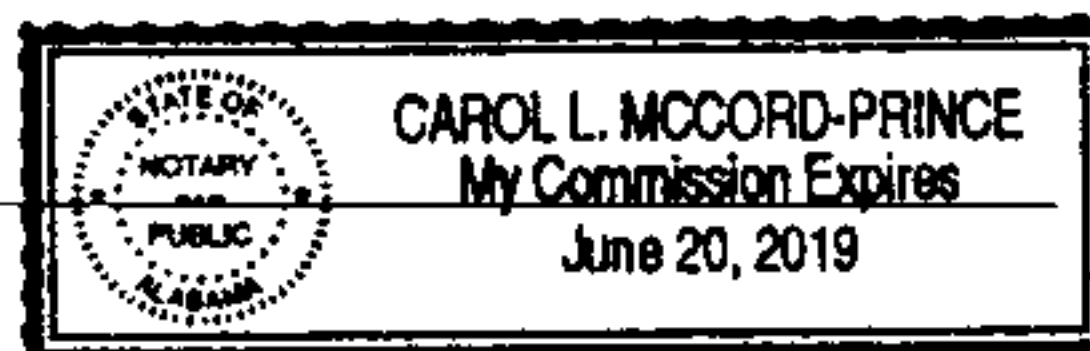
I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that B. Scott Spears, whose name as Chief Executive Officer of Piney Woods Resources, Inc., a Delaware corporation, as the sole member of Jesse Creek Mining, LLC, a Delaware limited liability company, is 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 officer of such corporation as the sole member of such limited liability company and with full authority, executed the same voluntarily for and as the act of said corporation as the sole member of such limited liability company.

Given under my hand and official seal this the 21st day of March, 2018.

Carol L. McCord-Prince
Notary Public

[AFFIX SEAL]

My commission expires: _____



This Instrument Prepared By:

M. Beth O'Neill

Maynard, Cooper & Gale, P.C.

1901 Sixth Avenue North, Suite 2400

Birmingham, Alabama 35203

Telephone: (205) 254-1000

EXHIBIT A

(Legal Description of Property)

FEE PROPERTY

Parcel 1 (Shelby County – Fee Property)

A tract of land, situated in the Northeast quarter and also in the East half of the Northwest quarter of Section 22, Township 21 South, Range 4 West, Shelby County, Alabama more particularly described as follows:

Commence at the Northeast corner of Section 22, Township 21 South, Range 4 West; thence run Westerly along a straight line which is the North line of said Section 22, 1457.97 feet; thence turn left 90 degrees 00 minutes 19 seconds and run Southerly along a straight line 730.86 feet to the point of beginning; thence turn left 55 degrees 21 minutes 55 seconds and run Southeasterly along a straight line 199.96 feet; thence turn right 9 degrees 05 minutes 07 seconds and run Southeasterly along a straight line 190.73 feet to the centerline of a road; thence turn right 81 degrees 40 minutes 50 seconds and run Southwesterly along a straight line and along the centerline of said road 336.14 feet to the beginning of the arc of a curve tangent to straight line, said arc turning to the left, having a radius of 269.77 feet and being subtended by central angle of 43 degrees 09 minutes 15 seconds; thence in a Southwesterly direction along said arc which is the centerline of said road 203.19 feet; thence in a Southerly direction along said centerline and along a straight line tangent to said arc 94.79 feet to the beginning of the arc of a curve tangent to said straight line, said arc turning to the right, having a radius of 552.51 feet and being subtended by a central angle of 58 degrees 56 minutes 00 seconds; thence in a Southwesterly direction along said arc which is the centerline of said road 56830 feet; thence in a Southwesterly direction along said road and along a straight line tangent to said arc 160.32 feet; thence turn right 78 degrees 15 minutes 52 seconds and run Northwesterly along a straight line 296.04 feet; thence turn left 62 degrees 53 minutes 50 seconds and run Southwesterly along a straight line 440.45 feet; thence turn right 22 degrees 46 minutes 07 seconds and run Westerly along a straight line 261.82 feet; thence turn right 46 degrees 40 minutes 01 seconds and run Northwesterly along a straight line 184.45 feet; thence turn right 28 degrees 41 minutes 00 seconds and run Northwesterly along a straight line 355.92 feet; thence turn right 0 degrees 49 minutes 02 seconds and run Northwesterly along a straight line 333.68 feet; thence turn right 40 degrees 15 minutes 31 seconds and run Northeasterly along a straight line 279.31 feet; thence turn right 14 degrees 59 minutes 29 seconds and run Northeasterly along a straight line 134.55 feet; thence turn right 25 degrees 52 minutes 33 seconds and run Northeasterly along a straight line 119.99 feet; thence turn right 12 degrees 47 minutes 52 seconds and run Northeasterly along a straight line 225.96 feet; thence turn left 5 degrees 57 minutes 24 seconds and run Northeasterly along a straight line 266.84 feet; thence turn right 60 degrees 56 minutes 19 seconds and run Southeasterly along a straight line 201.82 feet; thence turn left 20 degrees 50 minutes 53 seconds and run Southeasterly along a straight line 212.82 feet; thence turn left 67 degrees 55 minutes 36 seconds and run Northeasterly along a straight line 442.38 feet to the point of beginning.

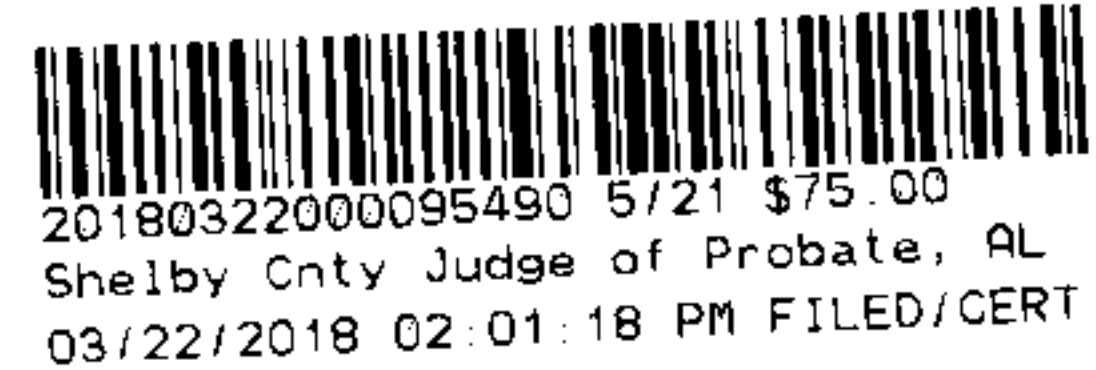
Parcel 2 (Shelby County – Fee Property)

A tract of land, mineral and mining rights excepted, situated in the Southwest quarter of the Southeast quarter and in the Northwest quarter of the Southeast quarter of Section 21, Township 21 South, Range 4 West located in Shelby County, Alabama, more particularly described as follows:

Commence at the Southeast corner of Section 21, Township 21 South, Range 4 West; thence run Westerly along the South line of said Section 21, 1875.40 feet; thence turn right an angle of 90 degrees and run Northerly and at right angles to said South line 978.69 feet to the point of beginning; thence turn left an angle of 86 degrees 42 minutes 02 seconds and run Westerly 333.28 feet; thence turn right an angle of 76 degrees 00 minutes 24 seconds and run Northwesterly 444.58 feet; thence turn right an angle of 76 degrees 53 minutes 05 seconds and run Northeasterly 230.20 feet; thence turn left an angle of 26 degrees 45 minutes 26 seconds and run Northeasterly 400.06 feet; thence right an angle of 31 degrees 49 minutes and run Northeasterly 266.25 feet; thence turn right an angle of 52 degrees 51 minutes 13 seconds and run Southeasterly 128.05 feet; thence turn right an angle of 64 degrees 49 minutes 30 seconds and run Southwesterly 675.16 feet; thence turn left an angle of 21 degrees 27 minutes 52 seconds and run Southeasterly 360.58 feet; thence turn right an angle 123 degrees 39 minutes 23 seconds and run Northwesterly 408.55 feet to the point of beginning.

Parcel 3 (Shelby County – Fee Property)

Part of the SE 1/4 of the SE 1/4 of Section 14, Township 21 South, Range 4 West, Shelby County, Alabama, described as follows: Begin at a 3" capped pipe at the SE corner of said 1/4, - 1/4 section and run S 89°17'44" W, along the South 1/4- 1/4 line, 1330.73 feet to a 2" capped pipe purported to be the SW corner of said 1/4 - 1/4 section; thence N 0°36'55" W, along the West 1/4 - 1/4 line, 175.63 feet to a number 5 capped rebar stamped MCGEHEE ENG CA0440LS; thence continue N 0°36'55" W, 22.40 feet to the center of Shelby County Road 260; thence run along the center line of said road, more or less, these bearings, distances and curved lines; thence N 82.18'04" E, 46.72 feet; thence run 161.31 feet, along the arc of a curve to the right, which has a radius of 800.00 feet, a chord bearing of N 88°04'38" E, and a chord distance of 161.03 feet; thence S 86°08'49" E, 82.43 feet; thence run 322.32 feet, along the arc of a curve to the left, which has a radius of 600.00 feet, a chord bearing of N 78.27'52" E, and a chord distance of 318.46 feet; thence N 63°04'32" E, 211.05 feet; thence run 179.90 feet, along the arc of a curve to the right, which has a radius of 600.00 feet, a chord bearing of N 71°39'53" E, and a chord distance of 179.23 feet; thence N 80°15'13" E, 158.34 feet; thence run 221.75 feet, along the arc of a curve to the left, which has a radius of 800.00 feet, a chord bearing of N 72°18'47" E, and a chord distance of 221.04 feet to the East line of said 1/4 - 1/4 section; thence leaving said road center line and run S 0°43'33" E, along the East 1/4 - 1/4 line, 28.67 feet to a number 5 capped rebar stamped MCGEHEE ENG CA0440LS; thence continue S 0°43'33" E, along the East 1/4 – 1/4 line, 468.75 feet to the Point of Beginning. Said described property contains 9.51 acres to the center of Shelby County Road 260, less and except that part which lies within the county prescriptive right-of-way of said road.



Parcel 4 (Shelby County – Fee Property)

Part of the NW 1/4 of the SW 1/4 of Section 13, Township 21 South, Range 4 West, Shelby County, Alabama, described as follows: Commence at a 3" capped pipe at the SE corner of the SE 1/4 of the SW 1/4 and run N 46°31'52" W, along the diagonal line from the SE corner to the NW corner of the SE 1/4 of the SW 1/4, 1842.10 feet to a number 5 capped rebar stamped MCGEHEE ENG CA0440LS, which is also the SE corner of the NW 1/4 of the SW 1/4 and the Point of Beginning of the herein described property; thence run N 46°32'42" W, along the diagonal line from the SE corner to the NW corner of the NW 1/4 of the SW 1/4, 689.23 feet to a number 5 capped rebar stamped MCGEHEE ENG CA0440LS; thence N 87°41'36" E, 495.04 feet to a number 5 capped rebar stamped MCGEHEE ENG CA0440LS on the East line of the NW 1/4 of the SW 1/4; thence S 0°39'35" E, along the East 1/4 - 1/4 line, 494.00 feet to the Point of Beginning. Said described property contains 2.81 acres.

Parcel 5 (Shelby County – Fee Property)

Part of the SE 1/4 of the NW 1/4 of Section 13, Township 21 South, Range 4 West, Shelby County, Alabama, described as follows: Commence at a 3" capped pipe at the SE corner of the SW 1/4 and run N 0°35'36" W, along the East 1/4 section line, 2640.54 feet to a number 5 capped rebar stamped MCGEHEE ENG CA0440LS, at the SE corner of the SE 1/4 of the NW 1/4 being the Point of Beginning of the herein described property; thence run S 87°45'46" W, along the South 1/4-1/4 line, 487.00 feet to a number 5 capped rebar stamped MCGEHEE ENG CA0440LS; thence N 43°35'05" E, 698.53 feet to a number 5 capped rebar stamped MCGEHEE ENG CA0440LS on the East line of the SE 1/4 of the NW 1/4; thence S 0°35'36" E, along the East 1/4- 1/4 line, 487.00 feet to the Point of Beginning. Said described property contains 2.72 acres.

Parcel 6 (Shelby County – Fee Property)

The West 1/2 of Section 14 Township 21 South Range 04 West lying south of Norfolk Southern Railroad, situated in Shelby County, Alabama.

Parcel 7 (Bibb County – Fee Property)

Part of the SW 1/4 of the SW 1/4 of Section 32, Township 21 South, Range 4 West, Bibb County, Alabama, described as follows: Commence at a 3" capped pipe at the NE corner of said 1/4-1/4 section and run N 89°56'09" W, along the North 1/4-1/4 line, 277.36 feet to the Point of Beginning of the herein described property; thence S 0°13'51"W, 190.00 feet; thence N 89°56'09" W, parallel with the North 1/4-1/4 line, 438.63 feet; thence N 0°03'51" E, 190.00 feet to the North line of said 1/4-1/4 section; thence S 89°56'09" E, 438.63 feet to the Point of Beginning. Said described property contains 1.91 acres.

Parcel 8 (Shelby County – Fee Property)

A parcel of land being situated in the SE 1/4 and the SW 1/4 of Section 16, Township 21 South, Range 4 West, Shelby County, Alabama., being more particularly described as follows:

COMMENCE at a 3" capped pipe at the NE corner of the NE 1/4 of the SE 1/4 of Section 16, Township 21 South, Range 4 West, and run in a Southwesterly direction along the diagonal of said 1/4-1/4 section for a distance of 169.88 feet to the POINT OF BEGINNING, said point being an iron pin set at the intersection of said 1/4-1/4 section and the Northern Bank of Piney Woods Creek thence continue in a Southwesterly direction along the diagonal of said 1/4-1/4 section for a distance of 1685.25 feet to a point, said point being a McGehee Engineering iron pin at the SW corner of the NE 1/4 of the SE 1/4 of said Section 16; thence turn an angle left of 45°58'40" and run in a Southerly direction along the East line of the SW 1/4 of the SE 1/4 of said Section 16 for a distance of 1321.56 feet to a point, said point being the SE corner of the SW 1/4 of the SE 1/4 of said Section 16; thence turn an angle right of 90°55'49" and run in a Westerly direction along the South line of said Section 16 for a distance of 1911.10 feet to a point, said point being an iron pin set at the intersection of the Southeasterly right-of-way line of the Norfolk Southern Railroad and the South line of the SE 1/4 of the SW 1/4 of said Section 16; thence leaving the previously described 1/4-1/4 section line, turn an angle to the right of 123°08'21" and run in a Northeasterly direction along said right-of-way line of Norfolk Southern Railroad for a distance of 1634.86 feet to a point, said point being an iron pin set at the point of beginning of a curve to the right having a radius of 1382.69 feet and a central angle of 11°07'47" thence run in a Northeasterly direction along the arc of said curve and along said right-of-way for a distance of 268.59 feet; thence continue tangent from said curve and run in a Northeasterly direction along said right-of-way line for a distance of 429.32 feet to a point, said point being an iron pin set at the point of beginning of a curve to the left having a radius of 1578.16 feet and a central angle of 6°44'58" thence run in a Northeasterly direction along the arc of said curve and along said right-of-way for a distance of 185.89 feet to a point, said point being an iron pin set; thence continue tangent from said curve and run in a Northeasterly direction along said right-of-way line for a distance of 303.71 feet to a point, said point being an iron pin set at the beginning of a curve to the right having a radius of 587.27 feet and a central angle of 41°24'33" thence run in a Northeasterly direction along the arc of said curve and said right-of-way for a distance of 423.92 feet to a point, said point being an iron pin set; thence continue tangent from said curve and run in a Northeasterly direction along said right-of-way One for a distance of 133.44 feet to a point, said point being an iron pin set at the intersection of the previously described right-of-way line and the Northern Bank of Piney Woods Creek; thence leaving said right-of-way line, run in a Southwesterly direction, thence a Southeasterly direction, thence an Easterly direction, thence a Northeasterly direction, thence a Southeasterly direction, thence a Northeasterly direction, thence an Easterly direction along said Northern Bank of Piney Woods Creek for a distance of 1142 feet more or less, to the POINT OF BEGINNING.

Parcel 9 (Shelby County – Fee Property)

A parcel of land being situated in the SE 1/4 and the SW 1/4 of Section 16, Township 21 South, Range 4 West, Shelby County, Alabama, being more particularly described as follows:

COMMENCE at a 3" capped pipe at the NE corner of the NE 1/4 of the SE 1/4 of Section 16, Township 21 South, Range 4 West, and run in a Westerly direction along the North line of said 1/4-1/4 section for a distance of 970.58 feet to the POINT OF BEGINNING, said point being an iron pin set at the intersection of the North line of said 1/4-1/4 section and the Northern Bank of Piney Woods Creek thence continue in a Westerly direction along said 1/4-1/4 section line for a distance of 367.34 feet to a point, said point being a 3" capped pipe at the NE corner of the NW 1/4 of the SE 1/4 of said Section 16; thence turn an angle to the left of $1^{\circ}08'14''$ and continue in a Westerly direction along the North line of the NW 1/4 of the SE 1/4 for a distance of 1313.81 feet to a point, said point being an iron pin set at the NW corner of the NW 1/4 of the SE 1/4 of said Section 16; thence turn an angle left of $90^{\circ}47'32''$ and run in a Southerly direction along the West line of the previously described 1/4-1/4 section for a distance of 1316.76 feet to a point, said point being an iron pin set at the NE corner of the SE 1/4 of the SW 1/4 of said Section 16; thence turn an angle right of $45^{\circ}33'50''$ and run in a Southwesterly direction along the diagonal of the previously described 1/4-1/4 section for a distance of 1855.48 feet to a point, said point being a 3" capped pipe at the SW corner of said 1/4-1/4 section; thence leaving said diagonal of said 1/4-1/4 section turn an angle left of $134^{\circ}47'53''$ and run in an Easterly direction along the South line of said 1/4-1/4 section for a distance of 619.46 feet to a point, said point being an iron pin set at the intersection of said South line of said 1/4-1/4 section and the Northwesterly right-of-way line of the Norfolk Southern Railroad; thence leaving said South line of said 1/4-1/4 section, turn an angle to the left of $56^{\circ}51'39''$ and run in a Northeasterly direction along said right-of-way line for a distance of 1700.14 feet to a point, said point being an iron pin set at the beginning of a curve to the right having a radius of 1482.69 feet and a central angle of $11^{\circ}07'47''$ thence run in a Northeasterly direction along the arc of said curve and along said right-of-way line for a distance of 288.02 feet to a point, said point being an iron pin set; thence continue tangent from said curve and run in a Northeasterly direction along said right-of-way line for a distance of 429.32 feet to a point, said point being an iron pin set at the beginning of a curve to the left having a radius of 1478.16 feet and a central angle of $6^{\circ}44'56''$ thence run in a Northeasterly direction along the arc of said curve and along said right-of-way for a distance of 174.11 feet to a point, said point being an iron pin set; thence continue tangent from said curve and run in a Northeasterly direction along said right-of-way line for a distance of 303.71 feet to a point, said point being an iron pin set at the beginning of a curve to the right having a radius of 687.27 feet and a central angle of $41^{\circ}21'33''$ thence continue along the arc of said curve and along said right-of-way for a distance of 496.11 feet to a point, said point being an iron pin set; thence continue tangent from said curve and run in a Northeasterly direction for a distance of 222.66 feet to a point, said point being an iron pin set at the intersection of said right-of-way line and the Northern Bank of Piney Woods Creek; thence leaving said right-of-way line, run in a Northeasterly direction along said Northern Bank of Piney Woods Creek for a distance of 20 feet, more or less, to the POINT OF BEGINNING.

Parcel 10 (Shelby County – Fee Property)

A parcel of property located in the E 1/2 of the SE 1/4 of Section 20, and the W 1/2 of the SW 1/4 of Section 21, all in Township 21 South, Range 4 West, Shelby County, Alabama, described as follows: Commence at the SE corner of said Section 20 and run N 63°30' 49" W, along the North line of the South diagonal of the S 1/2 of the SE 1/4 of the SE 1/4 of said Section 20, 393.30 feet to the Westerly right of way line for the Norfolk Southern railroad track, said point being the Point of Beginning of the herein described property; thence continue N 63°30'49" W, along the North line of said South diagonal and also the Kodiak Mining Company LLC boundary line, 301.94 feet; thence leaving said Kodiak boundary and run N 18°46'46" E, 1424.74 feet; thence S 71°12'06" E, 300.00 feet to a number 5 capped rebar stamped USX PLS 14979 at the Westerly right of way line for the Norfolk Southern railroad track; thence S 18°47'26" W, along the Westerly right of way for said Norfolk Southern railroad track, 708.25 feet to a number 5 capped rebar stamped USX PLS 14979; thence S 18°49'42" W, along said railroad right of way, 756.88 to the Point of Beginning.

Parcel 11 (Shelby County – Fee Property)

A parcel of property located in the SE 1/4 of the SE 1/4 of Section 20, the SW 1/4 of the SW 1/4 of Section 21, the NW 1/4 of the NW 1/4 of Section 28, and the East 1/2 of the NE 1/4 of Section 29, all in Township 21 South, Range 4 West, Shelby County, Alabama, described as follows: Commence at the NW corner of said Section 28 and run S 89°58' 00" E, along the North section line, 539.29 feet to the Point of Beginning of the herein described property; thence S 18°47'54" W, 705.80 feet; thence S 84°07'01" W, 388.13 feet; thence S 24°18'26" W, 1186.13 feet; thence S 61°01'54" W, 858.52 feet to the West line of the East 1/2 of the NE 1/4 of said Section 29; thence N 0°25'23" W, along the West line of said East 1/2, 186.85 feet; thence run 349.34 feet, along the arc of a curve to the left, that ties into the Norfolk Southern railroad Easterly right of way line at the end of their railroad track, said curve has a radius of 897.50 feet, a chord bearing of N 24°23'50" E, and a chord distance of 347.14 feet; thence continue along said railroad right of way N 13°14'47" E, 44.03 feet to the property line for Kodiak Mining Company, LLC; thence run along said Kodiak Mining Company boundary these bearings and distances, S 78°59'15" E, 157.89 feet; thence N 45°20'56" E, 303.15 feet to a number 5 capped rebar stamped USX PLS 14979; thence N 24°36'19" E, 801.80 feet to a number 5 capped rebar stamped USX PLS 14979; thence N 8°16'06" E, 322.74 feet to a number 5 capped rebar stamped USX PLS 14979; thence N 53°37'12" W, 117.05 feet to the Easterly right of way for said Norfolk Southern railroad track; thence leaving said Kodiak boundary and run 246.11 feet, along the arc of a curve to the left for said railroad right of way, which has a radius of 1447.50, a chord bearing of N 30°16'23" E, and a chord distance of 245.81 feet; thence continue along said railroad right of way these bearings and distances, N 25°24'08" E, 114.26 feet; thence N 22°52'09" E, 118.38 feet; thence N 19°52'19" E, 116.07 feet; thence N 18°49'42" E, 754.66 feet to the property line for Kodiak Mining Company LLC; thence run along said Kodiak Mining Company boundary these bearings and distances, S 88°45'47" E, 219.16 feet; thence N 53°46'03" E, 217.55 feet to a number 5 capped rebar stamped USX PLS 14979; thence S 80°15'58" E, 9635 feet to a number 5 capped rebar stamped USX PLS 14979; thence leaving said Kodiak boundary and run S 80°15'58" E, 375.92 feet; thence S

18°47'54" W, 986.46 feet to the Point of Beginning. Less and except that part of Shelby County Road 270 right of way, that runs through said described property.

Parcel 12 (Shelby County – Fee Property)

A parcel of land situated In the NE 1/4 of the NW 1/4 of Section 21, Township 21, Range 4 West, Shelby County, Alabama being more particularly described as follows:

Commence at a 3" capped pipe that is locally accepted as the NW corner of the NE 1/4 of the NW 1/4 of Section 21, Township 21, Range 4 West and run in an easterly direction along the north line of said 1/4 - 1/4 section for a distance of 373.61'; thence leaving said 1/4 - 1/4 section line, turn a deflection angle of 90°00'00" to the right and run south for a distance of 623.75 feet to a 3" capped pipe that is the POINT OF BEGINNING (N 1,164,583.70, E 2, 132, 548.00); thence turn a deflection angle of 68°31'41" to the left and run in a southeasterly direction for a distance of 200.00 feet to a 3" capped pipe; thence turn a deflection angle of 90°00'00" to the right and run in a southwesterly direction for a distance of 400.00 feet to a 3" capped pipe (N 1,164,138.23, E 2, 132, 587.39); thence turn a deflection angle of 90°00'00" to the right and run in a northwesterly direction for a distance of 200.00 feet to an capped rebar stamped "ALA ENG CA-708-LS" thence turn a deflection angle of 90°00'00" to the right and run in a northeasterly direction for a distance of 400.00 feet to the POINT OF BEGINNING.

Parcel 13 (Shelby County – Fee Property)

Part of the W 1/2 of the NW 1/4 and of the W 1/2 of the NW 1/4 of the SW 1/4 of Section 25 and part of the E 1/2 of the NE 1/4 of Section 26, all in Township 21 South, Range 4 West, Shelby County, Alabama, described as follows: Commence at the NE corner of said Section 26 being an old 2.5 inch pipe, that has the top capped piece rusted off, and run S 0°17'52" E, along the East line of Section 26, 906.56 feet to the Point of Beginning of the herein described property; thence run S 33°36'32" E, 253.88 feet; thence run S 28°43'04" E, 532.85 feet; thence run S 13°57'03" E, 1128.89 feet to the East line of the W 1/2 of the NW 1/4 of the SW 1/4 of said Section 25; thence run S 68°14'54" W, 333.95 feet; thence run N 22°04'22" W, 407.90 feet; thence run N 19°36'57" W, 1408.06 feet; thence run N 54°04'42" E, 330.24 feet to the Point of Beginning. Said described property contains 17.173 acres.

Parcel 14 (Shelby County – Fee Property)

Part of the NE 1/4 of Section 26, Township 21 South, Range 4 West, Shelby County, Alabama, described as follows: Commence at the NE corner of said Section 26, being an old 2.5 inch pipe, that has the top capped piece rusted off, and run S 0°17'52" E, along the East section line, 1318.54 feet to a calculated position for the NE corner of the SE 1/4 of the NE 1/4; thence run S 89°36'28" W, along the North line of the SE 1/4 of the NE 1/4, 613.93 feet to the Point of Beginning of the herein described property; thence run S 29°12'10" W, 634.07 feet; thence run S 48°32'57" W, 721.13 feet; thence run N 58°13'48" W, 320.00 feet; thence run N 36°15'59" E, 307.41 feet; thence run N 39°52'25" E, 1084.29 feet; thence run S 61°15'51" E, 320.00 feet;

thence run S 29°12'10" W, 73.08 feet to the Point of Beginning. Said described property contains 12.338 acres.

LEASEHOLD PROPERTY

1. Coal Mining Lease Agreement (Shelby County - Leasehold Property)

Lessor: Alabama Property Company and Southern Electric Generating Company

Lessee: Jesse Creek Mining, LLC

Date: April 20, 2017

Legal Description:

Township 21 South, Range 3 West, Shelby County

<u>Section</u>	<u>Description</u>
Section 17	The Southwest quarter The Southwest quarter of the Northeast quarter The Northeast quarter of the Southeast quarter, less one acre near the northwest corner now being used as a cemetery for the colored, and less 1.29 acres being that portion of the Kendrick-Holcomb Lot as described by deed recorded in the office of the Judge of Probate of Shelby County, Alabama, in Deed Book 139, at page 299 The Southwest quarter of the Southeast quarter, less .50 acre as described by deed recorded in such office in Deed Book 26 at page 394 The South half of the Northwest quarter The Northwest quarter of the Southeast quarter The Southeast quarter of the Southeast quarter The North half of the North half of the Northwest quarter of the Northeast quarter The North half of the Northwest quarter
Section 18	The entire section, except the North half of the Northwest quarter Northwest quarter of the Northwest quarter The Northeast quarter of the Northwest quarter
Section 19	The South half of the Northeast quarter The Southeast quarter The East half of the Southwest quarter The North half of the North half The South half of the Northwest quarter The West half of the Southwest quarter
Section 20	The Northeast quarter of the Northeast quarter

The Northeast quarter of the Southeast quarter
The West half
The West half of the Northeast quarter
The Southeast quarter of the Northeast quarter
The West half of the Southeast quarter
The Southeast quarter of the Southeast quarter

Section 21 That part of the Northwest quarter of the Northwest quarter lying west of the Montevallo-Bessemer Road, less lots described as follows:

1. William Monroe Booth Lot as described by deed recorded in such office in Deed Book 148 at page 178
2. Elige Boothe Lot as described by deed recorded in such office in Deed Book 163 at page 553
3. P. L Isbell Lot as described by deed recorded in such office in Deed Book 173 at page 463
4. Church Lot described as follows: Begin at the intersection of the north line of Section 21, Township 21 South, Range 3 West, and the west boundary of the right of way of the Montevallo-Bessemer public road and run west along the north line of said Section 21 a distance of 300 feet; run thence south 100 feet; run thence east 320 feet to the west boundary of said road; run thence north along the west boundary of said road 100 feet to the point of beginning

That part of the Southwest quarter of the Northwest quarter lying west of the Montevallo-Bessemer Road and west of Lots 39, 40, and 41, as shown by G. F. Peter's Map of the Town of Maylene, drawn on November 13, 1946, and surveyed by L S. Gillespie, and attached hereto as Exhibit A

The Northwest quarter of the Southwest quarter, less a portion of the Jacob Zeiderhook, P.C. Means, and Lon Nabors Lots, all in the northeast corner of said forty and described by deeds recorded in such office in Deed Book 25, page 270, Deed Book 62, page 339, and Deed Book 62, page 436, respectively

Section 29 The Northeast quarter of the Southeast Quarter
The Northwest quarter of the Southwest Quarter
The Northeast quarter of the Southwest Quarter
The Southwest quarter of the Southwest Quarter
The North half of the North half
The Southeast quarter of the Northeast quarter
The South half of the Northwest quarter
The Southwest quarter of the Northeast quarter
The Northwest quarter of the Southeast quarter

Section 30 The North half of the Northeast quarter
The Southeast quarter

The East half of the Southwest quarter
The Southwest quarter of the Southwest quarter
The South half of the North half
The North half of the Northwest quarter
The Northwest quarter of the Southwest quarter

Section 31 The Northwest quarter
 The Northeast quarter
 The Southwest quarter
 The Northwest quarter of the Southeast quarter

Section 32 The Northwest quarter of the Northwest quarter
 The Northeast quarter of the Northwest quarter
 The Northwest quarter of the Northwest quarter

Township 22 South, Range 3 West, Shelby County

<u>Section</u>	<u>Description</u>
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
Section 7	The Northwest quarter The Southwest quarter The Northwest quarter of the Northeast quarter The Southwest quarter of the Southeast quarter
Section 18	The West half of the Northwest quarter

Township 21 South, Range 4 West, Shelby County

<u>Section</u>	<u>Description</u>
Section 13	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 The Northeast quarter of the Northeast quarter The East half of the East half of the Northwest quarter of the Northeast quarter

The South half of the Northeast quarter
The West half of the Northwest quarter of the Northeast quarter
The West half of the East half of the Northwest quarter of the Northeast quarter

Section 24 The East half of the Southeast quarter

Section 25 The Northeast quarter
The Southeast quarter
The Southeast quarter of the Northwest quarter
The Northeast quarter of the Southwest quarter
The Southeast quarter of the Southwest quarter
The East half of the Northwest quarter of the Southwest quarter
The East half of the Southwest quarter of the Southwest quarter
The Southeast diagonal half of the Northeast quarter of the Northwest quarter
The Northwest diagonal half of the East half of the Southwest quarter of the Northwest quarter
The Southeast diagonal half of the East half of the Southwest quarter of the Northwest quarter

Section 31 The Southeast quarter of the Northwest quarter

Section 35 The Northeast quarter of the Southwest quarter
The Southeast quarter
The Southeast quarter of the Southwest quarter
The Southeast diagonal of the Northeast quarter of the Southwest quarter
The Southeast diagonal of the Southwest quarter of the Southwest quarter
The Southeast diagonal half of the South half of the Northeast quarter

Section 36 The Northeast quarter
The Northwest quarter of the Northwest quarter
The South half of the Northwest quarter
The South half, except 4 acres in the Northeast corner of the Southeast quarter of the Southeast quarter
The Northeast quarter of the Northwest quarter

Township 22 South, Range 4 West, Shelby County

<u>Section</u>	<u>Description</u>
Section 1	The Northeast quarter
	The North half of the Northwest quarter, except 4.8 acres in the Southeast corner of the Northeast quarter of the Northwest quarter
	The Southeast quarter
	The South half of the Southwest quarter
	The South half of the Northwest quarter

The North half of the Southwest quarter

- Section 2 The Northeast quarter of the Northeast quarter
 The South half of the Southeast quarter
 The Northwest quarter of the Southeast quarter
 The South half of the Southwest quarter
 The Northeast quarter of the Southwest quarter
 The Northwest quarter of the Northeast quarter
 The South half of the Northeast quarter
 That part of the Southeast quarter of the Northwest quarter lying
 South of Montevallo and Tuscaloosa dirt road
 The North half of the Northwest quarter
 The Southwest quarter of the Northwest quarter
 The Northeast quarter of the Southeast quarter
 The Northwest quarter of the Southwest quarter
- Section 3 The Northwest quarter of the Northwest quarter
 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
 The Southwest quarter of the Southeast quarter
- Section 10 The East half of the Northeast quarter
 The West half of the Northeast quarter
 The Southeast quarter of the Northwest quarter
 The East half of the Southeast quarter
- Section 11 The South half of the Northeast quarter
 The Northwest quarter of the Northeast quarter
 East half of the Northwest quarter
 The Northwest quarter of the Northwest quarter
 The East half of the Southwest quarter
 The North half of the Southeast quarter
 The Southeast quarter of the Southeast quarter
 The North half of the Southwest quarter of the Southeast quarter
 The Northeast quarter of the Northeast quarter
 The West half of the Southwest quarter
 The South half of the Southwest quarter of the Southeast quarter
- Section 12 The Northwest quarter of the Northwest quarter
 The East half
 The East half of the West half
 The Northeast quarter of the Southwest quarter of the Northwest quarter

The Southeast quarter of the Northwest quarter of the Southwest quarter

Section 13 The Northeast quarter
 The East half of the Northwest quarter
 The East half of the Northwest quarter of the Northwest quarter
 The Southeast quarter of the Southwest quarter of the Northwest quarter

Section 14 The West half of the Northwest quarter
 The East half of the Northwest quarter
 The West half of the Northeast quarter

Section 15 The East half of the Northeast quarter

Township 21 South, Range 4 West, Bibb County

<u>Section</u>	<u>Description</u>
Section 31	The Southwest quarter of the Southwest quarter

Township 22 South, Range 4 West, Bibb County

<u>Section</u>	<u>Description</u>
Section 6	The entire section
Section 7	The North half The Southwest quarter

Township 22 South, Range 5 West, Bibb County

<u>Section</u>	<u>Description</u>
Section 1	The Northeast quarter The Southeast quarter
Section 12	The Northeast quarter of the Northeast quarter The Northwest quarter of the Northeast quarter

2. Coal Mining Lease (Shelby County - Leasehold Property)

Lessor: RGGS Land & Minerals Ltd., L.P.

Lessee: Tacoa Minerals, LLC (assigned to Jesse Creek Mining, LLC on January 22, 2013)

Date: December 20, 2007

1st Amendment: September 13, 2010

Extension Letter: December 18, 2015

2nd Amendment: April 26, 2017

Legal Description:

Township 21 South, Range 4 West, Shelby County, Alabama

<u>Section</u>	<u>Description</u>	<u>Acres</u>
Section 22	West half of the northeast quarter	80
	Northwest quarter of the southeast quarter	40
	North half of the southwest quarter.	80
	The northwest quarter	160

Township 21 South, Range 3 West, Shelby County, Alabama

<u>Section</u>	<u>Description</u>	<u>Acres</u>
Section 5	The West half of the Southwest quarter	80.0 acres
	The Northwest quarter	160.0 acres
Section 6	The entire section.	640.0 acres
Section 7	The entire section	640.0 acres
Section 8	The West half of the West half	160.0 acres

Township 21 South, Range 4 West, Shelby County, Alabama

<u>Section</u>	<u>Description</u>	<u>Acres</u>
Section 1	The Northeast quarter	160.0 acres
	The South half	320.0 acres
	The Southeast quarter of the Northwest quarter	40.0 acres
Section 2	The South half of the Southeast quarter	80.0 acres
Section 10	The Southeast quarter of the Northeast quarter	40.0 acres
	The Southeast quarter	160.0 acres
	The Southeast quarter of the Southwest quarter	40.0 acres
Section 11	The entire section	640.0 acres
Section 12	The entire section	640.0 acres
Section 13	The Southwest diagonal half of the Southwest quarter	80.0 acres
	The North half of the Northwest quarter	80.0 acres
Section 14	The Northeast quarter	160.0 acres
	The West half of the Southeast quarter	80.0 acres
Section 15	The South half of the Northeast quarter	80.0 acres
	The Northwest quarter of the Northeast quarter	40.0 acres
	The Southeast quarter	160.0 acres
	The Northeast quarter of the Southwest quarter	40.0 acres
	The Northwest quarter	160.0 acres
Section 21	The entire section	640.0 acres
Section 22	The East half of the East half.	160.0 acres
	The Southwest quarter of the Southeast quarter	40.0 acres
	The South half of the Southwest quarter	80.0 acres

Section 23	The entire section	640.0 acres
Section 24	The West half	320.0 acres
Section 25	The Northwest diagonal half of the Northeast quarter of the Northwest quarter.	20.0 acres
	The Northwest quarter of the Northwest quarter	40.0 acres
	The West half of the Southwest quarter of the Northwest quarter	20.0 acres
	The West half of the West half of the Southwest quarter	40.0 acres
Section 26	The entire section	640.0 acres
Section 27	The entire section	640.0 acres
Section 28	The entire section	640.0 acres
Section 35	The North half of the Northeast quarter.	80.0 acres
	The Northwest diagonal half of the South half of the Northeast quarter	40.0 acres
	The Northwest diagonal half of the Southwest quarter	80.0 acres
	The Northwest quarter	160.0 acres

3. Coal Mining Lease (Shelby County – Leasehold Property)

Lessor: SWF Birmingham, LLC

Lessee: Jesse Creek Mining, LLC

Date: August 19, 2016

Legal Description:

<u>Township 21 South, Range 4 West, Shelby County, AL</u>		<u>Acres +/-</u>
Section 13:	SW diagonal 1/2 SE of SW 1/4	20
	SW 1/4 of SW 1/4	40
	SW diagonal 1/2 of NW 1/4 of SW 1/4	20
Section 14:	SW 1/4 of SE 1/4	40
Section 15:	E 1/2 of SE 1/4	80
Section 22:	E 1/2 of NE 1/4	80
Section 23:	N 1/2	320
Section 24:	N 1/2 of NW 1/4	80

4. Coal Mining Lease (Shelby County - Leasehold Property)

Lessor: RGGS Land & Minerals Ltd., L.P.

Lessee: Jesse Creek Mining, LLC

Date: August 16, 2016

1st Amendment: October 16, 2017

Legal Description:

<u>Township 21 South, Range 4 West, Shelby County, AL</u>	<u>Acres +/-</u>
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Section 13:	The South West diagonal half of the South East quarter of the South West quarter	20
	The South West diagonal half of the North West quarter of the Southwest quarter	20
Section 14:	The South West quarter of the South West quarter	40
Section 15:	The East half of the South East quarter	80
Section 22:	The East half of the North East quarter	80
Section 23:	The North half of the section	320
Section 24:	The North half of the North West Quarter	80

5. Mineral Lease Agreement (Shelby County - Leasehold Property)

Lessor: Southern Electric Generating Company

Lessee: Jesse Creek Mining, LLC

Date: December 31, 2015

Legal Description:

SE diagonal half of the SE 1/4 of SE 1/4, NW 1/4 of SE 1/4, and NW diagonal half of the NE 1/2 of SE 1/4 of Section 16, Township 21, Range 4 West, located in Shelby County, Alabama.

6. Coal Mining Lease (Shelby County - Leasehold Property)

Lessor: RGGS Land & Minerals Ltd., L.P.

Lessee: Tacona Minerals, LLC (assigned to Jesse Creek Mining, LLC on January 22, 2013)

Date: April 3, 2012

Legal Description:

<u>Township 21 South, Range 4 West, Shelby County, Alabama</u>		<u>Acres</u>
Section 22:	The Southeast diagonal half of the Southeast quarter	80
Section 23:	The South half of the section	320
Section 24:	The Southwest quarter	160
	The South half of the Northwest quarter	80
	The Southeast diagonal half of the Northeast quarter of the Northwest quarter	20
Section 25:	The Northwest diagonal half of the Northeast quarter of the Northwest quarter	20
	The Northwest quarter of the Northwest quarter	40
	The West half of the Southwest quarter of the Northwest quarter	20
	The West half of the West half of the Southwest quarter	40
Section 26:	The entire section	640
Section 27:	The East half of the section	320
	The East half of the Southwest quarter	80
	The Southeast quarter of the Northwest quarter	40
	The Northwest diagonal half of the Northeast quarter of the Northwest quarter	20
Section 34:	The East half of the section	320

	The East half of the Southwest quarter	80
	The Southeast quarter of the Northwest quarter	40
Section 35:	The North half of the Northeast quarter	80
	The Northwest diagonal half of the South half of the Northeast quarter	40
	The Northwest diagonal half of the Southwest quarter	80
	The Northwest quarter	160

7. Coal Mining Lease (Bibb County - Leasehold Property)

Lessor: RGGS Land & Minerals Ltd., L.P.

Lessee: Tacoa Minerals, LLC (assigned to Jesse Creek Mining, LLC on January 22, 2013)

Date: September 13, 2010

Amendment: December 30, 2015

Legal Description:

<u>Township 22 South, Range 4 West, Bibb County, Alabama</u>		<u>Acres</u>
Section 17	The South half of the Southwest quarter	80
	The Northwest quarter of the Southwest quarter	40
Section 18	The South half	320
	The West half of the Northwest quarter	80
Section 19	The North half	320

<u>Township 22 South, Range 5 West, Bibb County, Alabama</u>		<u>Acres</u>
Section 13	The East half	320
	The Southwest quarter	160
	The Southwest quarter of the Northwest quarter	40
Section 14	Southeast quarter of the Southeast quarter	40
Section 23	The Northeast quarter	160
Section 24	The North half	320

8. Coal Mining Lease (Bibb County - Leasehold Property)

Lessor: RGGS Land & Minerals Ltd., L.P.

Lessee: Tacoa Minerals, LLC (assigned to Jesse Creek Mining, LLC on January 22, 2013)

Date: August 25, 2009

Amendment: January 9, 2015

Legal Description:

<u>Township 22 South, Range 5 West, Bibb County, Alabama</u>		<u>Acres</u>
Section 13:	The entire section except the southeast diagonal half	

	of the Southeast quarter	560
Section 14:	Southeast quarter of the section.	160
	Southeast quarter of the Northeast quarter	40
	Northwest quarter of the Northeast quarter	40
Section 22:	Southeast diagonal half of the Northwest quarter of Northeast quarter	20
	East half of the Northeast quarter	80
	Southwest quarter of the Northeast quarter	40
	Southeast quarter of the section	160
	East half of the Southwest quarter	80
Section 23:	The entire section except the southeast diagonal half of the Southeast quarter	560
Section 24:	The Northwest diagonal half of the Northwest quarter	80

9. Coal Mining Lease (Shelby and Bibb Counties – Leasehold Property)

Lessor: RGGS Land & Minerals Ltd., L.P.

Lessee: Tacoa Minerals, LLC (assigned to Jesse Creek Mining, LLC on January 22, 2013)

Date: February 20, 2007

Amendment: April 15, 2009

Letter Agreement: January 29, 2010

Legal Description:

<u>Township 21 South, Range 4 West, Shelby and Bibb Counties, Alabama</u>		<u>Acres</u>
Section 20:	The East half of the Northeast quarter of the Northeast quarter	20
	The Southeast quarter of the Northeast quarter	40
	The Northeast quarter of the Southeast quarter	40
	The West half of the Southeast quarter of the Southeast quarter	20
	The Southwest quarter of the Southeast quarter	40
	The East half of the Northwest quarter of the Southeast quarter	20
Section 21:	The Northwest quarter of the Northwest quarter	40
	The West half of the Southwest quarter of the Northwest quarter	20
	The Northwest quarter of the Southeast quarter	20
	The South half of the Southeast quarter	80
	The Southeast diagonal half of the Northwest quarter of the Southeast quarter	20
	The Southeast quarter of the Southwest quarter	40
Section 28:	The Southeast quarter of the Southwest quarter	40
	The entire section except the Southeast quarter of the Southwest quarter	600
Section 29:	The Southeast diagonal half of the Southeast quarter of the Northeast quarter	20
	The East half of the Southeast quarter	80
	The Southeast diagonal half of the Southwest quarter of the Southeast quarter	20
	The Northwest quarter of the Northeast quarter	40
	The East half of the Northeast quarter of the Northwest quarter	40



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	The Southeast quarter of the Northwest quarter	40
	The West half of the Northeast quarter of the Southwest quarter	20
	The West half of the Southwest quarter	80
Section 30:	The East half of the Southeast quarter of the Southeast quarter	40
Section 31:	The East half of the Northeast quarter	80
	The East half of the Southwest quarter of the Northeast quarter	20
	The West half of the Northeast quarter of the Southeast quarter	20
	The West half of the Southeast quarter	80
	The East half of the Southeast quarter of the Southwest quarter	20
Section 32:	The Northeast quarter	160
	The North half of the Southeast quarter	80
	The Southwest quarter of the Southeast quarter	40
	The South half of the Southeast quarter of the Southeast quarter	20
	The East half of the Southwest quarter	80
	The Southeast diagonal half of the Northwest quarter of the Southwest quarter	20
	The Southeast diagonal half of the Northeast quarter of the Northwest quarter	20
	The Southeast quarter of the Northwest quarter	40
	The North half of the Southeast quarter of the Southeast quarter	20
	The Southwest quarter of the Southwest quarter	40
	The West half of the Northwest quarter of the Northwest quarter	20
Section 33:	The East half of the Northeast quarter	80
	The West half of the Northeast except for an irregular shaped parcel of 7.58 acres owned by Antioch Baptist Church	72.42
	The Southeast quarter	160
	The East half of the Southwest quarter	80
	The Northwest quarter of the Southwest quarter	40
	The East half of the Southwest quarter of the Southeast quarter	20
	The South half of the Northwest quarter	80
	The Northwest quarter of the Northwest quarter	40
	An irregular shaped parcel consisting of 7.58 acres lying in the West half of the Northeast quarter	7.58
	The Western half of the Southwest quarter of the Southwest quarter	20
	The Northeast quarter of the Northwest quarter	40
Section 34:	The West half of the Southwest quarter	80
	The West half of the Northwest quarter	80