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**BROOKS RUN MINING COMPANY, LLC, LICENSE NUMBER 47-25581-02**  
Information Required for Change of Control and/or Change of Ownership  
(including a name change)

103038704

Source: NUREG-1556, Volume 15

Please provide the following information concerning changes of control (transferor and/or transferee, as appropriate). If any items are not applicable, so state.

1. Provide a complete description of the transaction (i.e., transfer of stocks or assets, or merger). Indicate whether the name has changed and include the new name. Include the name and telephone number of a licensee contact who NRC may contact if more information is needed.
  - A. Description of the transaction: *By letter dated August 13, 2015, Alpha Natural Resources, Inc. provided notice to the U.S. Nuclear Regulatory Commission that it and substantially all of its affiliates, including Brooks Run Mining Company, LLC, had filed voluntary petitions for reorganization in the Bankruptcy Court for the Eastern District of Virginia. The Debtors anticipate that the Bankruptcy Court will approve a plan of reorganization under which the corporate organization of Alpha Natural Resources, Inc. and its affiliates, including Brooks Run Mining Company, LLC, will change. Pursuant to that restructuring, Brooks Run Mining Company, LLC, will become a wholly-owned, indirect subsidiary of Alpha Natural Resources Holdings, Inc. Attached to this application are the Articles of Organization of Alpha Natural Resources Holdings, Inc., issued by the State of Delaware, evidencing the legal organization of this company. Brooks Run Mining Company, LLC, is expected to emerge from bankruptcy as a wholly-owned, indirect subsidiary of Alpha Natural Resources Holdings, Inc., on or about July 25, 2016.*
  - B. ☒ No name change  
☐ New name of licensed organization: \_\_\_\_\_
  - C. ☒ No change in contact  
☐ New contact: \_\_\_\_\_  
☐ New telephone number: \_\_\_\_\_
2. Describe any changes in personnel or duties that relate to the licensed program. Include Training and Experience for new personnel.
  - A. ☒ No changes in personnel having control over licensed activities.  
☐ Changes in personnel having control over licensed activities (e.g. officers of a corporation):
  - B. ☒ No changes in personnel named in the license.  
☐ Changes in personnel named in the license (e.g. RSO, Aus) – include training, experience and responsibilities:

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3. Describe, in detail, any changes in the organization, location, facilities, equipment or procedures that relate to the licensed program. ***There will be no changes in organization, location, facilities, equipment or procedures that relate to the licensed program. The only change is that Brooks Run Mining Company, LLC will become the wholly-owned, indirect subsidiary of Alpha Natural Resources Holdings, Inc.***

☐ Organization:

☐ Equipment:

☐ Location:

☐ Procedures:

☐ Facility:

☐ Not applicable

4. Describe the status of the surveillance program (i.e., surveys, wipe tests, quality control) at the present time and the expected status at the time that control is to be transferred.

A. Description of the status of all surveillance program: ***All required surveillance has been performed, documented and reviewed.***

B. Surveillance Items # Records: calibrations, leak tests, surveys, inventories, and accountability requirements will be current at the time of transfer

☒ Yes

☐ No (explain)

5. Confirm that all records concerning the safety and effective decommissioning of the facility will be transferred to the transferee or to NRC, as appropriate. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods sensitivity.

Records transferred to:

☐ New licensee

☐ NRC for license termination

☒ Not applicable

***[Remainder of page intentionally left blank]***

6. Confirm that the transferee will abide by all constraints, conditions, requirements and commitments of the transferor or that the transferee will submit a complete description of the proposed licensed program. ***There is no transferee. Licensee will remain the same but its parent company will change.***

Brooks Run Mining Company, LLC will *continue to* abide by all constraints,  
(licensee/transferee company)  
conditions, requirements and commitments of Brooks Run Mining Company, LLC.  
(licensee/transferor company)

Signature/Title  
Licensee/Transferee Official

*David H. Decker, President and Manager*

Signature/Title  
Transferor Official

June 22, 2016

Date

Date

OR

[ ] Description of proposed licensed program from transferee attached (with signature)

OR

[ ] Not applicable (name change only)

\_\_\_\_\_  
Certifying Officer – Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Certifying Official – Typed name and title

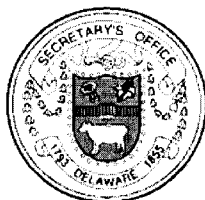
# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF INCORPORATION OF "ALPHA NATURAL  
RESOURCES HOLDINGS, INC.", FILED IN THIS OFFICE ON THE  
THIRTEENTH DAY OF JUNE, A.D. 2016, AT 6:48 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.



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SR# 20164438111

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 202483426  
Date: 06-13-16

**CERTIFICATE OF INCORPORATION**

**OF**

**ALPHA NATURAL RESOURCES HOLDINGS, INC.**

**A STOCK CORPORATION**

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation (the "*Corporation*") is:

Alpha Natural Resources Holdings, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares that the Corporation has authority to issue is one million (1,000,000) shares of Common Stock, par value of \$.001 per share.

FIFTH: Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

SIXTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation will be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth will not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

SEVENTH: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article Seventh. Any repeal or modification of this Article

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:48 PM 06/13/2016  
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SR 20164438111 - File Number 6067818

Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

EIGHTH: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional bylaws and may alter, amend or repeal any bylaw whether adopted by them or otherwise. The Corporation may in its bylaws confer powers upon the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

NINTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

TENTH: The name and mailing address of the incorporator is:

Kristin Bolden  
C/O CT Corporation System  
1300 E. Ninth Street, Suite 1010  
Cleveland, OH 44114

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinabove named,  
do hereby execute this Certificate of Incorporation this June 13, 2016.

/s/ Kristin Bolden

Kristin Bolden  
Sole Incorporator



## ACKNOWLEDGEMENT - RECEIPT OF CORRESPONDENCE

## Name and Address of Applicant and/or Licensee

Brooks Run Mining Company, LLC  
ATTN: William G. Newsome, Corp. RSO  
2691 Little Birch Road  
Sutton, WV 26601-6596

## Date

July 14, 2016

## License Number(s)

47-25581-02

## Mail Control Number(s)

591420

## Licensing and/or Technical Reviewer or Branch

John Miller

This is to acknowledge receipt of your: ☒ Letter and/or ☐ Application Dated: Rec'd 07/07/2016

The initial processing, which included an administrative review, has been performed.

☒ Amendment ☐ Termination ☐ New License ☐ Renewal

☒ There were no administrative omissions identified during our initial review.

☐ This is to acknowledge receipt of your application for renewal of the material(s) license identified above. Your application is deemed timely filed, and accordingly, the license will not expire until final action has been taken by this office.

☐ Your application for a new NRC license did not include your taxpayer identification number. Please complete and submit NRC Form 531, Request for Taxpayer Identification Number, located at the following link: <http://www.nrc.gov/reading-rm/doc-collections/forms/nrc531.pdf>  
Follow the instructions on the form for submission.

☐ The following administrative omissions have been identified:

Your application has been assigned the above listed MAIL CONTROL NUMBER. When calling to inquire about this action, please refer to this control number. Your application has been forwarded to a technical reviewer. Please note that the technical review, which is normally completed within 180 days for a renewal application (90 days for all other requests), may identify additional omissions or require additional information. If you have any questions concerning the processing of your application, our contact information is listed below:

Region I  
U. S. Nuclear Regulatory Commission  
Division of Nuclear Materials Safety  
2100 Renaissance Boulevard, Suite 100  
King of Prussia, PA 19406-2713  
(610) 337-5260, (610) 337-5313,  
(610) 337-5398, or (610) 337-5239