

**Transfer of Control Agreement
Fola Preparation Plant
U.S. NRC License #37-35255-01**

September 20, 2016

U.S. Nuclear Regulatory Commission
Materials Security and Industrial Branch
Region I
2100 Renaissance Blvd.
King of Prussia, PA 19406-2713

To whom it may concern:

This letter serves to notify the NRC of a "change of control" of specifically and generally licensed radioactive materials presently licensed by Fola Coal Company, LLC under License #37-35255-01. Based on an asset purchase, Southeastern Land, LLC has acquired certain assets of Fola Coal Company, LLC including its Peach Orchard Preparation Plant and Loadout Facility and Peach Orchard Preparation Plant No. 2 approximately 2 miles south of Bickmore on Route 16, and at the former WiNoc Preparation Plant off Route 17, approximately 5 miles east of Bickmore, West Virginia; and these locations are not intended to be changed.

Please be advised, both Fola Coal Company, LLC (Transferor) and Southeastern Land, LLC (Transferee) agree to the change in control. There are no conditions with respect to the transfer and no known open inspection items. Southeastern Land, LLC (Transferee) is aware it is responsible for potential future enforcement actions.

Feel free to contact either of us directly (Ben Bafrali (724) 485-4509; Larry Adams (606) 298-2340) should you have any questions or comments concerning this matter.

Sincerely,



Ben Bafrali, P.E.
(724) 485-4509
Attorney in Fact
Fola Coal Company, LLC
1000 Consol Energy Drive
Canonsburg, PA 15317
Transferor



Larry D. Adams, P.E.
(606) 298-2340
Attorney in Fact
Southeastern Land, LLC
P.O. Box 190
Lovely, KY 41231
Transferee

POWER OF ATTORNEY

Fola Coal Company, L.L.C., a West Virginia limited liability company, of 1000 CONSOL Energy Drive, Canonsburg, Pennsylvania 15317, hereby nominates, constitutes and appoints Jacqueline Fidler, Benjamin Bafrali, and Lindsey Olmstead as its Attorneys-in-Fact, to act in its place and stead and on its behalf in any and all matters relating in any way to the filing of documents and reports to various state agencies, including applications for permits and licenses, consents, changes or modifications to permits and licenses, and related forms as may be necessary or convenient for the businesses of the Company related to the mining, re-mining, abandonment and reclamation of coal lands and facilities of the Company, including the power to negotiate, sign, execute and deliver on behalf of it any and all filings, agreements, transfers, assignments, confirmations, or other related documents as may be necessary or convenient to complete any of the above-described purposes.

This Power of Attorney shall remain in full force and effect until revoked in writing.

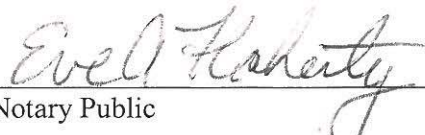
Given under the signature and seal of Fola Company, L.L.C. this 10 day of August, 2016.

By: 
Name: Katharine Fredriksen
Title: Vice President

Commonwealth of Pennsylvania :
: SS
County of Washington :

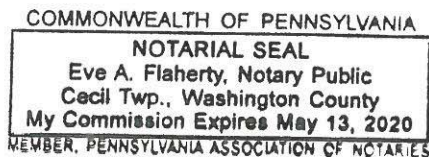
On this 10th day of August __, 2016, the undersigned Katharine Fredriksen, appeared before me and acknowledged herself to be the Vice President of Fola Coal Company, L.L.C. and that as such officer, being authorized to do so, executed the foregoing Power of Attorney for the purposes therein contained, by signing the name of the company by herself as Vice President.

In witness whereof, I hereunto set my hand and seal.


Notary Public

My Commission Expires: 5/13/2020

Seal



LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that **Southeastern Land, LLC** ("Southeastern"), a Kentucky limited liability company, hereby constitutes and appoints **Larry D. Adams**, an employee of Matrix Energy, LLC, a Kentucky limited liability company and affiliate of Southeastern, its true and lawful attorney-in-fact and agent, with full power and authority to execute and deliver on behalf of Southeastern, all mining permit and related documentation required by the West Virginia Department of Environment Protection, or any other state or federal agency in order to participate in mining activities in State of West Virginia.

This Power of Attorney shall be effective as of its date of execution and shall remain in effect until revoked in writing. No person acting in reliance upon this power shall be charged with notice of any revocation hereof in the absence of actual knowledge of such revocation.

It is Southeastern's intention to grant to its attorney-in-fact full and complete authority to act for it and in its stead in the specific matter above described. In no event shall persons relying on this Power of Attorney be required to ascertain the authority of Southeastern's attorney-in-fact to act hereunder, and all persons dealing with said attorney-in-fact shall be entitled, in the absence of actual knowledge of revocation, to rely upon the authority of such person, and the acts of such person shall bind Southeastern and acquit persons dealing with my said attorney-in-fact to the same extent as if Southeastern had been acting in its own behalf.

IN TESTIMONY WHEREOF, witness my signature this 1st day of July, 2016

Southeastern Land, LLC

By: James H. Booth
James H. Booth, President

STATE OF KENTUCKY)
) SCT.
COUNTY OF MARTIN)

The foregoing Limited Power of Attorney was subscribed, sworn to and acknowledged before me on this the 1st day of July, 2016, by James H. Booth, President of **Southeastern Land, LLC**, a Kentucky limited liability company, for and on behalf of said company.

My Commission Expires:

08-18-2017

Cynthia Cline
Notary Public, State at Large, Kentucky

THIS INSTRUMENT PREPARED BY:

Tiffany J. Fannin
Legal Department
2408 Sir Barton Way, Suite 325
Lexington, KY 40509

