

## **EXHIBIT A**

### **"The Properties"**

Schedule of Rights of Entry and Access to Facilities Expressed in Contractual Consent of Landowner Forms described as follows:

1. Landowner – The Pennsylvania Game Commission for land in Dean Township, Cambria County, Pennsylvania which was recorded on February 23, 1993, in the Office of Recorder of Deeds of Cambria County, Pennsylvania, at Volume 1277, Page 925.
2. Landowner – The Pennsylvania Game Commission for land in Dean Township, Cambria County, Pennsylvania which was recorded on June 4, 2001, in the Office of Recorder of Deeds of Cambria County, Pennsylvania, at Volume 1731, Page 336.
3. Landowner – The Pennsylvania Game Commission for land in Dean Township, Cambria County, Pennsylvania which was recorded on May 16, 2001, in the Office of Recorder of Deeds of Cambria County, Pennsylvania, at Volume 1726, Page 902.
4. Landowner – Marian Watt for land in Dean Township, Cambria County, Pennsylvania which was recorded on May 16, 2001, in the Office of Recorder of Deeds of Cambria County, Pennsylvania, at Volume 1726, Page 899.

**EXHIBIT B**

Personal Property Comprising the Treatment Facilities for E. P. Bender Coal Company's SGL108A and Job 39 Mines and E. P. Bender Coal Company, Inc.'s 54 Job SGL 184 Mine in Dean Township, Cambria County, Pennsylvania:

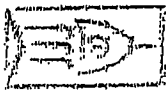
Description of Personal Property

SGL108A and Job 39 Mines:

<u>Quantity</u>	<u>Description</u>
1	400 amp 3 phase electrical service
1	1800' - 4 conductor entrance cable with poles
1	60 ton calcium oxide storage bin
1	12' x 6' frame building
1	ZMI (M - 5) calcium oxide slaker
1	75hp vertical turbine pump
1	8' x 12' pump house
1	1500' - 6" buried sludge line

54 Job SGL 184 Mine:

No Personal Property—Passive Treatment System



# FIRST Commonwealth

Banking  
Insurance  
Trust  
Financial Management  
Investments

## TRUSTS (Revocable, Irrevocable, and Testamentary) CHARITABLE TRUSTS, and GUARDIANSHIPS (Minors)

Base Administrative Charge: \$350.00  
Investment Management Fee on Market Value:

	<u>RATE CHARGED</u>
First \$1,000,000	.0080
Next \$1,000,000	.0070
Next \$1,000,000	.0060
Over \$3,000,000	.0045
Minimum Investment Management Fee:	\$650.00

**SPECIAL CONSIDERATIONS FOR ALL ACCOUNTS**  
**TERMINATION FEE:** Within 2 years of inception-1% of Market Value, years 3-5 - 1/2 of 1% of Market Value. Minimum account closing fee \$500 within five years of inception.  
**EXTRAORDINARY ITEMS:** Charges are assessed for extraordinary administration, travel, bill payment, postage and insurance charges, long-distance telephone calls, overnight or express mail and other services above and beyond normally provided services. The hourly fee for extraordinary items is \$125.00. Specifically noted are:

- Receipts of social security and pension payments: 5 1/2% of amount collected
- Personal Tax Prep Coordination Fee base on time spent
- Irrevocable Trusts Only-Discretionary distributions
- Fiduciary Tax Preparation Fees; Check Disbursements: Per check charge in excess of one per month
- Transfers and re-registrations, and extraordinary transfers in, as incurred
- Directed Accounts Only: \$32/day overdraft charge
- Wire Transfer Fees

**ADMINISTRATIVE FEE REIMBURSEMENT:** First Commonwealth Bank - Trust Division may receive up to 50 basis points in reimbursement from mutual fund providers an others for providing administrative and recordkeeping services to such providers.  
**CASH SWEEP FEES:** 25 basis points of average invested balance; reimbursed by fund provider, if applicable.  
**FEE SCHEDULE DISCLOSURE:** We may obtain soft-dollar commission credits from brokers that trade individual equity investments for accounts.

I acknowledge review of the above-referenced fee schedule for Trust services.  
I acknowledge receipt of the SOFT DOLLAR ARRANGEMENTS brochure (for accounts that have individually managed equities), First Commonwealth Bank - Trust Division's Privacy pamphlet, First Commonwealth Financial's Customer Identification Program information, and First Commonwealth Bank - Trust Division's Nuisance Tender Offer information.

Signature \_\_\_\_\_ Date \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_  
Readmin/fees/trust fee schedule

Exhibit C  
Trustee's Schedule of Fees

10/10/05

Exhibit C  
Trustee's Schedule of Fees



FIRST  
Commonwealth

Leading  
Insurance  
Trust  
Financial Management  
Investments

ADDENDUM TO FEE SCHEDULE

The Fee Schedule presented on the previous page represents our published or standard schedule of compensation. Only in rare circumstances do we deviate from this schedule. However, in consideration of your relationship with our organization, we offer you the following:

Annual investment management fee of 0.40%, which will be prorated and charged on a monthly basis based on the market value on the final day of the prior month.

This discount will apply for a period of not less than 3 years, and will be re-evaluated annually on the anniversary date of the account, thereafter.

I acknowledge review of the above referenced Addendum to Fee Schedule, and agree not to disclose its contents or conditions without the written consent of First Commonwealth Bank – Trust Division.

Signature \_\_\_\_\_

Date \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

First Commonwealth Bank – Trust Division Signature \_\_\_\_\_

Date \_\_\_\_\_

**BILL OF SALE**

Martha A. Bender, Executrix of the Estate of E. P. Bender, deceased, trading as E. P. Bender Coal Company and E. P. Bender Coal Co., Inc. (hereinafter the "Transferring Entities") and First Commonwealth Bank—Trust Division (hereinafter the "Trustee"), with the consent of the Pennsylvania Department of Environmental Protection, have entered into a Post-Mining Discharge Treatment Trust Agreement, dated as of September 30, 2009, (as the same from time to time may be amended, supplemented or modified, the "Agreement"), whereby the Transferring Entities have agreed to transfer, assign and deliver to the Trustee, and Trustee has agreed to accept, certain assets of the Transferring Entities.

1. Transfer of Assets. For good and valuable consideration, as set forth in the Agreement, the receipt and sufficiency of which is hereby acknowledged, the Transferring Entities hereby grant, bargain, sell, convey, assign, release, transfer and deliver to the Trustee, its successors and assigns, absolutely to have and to hold the same forever, all of Transferring Entities' right, title and interest in and to the assets of the Transferring Entities described in Schedule A attached hereto (the "Assets"). This Bill of Sale is being executed and delivered pursuant to the Agreement and is expressly hereby made subject to and shall have the benefits of the respective representations, warranties, covenants, terms, conditions, limitations and other provisions of the Agreement.

2. Covenants. The Transferring Entities further covenant and agree that they will, from time to time, make, execute and deliver or cause to be made, executed and delivered all such other instruments, documents and other assurances as the Trustee may reasonably require to confirm or more effectively convey, transfer to and vest in the Trustee title to the Assets, all at the sole cost and expense of the Transferring Entities.

IN WITNESS WHEREOF, the Transferring Entities have caused this Bill of Sale to be executed in their name as of the day and year first set forth above.

Witness:

Edward C Bender

Martha A Bender

Martha A. Bender, Executrix of the  
Estate of E. P. Bender, deceased,  
Trading as E. P. Bender Coal Company

ATTEST:

E. P. BENDER COAL CO., INC.

Edward C Bender

Edward C. Bender, Secretary

By: Martha A Bender

Martha A. Bender, President

## SCHEDULE A

### ASSETS

<u>Quantity</u>	<u>Description</u>
1	400 amp 3 phase electrical service
1	1800'— 4 conductor entrance cable with poles
1	60 ton calcium oxide storage bin
1	12' x 6' frame building
1	ZMI (M - 5) calcium oxide slaker
1	75hp vertical turbine pump
1	8' x 12' pump house
1	1500' - 6" buried sludge line