

C/007/038 Incoming

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:  
  
Alpha Natural Resources, Inc., et al.,  
  
Debtors.

Chapter 11  
  
Case No. 15-33896 (KRH)  
  
(Jointly Administered)

**NOTICE OF (A) DESIGNATION OF SUCCESSFUL BID FOR  
ASSETS RELATING TO THE KNOX CREEK MINING  
COMPLEX IN BUCHANAN, TAZEWELL AND RUSSELL  
COUNTIES, VIRGINIA AND (B) RESCHEDULING OF SALE HEARING**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. Bankruptcy Filing. On August 3, 2015, Alpha Natural Resources, Inc. and its debtor affiliates (collectively, the "Debtors") each filed a voluntary petition for relief pursuant to chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia (the "Court").

2. Motion to Approve Bidding Procedures and Sale of Assets. On October 22, 2015, the Debtors filed a motion (Docket No. 707) (the "Motion"), which sought, among other things, the entry of an order (the "Bidding Procedures Order"): (a) approving procedures (the "Bidding Procedures") for parties to submit bids to purchase certain of the Debtors' inactive and/or non-core mining properties, assets and related infrastructure (collectively, the "Assets"); (b) scheduling one or more auctions (each, an "Auction") for the sale(s) of some or all of the Assets; (c) scheduling one or more hearings to approve the sale(s) of some or all of the Assets (each, a "Sale Hearing"); and (d) approving procedures for the assumption, assignment and sale of the Assumed and Assigned Agreements (as defined in the Bidding Procedures Order) to any purchaser(s) of the Assets, and/or to resolve any objections thereto. The Motion also sought the entry of one or more orders approving the sale of some or

all of the Assets to successful bidders under the Bidding Procedures (each, a "Successful Bidder") after a Sale Hearing.

3. The Bidding Procedures Order. On November 6, 2015, the Court entered the Bidding Procedures Order (Docket No. 855),<sup>1</sup> approving the Bidding Procedures. Under the Bidding Procedures, interested potential purchasers were required to fulfill certain requirements to (a) participate in the bid process and (b) become "Qualified Bidders" and submit "Qualified Bids."

4. The Knox Creek Assets. The Assets include the Debtors' interest in the Knox Creek mining complex (collectively the "Knox Creek Assets")<sup>2</sup> located in Buchanan, Tazewell and Russell Counties, Virginia. The Knox Creek Assets currently are inactive.

5. Designation of Successful Bidder for the Knox Creek Assets. Pursuant to Section 8 of the Bidding Procedures, "[i]f only one Qualified Bid is received for any particular set of Assets, after consultation with the Consultation Parties, the Debtors in their discretion may . . . designate such Qualified Bid to be the Successful Bid . . . for such Assets without conducting the Auction with respect to such Assets." Consistent with Sections 8, 9 and 10 of the Bidding Procedures, the Debtors, after consultation with the Consultation Parties, have determined that (a) as of the filing of this Notice, the bid submitted by Ramaco Resources Land Holdings, LLC ("Ramaco") is the sole bid that the Debtors deem to be a Qualified Bid for the Knox Creek Assets; and (b) Ramaco should be, and hereby is, designated as the Successful Bidder for the Knox Creek Assets without conducting an Auction for these Assets. The Successful Bidder's proposed Asset Purchase Agreement and Sale Order are attached hereto as Exhibit A (collectively, the "Successful Bidder Transaction Documents"). A blackline of the Successful Bidder Transaction Documents, marked to show the changes from the documents previously filed with the Court in connection with the Bidding Procedures (Docket Nos. 1014, 1254), is attached hereto as Exhibit B.<sup>3</sup> After consultation with the Consultation Parties, the Debtors have determined in their business judgment that designating Ramaco as the Successful Bidder for the Knox Creek Assets on the terms of Successful Bidder Transaction Documents, without conducting an Auction for the Knox Creek Assets, will maximize the value of the Knox Creek Assets for the Debtors' estates and stakeholders.

6. Sale Hearing for Knox Creek Assets. Consistent with paragraph 13 of the Bidding Procedures Order, the Debtors intend to seek approval of the sale of the Knox Creek Assets at the Sale Hearing scheduled for June 28, 2016 at 10:00 a.m. (prevailing Eastern Time). The Sale Hearing will be held before the Honorable Kevin R. Huennekens, United States

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<sup>1</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Bidding Procedures Order.

<sup>2</sup> The Knox Creek Assets are described in more detail in the Successful Bidder Transaction Documents (as defined below).

<sup>3</sup> Due to their voluminous nature, Exhibits A and B will not be included in the copies of this Notice served by overnight delivery. These documents will be served on parties accepting email service and will be available at the Debtors' restructuring website, free of charge, at [www.kccllc.net/alpharestructuring](http://www.kccllc.net/alpharestructuring) (the "Restructuring Website").

Bankruptcy Judge, Courtroom 5000, United States Bankruptcy Court, 701 Broad Street, Richmond Virginia 23219.

7. Supplemental Objection Deadline. Pursuant to paragraph 12 of the Bidding Procedures Order, objections to the sale of the Knox Creek Assets were due by January 20, 2016 (the "Original Objection Deadline"). Pursuant to paragraph 14 of the Bidding Procedures Order, the deadline for objecting to approval of the sale of the Knox Creek Assets to Ramaco solely with respect to any additional issues raised by the Successful Bidder Transaction Documents (*i.e.*, solely as a result of the revisions to the transaction documents) is June 24, 2016 (the "Supplemental Objection Deadline"). Any party that failed to timely file an objection by the Original Objection Deadline and that fails to timely file an objection by the Supplemental Objection Deadline will be (a) forever barred from asserting any objection to the Sale Order or consummation of the Sale Transaction described in the Successful Bidder Transaction Documents and (b) deemed to have consented to entry of the Sale Order and consummation of such Sale Transaction, without limitation, for purposes of section 363(f) of the Bankruptcy Code.

Dated: June 20, 2016  
Richmond, Virginia

Respectfully submitted,

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