

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)

ORDER (I) APPROVING DISCLOSURE STATEMENT, (II) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT JOINT PLAN OF REORGANIZATION, (III) SCHEDULING HEARING ON CONFIRMATION OF JOINT PLAN OF REORGANIZATION AND (IV) APPROVING RELATED NOTICE PROCEDURES

This matter coming before the Court on the *Motion of the Debtors for an Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Joint Plan of Reorganization, (III) Scheduling Hearing on Confirmation of Joint Plan of Reorganization and (IV) Approving Related Notice Procedures* (Docket No. 1949) (the "Motion"), filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors");¹ the Court having reviewed the Motion, the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession* (Docket No. 2528) (the "Disclosure Statement"), filed by the Debtors on May 25, 2016, and all prior versions of the Disclosure Statement and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing"); objections to, and reservations of rights related to, the Disclosure Statement (collectively, the "Objections") having been filed by: (i) H.C. Dickinson, LLC

¹ Capitalized terms not defined herein have the meanings given to them in the Motion or the applicable exhibits to the Motion.



(Docket No. 2377); (ii) Caterpillar Financial Services Corporation (Docket No. 2378); (iii) SLS West, Inc. (Docket No. 2385); (iv) Strata Safety Products, LLC (Docket No. 2387); (v) Rowland Land Company, LLC (Docket No. 2388); (vi) Kentucky River Properties LLC and Timberlands, LLC (Docket No. 2389); (vii) Shonk Land Company, LLC (Docket No. 2391); (viii) Engineered Fluid, Inc. (Docket No. 2393); (ix) Honey Island Coal Co., LLC d/b/a Federal Coal Company (Docket No. 2394); (x) Natural Resource Partners L.P., WPP LLC, ACIN LLC, WBRD, LLC, and Western Pocahontas Properties, LP (Docket No. 2396); (xi) Kanawha Scales & Systems, Inc., Phillips Machine Service, Inc., Elite Coal Services, LLC and Superior Coal Services, LLC (Docket No. 2358); (xii) Harman Mining Corporation, Harman Development Corporation, Sovereign Coal Sales, Inc., and Hugh M. Caperton (Docket No. 2364); (xiii) City National Bank of West Virginia as trustee under a trust agreement with A.M. Prichard, III, Sarah Ann Prichard, and Lewis Prichard, J.A. Holley Trust, PRC Holdings, LLC, Prichard School, LLC, and Riverside Park, Inc. (Docket No. 2366); (xiv) the United States Trustee (Docket Nos. 2376; 2466); (xv) Liberty Insurance Company (Docket No. 2379); (xvi) Big Sandy Coal Company, L.P. (Docket No. 2380); (xvii) Lexon Insurance Company and Bond Safeguard Insurance Company (Docket Nos. 2384; 2463; 2469); (xviii) Aspen American Insurance Company, Fidelity & Deposit Company of Maryland, Indemnity National Insurance Company, Travelers Casualty & Surety Company of America, and Zurich American Insurance Company (Docket Nos. 2392; 2470; 2482); (xix) Sierra Club, West Virginia Highlands Conservancy and Ohio Valley Environmental Coalition (Docket Nos. 2395; 2475); (xx) Ricky Preece (Docket No. 2406); (xxi) Connie Howard Brown (Docket No. 2407); (xxii) United Mine Workers of America 1974 Pension Plan and Trust (Docket No. 2459); (xxiii) Chubb Companies (Docket No. 2462); (xxiv) PNC Equipment Finance, LLC (Docket No. 2465); (xxv) Earth Support Services, Inc.

d/b/a Micon (Docket No. 2477); (xxvi) Carbon Resources, Inc. (Docket No. 2478); (xxvii) Swank Construction Company, LLC (Docket No. 2480); (xxviii) Nina G. Preece (Docket No. 2483); and (xxix) the United States of America (Docket No. 2486); a notice of withdrawal (Docket No. 2507) of the objection to the Motion filed by the United Mine Workers of America having been filed on May 24, 2016; the Court having reviewed the statement in support of the approval of the Disclosure Statement filed by the West Virginia Department of Environmental Protection (Docket Nos. 2473; 2481) and the reply of the Debtors in further support of the Motion and in response to the Objections (Docket No. 2525) (the "Reply"); the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (iii) notice of the Motion and the Hearing was adequate under the circumstances, (iv) the Disclosure Statement contains "adequate information" within the meaning of section 1125 of the Bankruptcy Code, (e) the Solicitation Procedures (as they may be modified herein) provide a fair and equitable voting process and fully comply with the applicable requirements of the Bankruptcy Code, Bankruptcy Rules 2002, 3017 and 3018, and the Local Bankruptcy Rules and (f) the Confirmation Procedures (as they may be modified herein) fully comply with the applicable requirements of the Bankruptcy Code, Bankruptcy Rules 2002, 3017 and 3020, and the Local Bankruptcy Rules; and the Court having determined that the legal and factual bases set forth in the Motion and the Reply and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Disclosure Statement, as filed with the Court on May 25, 2016, is

APPROVED, pursuant to section 1125 of the Bankruptcy Code.

3. Any Objections or responses to the Disclosure Statement or the Motion or other reservations of rights, including any statements on the record at the Hearing, that have not been withdrawn, waived or settled prior to the entry of this Order are hereby OVERRULED; provided that nothing herein shall prejudice any party in raising any objections to confirmation of the Plan.

4. The Debtors are authorized to make non-material modifications, corrections or updates to the Disclosure Statement and the Plan prior to dissemination of the Disclosure Statement.

5. The Solicitation Procedures (as they may be modified herein), including the form of the Ballots (substantially in the form attached hereto collectively as Annex 1), the Solicitation Packages, the Tabulation Rules, the Noteholder Solicitation Procedures and other solicitation procedures described in the Motion (and the form and manner of notice of each of the foregoing, as may be described in the Motion and on the Exhibits thereto) are approved.

6. Based on the Debtors' proposed confirmation schedule, to be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered to the Solicitation and Tabulation Agent either by (a) mail in the return envelope provided with each Ballot, (b) overnight courier or (c) personal delivery so that, in each case, all Ballots are received by the Solicitation and Tabulation Agent **no later than 5:00 p.m., Eastern Time, on June 29, 2016**, or such other date established by the Debtors that is at least 28 days after the commencement of the solicitation period (the "Voting Deadline"). Notwithstanding the preceding sentence, to accommodate the additional tabulation activities that must be performed by Master Ballot Agents, Master Ballots may be submitted by electronic mail so that they are received by the Solicitation and Tabulation Agent prior to the Voting Deadline. Except as set

forth in the preceding sentence, no Ballots may be submitted by facsimile or electronic mail, and any Ballots submitted by facsimile or electronic mail will neither be accepted nor counted.

7. To permit solicitation of the Plan to begin promptly after entry of this Order, May 18, 2016 shall be the record date pursuant to Bankruptcy Rule 3017(d) for purposes of determining which creditors and equity security holders are entitled to receive Solicitation Packages and, where applicable, vote on the Plan (the "Record Date").

8. Consistent with the Disclosure Statement, the Plan and section 1126(g) of the Bankruptcy Code, the Solicitation Procedures are hereby modified to provide that the Debtors shall solicit votes from holders of Class 4 Claims, as such Claims are now impaired under the Plan. Accordingly, the Non-Voting Classes under the Plan are Classes 1, 5, 7, 8, 9, 10 and 11.² Solicitation of votes to accept or reject the Plan from the Non-Voting Classes is not required.

9. The Confirmation Procedures (as they may be modified herein), the Confirmation Hearing Notice (substantially in the form attached hereto as Annex 2), and the Notice of Non-Voting Status (substantially in the form attached hereto as Annex 3) are approved. Without limiting the foregoing, the Debtors are authorized to publish a notice (which notice may be substantially in the form of the Confirmation Hearing Notice) of the Confirmation Hearing, the Confirmation Objection Deadline (as set forth in paragraph 11 below) and the Voting Deadline by June 8, 2016, or such other day that is not less than 28 days before the commencement of the Confirmation Hearing, one time in the national edition of USA Today as

² As explained in the Motion, holders of Claims or Interests in Classes 7 (Prepetition Intercompany Claims) and 11 (Subsidiary Debtor Equity Interests) are either Debtors or affiliates of Debtors, so the Debtors are not required to send either Solicitation Packages or Notices of Non-Voting Status to holders of these Claims or Interests.

well as the Richmond Times-Dispatch. Additionally, the Debtors shall publish the Confirmation Hearing Notice on the Debtors' Document Website.

10. The Confirmation Hearing is scheduled to be held before the Honorable Kevin R. Huennekens, United States Bankruptcy Judge, in the United States Bankruptcy Court, 701 East Broad Street, Courtroom 5000, Richmond, Virginia 23219 on July 7, 2016, at 10:00 a.m., Eastern Time. The Confirmation Hearing may be continued from time to time by the Court without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

11. Objections to confirmation of the Plan, if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (c) state with particularity the basis and nature of any objection to the confirmation of the Plan and (d) be filed with the Court and served on the following parties so that they are received no later than **June 29, 2016**, or such other date established by the Debtors that is at least 28 days after service of the Solicitation Packages:

- the Debtors, c/o Alpha Natural Resources, Inc., One Alpha Place, Bristol, Virginia 24202 (Attn: Mark M. Manno);
- counsel to the Debtors, Jones Day, North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: David G. Heiman, Carl E. Black and Thomas A. Wilson); Hunton & Williams LLP, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219 (Attn: Tyler P. Brown and Henry P. (Toby) Long, III);
- the Office of the United States Trustee, 701 East Broad Street, Suite 4304, Richmond, Virginia 23219 (Attn: Robert B. Van Arsdale and Shannon Pecoraro); the Office of the United States Trustee, 101 W. Lombard Street, Suite 2650, Baltimore, Maryland 21201 (Attn: Hugh M. Bernstein);
- counsel to the Creditors' Committee, Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Place, New York, New York 10005 (Attn: Dennis F. Dunne, Evan R. Fleck and Eric K. Stodola); Milbank, Tweed, Hadley & McCloy LLP, 1850 K Street, NW, Suite 1100, Washington, D.C. 20006 (Attn: Andrew M. Leblanc); Sands Anderson PC, P.O. Box 1998,

Richmond, Virginia 23218-1998 (Attn: William A. Gray, W. Ashley Burgess and Roy M. Terry, Jr.);

- counsel to the Retiree Committee, Tavenner & Beran, PLC, 20 North Eighth Street, Second Floor, Richmond, Virginia 23219 (Attn: Lynn Lewis Tavenner, Paula S. Beran and David N. Tabakin); Harman, Claytor, Corrigan & Wellman, P.O. Box 70280, Richmond, Virginia 23235 (Attn: John R. Owen, Jeremy D. Capps and Melissa Y. York);
- counsel to the DIP Agent and the First Lien Agent, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Damian S. Schaible, Damon P. Meyer and Bradley A. Schechter); McGuireWoods LLP, 800 East Canal Street, Richmond, Virginia 23219 (Attn: Dion W. Hayes, Sarah B. Boehm and K. Elizabeth Sieg);
- counsel to the *Ad Hoc* Committee of Second Lien Noteholders, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022 (Attn: Paul M. Basta, Stephen E. Hessler and Gregory F. Pesce); Kutak Rock LLP, Bank of America Center, 1111 East Main Street, Suite 800, Richmond, Virginia 23219-3500 (Attn: Michael A. Condyles, Peter J. Barrett and Jeremy S. Williams);
- counsel to the Second Lien Notes Trustee, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (Attn: Jayme T. Goldstein, Kenneth Pasquale and Gabriel E. Sasson); Kutak Rock LLP, Bank of America Center, 1111 East Main Street, Suite 800, Richmond, Virginia 23219-3500 (Attn: Peter J. Barrett and Jeremy S. Williams); and
- counsel to the UMWA, Saul Ewing LLP, One Riverfront Plaza, Suite 1520, 1037 Raymond Boulevard, Newark, New Jersey 07102-5426 (Attn: Sharon L. Levine); Kaplan Voekler Cunningham & Frank, PLC, 1401 East Cary Street, Richmond, Virginia 23219 (Attn: Troy Savenko).

12. Unless otherwise permitted or directed by the Court, the Debtors shall file the Tabulation Affidavit by July 6, 2016, and the Debtors or any other interested party may file a consolidated reply to any objections to the Plan so that such replies are received by July 6, 2016 at 10:00 a.m., Eastern Time.

13. The Debtors are authorized and empowered to take (or to refrain from taking) any action and expend such funds as necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further Order of the Court, including, but not

limited to, the preparation, filing and service upon holders of Second Lien Noteholder Claims of instructions and procedures regarding how such holders may exercise the NewCo ABL Participation Rights (as such terms are defined in the Plan) to be distributed to such holders pursuant to the Plan.

14. The Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation of this Order.

Dated: May 26 2016, 2016
Richmond, Virginia

/s/ Kevin R Huennekens
UNITED STATES BANKRUPTCY JUDGE

Entered on Docket:5/26/16

WE ASK FOR THIS:

Respectfully submitted,

/s/ Henry P. (Toby) Long, III
Tyler P. Brown (VSB No. 28072)
J.R. Smith (VSB No. 41913)
Henry P. (Toby) Long, III (VSB No. 75134)
Justin F. Paget (VSB No. 77949)
HUNTON & WILLIAMS LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
Telephone: (804) 788-8200
Facsimile: (804) 788-8218

David G. Heiman (admitted *pro hac vice*)
Carl E. Black (admitted *pro hac vice*)
Thomas A. Wilson (admitted *pro hac vice*)
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212

Counsel to the Debtors and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Henry P. (Toby) Long, III

ANNEX 1

Ballots

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)

**BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF DEBTORS AND DEBTORS IN POSSESSION**

CLASS 2: SECURED FIRST LIEN LENDER CLAIMS

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016**

Certain of the above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as it may be amended from time to time, the "Plan"). Capitalized terms not otherwise defined herein have the meanings given to them in the Plan. The Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") has approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (the "Disclosure Statement") as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [___], 2016 (the "Disclosure Statement Order"). The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this Ballot because you are a holder of a claim in Class 2 against the Debtor specified in Item 1 below as of May 18, 2016 (the "Record Date"). Class 2 consists of Secured First Lien Lender Claims, as such term is defined in the Plan. As the holder of a Class 2 claim on the Record Date, you have a right to vote to accept or reject the Plan.

Your rights are described in the Disclosure Statement, which is included in the solicitation package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received solicitation package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation packages, you may (a) download such documents (excluding the Ballots) from the Debtors' document website at kccllc.net/alpharestructuring or (b) contact Kurtzman Carson Consultants LLC (the "Solicitation and Tabulation Agent") by (i) toll-free telephone for U.S. and Canadian callers at (888) 249-2703 and for callers outside the United States or Canada at +1 (310) 751-2602, (ii) e-mail at alphanrinfo@kccllc.com or (iii) writing to Alpha Natural Resources Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245. Copies of these documents may also be obtained for a fee by visiting the Bankruptcy Court's website at vaeb.uscourts.gov. Please be advised that the Solicitation and Tabulation Agent is not permitted to provide legal advice.

This Ballot may not be used for any purpose other than casting a vote to accept or reject the Plan, electing certain treatment and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Solicitation and Tabulation Agent immediately at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your claim. Your claim has been placed in Class 2 under the Plan against the Debtor specified in Item 1 below. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (a) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the claims in each impaired class of claims who vote on the Plan and (b) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the class or classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

TO HAVE YOUR VOTE COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT TO ALPHA NATURAL RESOURCES BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245, SO THAT IT IS RECEIVED BY 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016. BALLOTS SUBMITTED BY EMAIL OR FACSIMILE WILL NOT BE ACCEPTED. BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED WITH AN ORIGINAL SIGNATURE ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class 2 (Secured First Lien Lender Claims) Vote. The undersigned, a holder of a Secured First Lien Lender Claim in Class 2 of the Plan against the Debtors in the amount set forth below, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.

Creditor: _____

Claim Amount: \$ _____

Item 2. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned also acknowledges that the undersigned has cast the same vote with respect to all claims in a single class and that no other Ballots with respect to the amount of the claims identified in Item 1 above have been cast or, if any other Ballots have been cast with respect to such claims, then any such earlier received Ballots are hereby revoked. The undersigned understands that, if this Ballot is otherwise validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as having been cast.

Name

Social Security or Federal Tax I.D. No. (optional)

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Email Address

Date Completed

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE BALLOT**

1. The Debtors are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as it may be amended from time to time).
2. **The Bankruptcy Court may confirm the Plan and thereby bind you if, among other things, the Plan is confirmed. Please review the Disclosure Statement and Plan for more information.**
3. In the boxes provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. ***If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.***
4. Complete the Ballot by providing all the information requested and sign, date and return the originally signed Ballot by mail, overnight courier or personal delivery to the Solicitation and Tabulation Agent at the following address:

Alpha Natural Resources Ballot Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245

- BALLOTS MUST BE RECEIVED BY THE SOLICITATION AND TABULATION AGENT BY 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016 (THE "VOTING DEADLINE"). IF A BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. AN ENVELOPE ADDRESSED TO THE SOLICITATION AND TABULATION AGENT IS ENCLOSED FOR YOUR CONVENIENCE. BALLOTS SUBMITTED BY EMAIL, FACSIMILE OR OTHER ELECTRONIC MEANS WILL NOT BE ACCEPTED. BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.**
5. If you hold claims in more than one voting class under the Plan, or if you hold multiple claims within the same voting class under the Plan, you may receive a separate Ballot for each such claim, coded by class number and description, and a set of solicitation materials. **Each Ballot you receive is for voting only those claims described on that Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Secured First Lien Lender Claims in Class 2 under the Plan.** You must vote all of your claims within a single class under the Plan either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different claims within a single class under the Plan and the Ballots are not voted in the same manner, such Ballots will not be counted. If you hold any portion of a single claim, you and all other holders of any portion of such claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such claim collectively either to accept or reject the Plan. In the event a group of Ballots received from the various holders of multiple portions of a single claim partially accepts and partially rejects the Plan, such Ballots will not be counted.
 6. **The following Ballots will NOT be counted:**
 - a. any Ballot received after the Voting Deadline unless the Bankruptcy Court has authorized the counting and/or consideration of such Ballot;
 - b. any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the claim;
 - c. any Ballot cast by an entity that (i) does not hold a claim in a class that is entitled to vote to accept or reject the Plan or (ii) is not otherwise entitled to vote pursuant to the procedures described in the Disclosure Statement Order;
 - d. any Ballot sent to the Debtors, the Bankruptcy Court or any other party other than the Solicitation and Tabulation Agent;
 - e. any inconsistent or duplicate Ballots that are simultaneously cast with respect to the same claim;
 - f. any Ballot transmitted to the Solicitation and Tabulation Agent by email, facsimile or other means not specifically approved in the Disclosure Statement Order;

- g. any unsigned Ballot;
 - h. any Ballot that does not contain an original signature; or
 - i. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
7. The attached Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Plan. *Holders of Class 2 claims should not surrender certificates (if any) representing their Claims at this time, and neither the Debtors nor the Solicitation and Tabulation Agent will accept delivery of any such certificates transmitted together with a Ballot.* Surrender of securities for exchange pursuant to the Plan may be made only pursuant to a letter of transmittal, which will be furnished by the Debtors (or their agent), if necessary, after confirmation of the Plan by the Bankruptcy Court.
8. Your claim has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules approved by the Bankruptcy Court (the "Tabulation Rules"). The Tabulation Rules are set forth in the *Notice of (A) Deadline for Casting Votes to Accept or Reject Joint Plan of Reorganization, (B) Hearing to Consider Confirmation of Joint Plan of Reorganization and (C) Related Matters*, which is enclosed with the solicitation materials you received along with this Ballot. The temporary allowance of your claim for voting purposes does not constitute an allowance of your claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors or any other party in interest in any other context (e.g., the right of the Debtors or any other party in interest to contest the amount or validity of any claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance of your claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) June 15, 2016 or (b) 10 days after the date of service of a notice of an objection, if any, to your claim. Unless the Bankruptcy Court orders otherwise, your claim will not be counted as a vote in excess of the amount as determined in accordance with the tabulation rules approved by the Bankruptcy Court, regardless of the amount identified in Item 1 of the Ballot. If a lesser amount is identified in Item 1 of the Ballot, your claim will be counted as a vote in such lesser amount.
9. The Ballot does not constitute and shall not be deemed a proof of claim or interest or an assertion of a claim or interest.
10. If you cast more than one Ballot voting the same claim prior to the Voting Deadline, the last, properly executed Ballot received by the Solicitation and Tabulation Agent before the Voting Deadline (as determined by the Solicitation and Tabulation Agent) will be deemed to reflect your intent either to accept or reject the Plan.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Solicitation and Tabulation Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or, if no such mailing label is attached, to the Ballot.

PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE SOLICITATION AND TABULATION AGENT, KURTZMAN CARSON CONSULTANTS LLC, BY (I) TOLL-FREE TELEPHONE FOR U.S. AND CANADIAN CALLERS AT (888) 249-2703 AND FOR CALLERS OUTSIDE THE UNITED STATES OR CANADA AT +1 (310) 751-2602, (II) E-MAIL AT ALPHANRINFO@KCCLLC.COM OR (III) WRITING TO ALPHA NATURAL RESOURCES BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245.

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)

BALLOT FOR VOTING TO ACCEPT OR REJECT JOINT PLAN OF REORGANIZATION OF DEBTORS AND DEBTORS IN POSSESSION

**CLASS 3: SECURED SECOND LIEN NOTEHOLDER CLAIMS –
BALLOT FOR BENEFICIAL HOLDERS**

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS CAREFULLY BEFORE COMPLETING THIS BALLOT.

TO HAVE YOUR VOTE COUNTED, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT TO YOUR BROKER, BANK, DEALER OR OTHER AGENT OR NOMINEE (EACH, A "MASTER BALLOT AGENT") WITH ENOUGH TIME TO ALLOW FOR YOUR MASTER BALLOT AGENT TO CAST YOUR VOTE ON A MASTER BALLOT SO THAT THE MASTER BALLOT IS ACTUALLY RECEIVED BY KURTZMAN CARSON CONSULTANTS LLC (THE "SOLICITATION AND TABULATION AGENT") PRIOR TO 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016 (THE "VOTING DEADLINE"). YOUR BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED IN ACCORDANCE WITH THE FOLLOWING:

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR MASTER BALLOT AGENT:

YOU MUST RETURN THIS BALLOT TO YOUR MASTER BALLOT AGENT IN THE ENVELOPE PROVIDED OR IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY YOUR MASTER BALLOT AGENT.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO THE SOLICITATION AND TABULATION AGENT:

YOU MUST RETURN THIS BALLOT DIRECTLY TO THE SOLICITATION AND TABULATION AGENT IN THE ENVELOPE PROVIDED PRIOR TO THE VOTING DEADLINE.

The above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as may be amended from time to time, the "Plan"). Capitalized terms not otherwise defined herein have the meanings given to them in the Plan. The Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") has approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (the "Disclosure Statement") as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [____], 2016 (the "Disclosure Statement Order"). The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this Ballot because you are a holder of a claim in Class 3 as of May 18, 2016 (the "Record Date"). Class 3 consists of Secured Second Lien Noteholder Claims, as that term is defined in the Plan. As a holder of a Class 3 claim on the Record Date, you have a right to vote to accept or reject the Plan. The CUSIP for the notes related to your claim is identified in the footer to this Ballot.

Your rights are described in the Disclosure Statement, which is included in the solicitation package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received solicitation package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation packages, you may (a) download such documents (excluding the Ballots) from the Debtors' document website at www.kccllc.net/alpharestructuring or (b) contact the Solicitation and Tabulation Agent, Kurtzman Carson Consultants LLC, by (i) toll-free telephone for U.S. and Canadian callers at (888) 249-2703 and for callers outside the United States or Canada at +1 (310) 751-2602 or (ii) e-mail at alphanrinfo@kccllc.com. Copies of these documents may also be obtained for a fee by visiting the Bankruptcy Court's website at vaeb.uscourts.gov. Please be advised that the Solicitation and Tabulation Agent is not permitted to provide legal advice.

This Ballot may not be used for any purpose other than casting a vote to accept or reject the Plan, electing certain treatment and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Solicitation and Tabulation Agent immediately at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your claim. Your claim has been placed in Class 3 under the Plan. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (a) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the claims in each impaired class of claims who vote on the Plan and (b) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the class or classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

THIS BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLAN. HOLDERS SHOULD NOT SURRENDER CERTIFICATES, IF ANY, REPRESENTING THE NOTES AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR SOLICITATION AND TABULATION AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

**BALLOTS SUBMITTED BY EMAIL OR FACSIMILE WILL NOT BE ACCEPTED.
BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.**

**AGAIN, PLEASE READ THE ATTACHED VOTING INFORMATION AND
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1 THROUGH 5. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 2, OR IF BOTH BOXES ARE CHECKED IN ITEM 2, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Voting Classification and Amount. The undersigned hereby certifies that as of the Record Date, the undersigned was the holder of claims, in the following principal amount (insert amount below). If your claims are held by a Master Ballot Agent on your behalf and you do not know the amount of your claim, please contact your Master Ballot Agent immediately.

\$ _____
(enter amount)

Item 2. Vote. The holder of the claims identified in Item 1 above votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.

YOUR VOTE ON THIS BALLOT FOR CLAIMS IN CLASS 3 SHALL BE APPLIED TO EACH DEBTOR AGAINST WHOM YOU HAVE A CLASS 3 CLAIM.

Item 3. Certifications and Acknowledgments.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (i) that either: (a) the undersigned is the holder of the claims being voted or (b) the undersigned is an authorized signatory for a holder of the claims being voted;
- (ii) that the undersigned has received a copy of the Disclosure Statement and the solicitation package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;¹
- (iii) that the undersigned has cast the same vote with respect to all claims in a single class; and
- (iv) that no other Ballots with respect to the amount of the claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such claims, then any such earlier received Ballots are hereby revoked.

Item 4. Certifications as to Notes Held in Additional Accounts

By completing and returning this Ballot, the undersigned beneficial owner on behalf of which this Ballot is being cast (the "Beneficial Owner") certifies that either: (a) it has not submitted any other Ballots in respect of its Class 3 claims held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Class 3 claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan to the extent such claims are in the same class (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED OTHER CLASS 3 CLAIMS ON A BALLOT OTHER THAN THIS BALLOT.

	Name of Beneficial Owner ²	Account Number for Other Account (If Applicable)	Name of Broker, Bank, Dealer or Other Agent or Nominee for Other Account (If Applicable)	Principal Amount of Notes Giving Rise to Claims	Class of Other Claims Voted	CUSIP of Other Notes Giving Rise to Claims Voted
1.						
2.						
3.						

To be counted, a Beneficial Owner must vote *all* of its Class 3 claims either to accept or reject the Plan. No split votes will be permitted.

¹ Submission of electronic instructions to your nominee (if permitted by such nominee) shall have the same effect as if you had completed and returned a physical Ballot. By making an electronic submission, you are representing that you reviewed the Ballot in its entirety and have received a copy of the Plan and Disclosure Statement for your review and consideration.

² List your name if the claim is held by you in record name. If the claim is held in "street name," please list the name of your Master Ballot Agent.

Item 5. Acknowledgements. The undersigned acknowledge(s) and understand(s) that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as having been cast.

Name

Social Security or Federal Tax I.D. No. (optional)

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Email Address

Date Completed

PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT PROMPTLY.

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE BALLOT**

1. The Debtors are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as it may be amended from time to time).
2. **The Bankruptcy Court may confirm the Plan and thereby bind you if, among other things, the Plan is confirmed. Please review the Disclosure Statement and Plan for more information.**
3. To ensure that your vote is counted, you must: (a) complete your Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) clearly sign and return your Ballot to the address set forth on the enclosed pre-addressed envelope in accordance with paragraph 4 below. ***If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.***
4. **Return of Ballots:** To ensure your vote is counted toward confirmation of the Plan, please read the following information carefully so that you understand where your Ballot must be sent in order for it to be received before the Voting Deadline:
 - (a) If you have a Master Ballot Agent: You must return your Ballot in the return envelope addressed to your Master Ballot Agent (or otherwise follow your Master Ballot Agent's instructions) so that it is directly returned to your Master Ballot Agent according to the accompanying instructions provided by your Master Ballot Agent, and in any event in sufficient time to permit your Master Ballot Agent to deliver a Master Ballot including your vote to the Solicitation and Tabulation Agent prior to the Voting Deadline.
 - (b) If you have no Master Ballot Agent: You must return your Ballot in the return envelope addressed directly to the Solicitation and Tabulation Agent, so as to be actually received by the Solicitation and Tabulation Agent on or before the Voting Deadline.

You should submit your ballot to your Master Ballot Agent as soon as possible. **BALLOTS SUBMITTED MUST BE RECEIVED BY THE SOLICITATION AND TABULATION AGENT FROM YOU OR YOUR MASTER BALLOT AGENT BY 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016. IF A BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. AN ENVELOPE ADDRESSED TO THE SOLICITATION AND TABULATION AGENT OR MASTER BALLOT AGENT IS ENCLOSED FOR YOUR CONVENIENCE. BALLOTS SHOULD NOT BE SENT TO THE DEBTORS OR YOUR INDENTURE TRUSTEE.**

5. **The following Ballots will NOT be counted:**
 - a. any Ballot received after the Voting Deadline unless the Bankruptcy Court has authorized the counting and/or consideration of such Ballot;
 - b. any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the claim;
 - c. any Ballot cast by an entity that (i) does not hold a claim in a class that is entitled to vote to accept or reject the Plan or (ii) is not otherwise entitled to vote pursuant to the procedures described in the Disclosure Statement Order;
 - d. any Ballot sent to a party other than the Solicitation and Tabulation Agent or Master Ballot Agent, as applicable (e.g., the Debtors or the Bankruptcy Court);
 - e. any inconsistent or duplicate Ballots that are simultaneously cast with respect to the same claim;
 - f. any Ballot transmitted to the Solicitation and Tabulation Agent by facsimile or other means not specifically approved in the Disclosure Statement Order;

- g. any unsigned Ballot;
 - h. any Ballot that does not contain an original signature; or
 - i. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
6. The method of delivery of a Ballot to the Master Ballot Agent or Solicitation and Tabulation Agent, as applicable, is at the election and risk of each holder of a claim. Except as otherwise provided herein, such delivery will be deemed made only when the Solicitation and Tabulation Agent **actually receives** the Master Ballot incorporating the Ballot or the originally executed Ballot, as applicable. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.
7. If you cast more than one Ballot voting the same claim prior to the Voting Deadline, the last properly executed Ballot received by the Solicitation and Tabulation Agent before the Voting Deadline (as determined by the Solicitation and Tabulation Agent) will be deemed to reflect your intent either to accept or reject the Plan. After the Voting Deadline, a record holder or Beneficial Owner may only change its vote reflected on the last such properly executed Ballot with the approval of the Bankruptcy Court.
8. **YOUR VOTE ON THIS BALLOT FOR CLAIMS IN CLASS 3 SHALL BE APPLIED TO EACH DEBTOR AGAINST WHOM YOU HAVE A CLASS 3 CLAIM.**
9. You must vote all of your claims within a class either to accept or reject the Plan and may not split your vote.
10. The attached Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. *Holders of notes should not surrender certificates (if any) representing their notes at this time, and neither the Debtors nor the Solicitation and Tabulation Agent will accept delivery of any such certificates transmitted together with a Ballot.* Surrender of securities for exchange pursuant to the Plan may be made only pursuant to a letter of transmittal, which will be furnished, if necessary, by the Debtors (or their agent) after confirmation of the Plan by the Bankruptcy Court.
11. The Ballot does not constitute and shall not be deemed a proof of claim or interest or an assertion of a claim or interest.
12. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Solicitation and Tabulation Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
13. If you hold claims in more than one voting class under the Plan, you may receive a separate Ballot for each class of claims, coded by class number, and a set of solicitation materials. You may also receive more than one Ballot if you: (a) hold more than one issue of notes issued by one or more of the Debtors; (b) are the beneficial owner of notes issued by a Debtor and held in street name through more than one Master Ballot Agent; or (c) are the beneficial owner of notes issued by a Debtor and registered in your own name as well as the beneficial owner of notes issued by a Debtor and registered in street name. You must vote all of your claims within a single class under the Plan either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different claims with a single class under the Plan and the Ballots are not voted in the same manner, such Ballots shall not be counted. If you hold any portion of a single claim, you and all other holders of any portion of such claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such claim collectively either to accept or reject the Plan. In the event a group of Ballots received from the various holders of multiple portions of a single claim partially accepts and partially rejects the Plan, such Ballots shall not be counted.
14. If you have cast additional Ballots on account of the beneficial ownership of any notes, you must complete Item 4. With respect to any such additional Ballots, please complete the information requested in Item 4. One line should be used to identify each such separate account. Do not include in Item 4 information relating to claims being voted on the same Ballot in Item 2. Only information relating to other Ballots voted on account of the beneficial ownership of notes giving rise to claims in Class 3 under the Plan should be included in Item 4. Please note that the information provided in Items 1 and 4 must, taken together, identify *all* of your holdings of notes giving rise to Class 3 claims.

15. Your Class 3 claim has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with certain tabulation rules approved by the Bankruptcy Court (the "Tabulation Rules"). The Tabulation Rules are set forth in the *Notice of (A) Deadline for Casting Votes to Accept or Reject Joint Plan of Reorganization, (B) Hearing to Consider Confirmation of Joint Plan of Reorganization and (C) Related Matters*, which is enclosed with the solicitation materials you received along with this Ballot. The temporary allowance of your claim for voting purposes does not constitute an allowance of your claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors or any other party in interest in any other context (e.g., the right of the Debtors or any other party in interest to contest the amount or validity of any claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance of your claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) June 15, 2016 or (b) 10 days after the date of service of a notice of an objection, if any, to your claim. Unless the Bankruptcy Court orders otherwise, your claim will not be counted as a vote in excess of the amount as determined in accordance with the claim tabulation rules approved by the Bankruptcy Court, regardless of the amount identified in Item 1 of the Ballot.

PLEASE SUBMIT YOUR BALLOT PROMPTLY.

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT,
OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING
PROCEDURES, PLEASE CONTACT THE SOLICITATION AND TABULATION AGENT,
KURTZMAN CARSON CONSULTANTS LLC, BY (I) TOLL-FREE TELEPHONE FOR U.S. AND CANADIAN
CALLERS AT (888) 249-2703 AND FOR CALLERS OUTSIDE THE UNITED STATES OR CANADA
AT +1 (310) 751-2602 OR (II) E-MAIL AT ALPHANRINFO@KCCLLC.COM.**

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)

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF DEBTORS AND DEBTORS IN POSSESSION**

**CLASS 3: SECURED SECOND LIEN NOTEHOLDER CLAIMS –
MASTER BALLOT FOR MASTER BALLOT AGENTS**

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS
5:00 P.M., EASTERN TIME, ON JUNE 29, 2016**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as may be amended from time to time, the "Plan"). Capitalized terms not otherwise defined herein have the meanings given to them in the Plan. The Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") has approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (the "Disclosure Statement") as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [____], 2016 (the "Disclosure Statement Order"). The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this master ballot ("Master Ballot") because the Debtors' records indicate that you are a broker, bank, dealer or other agent or nominee (a "Master Ballot Agent") of a beneficial owner of Class 3 claims ("Beneficial Owner"),¹ as of May 18, 2016 (the "Record Date"). Class 3 consists of Secured Second Lien Noteholder Claims, as that term is defined in the Plan. The CUSIP for the Notes related to the claims of Beneficial Owners are identified in the footer to this Ballot.

**MASTER BALLOT AGENTS SHOULD USE THIS
MASTER BALLOT TO CAST VOTES TO ACCEPT OR REJECT THE PLAN.**

Your rights are described in the Disclosure Statement, which is included in the solicitation package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received solicitation package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation packages, you may (a) download such documents (excluding the Ballots) from the Debtors' document website at www.kccllc.net/alpharestructuring or (b) contact Kurtzman Carson Consultants LLC (the "Solicitation and Tabulation Agent") by (i) toll-free telephone for U.S. and Canadian callers at (877) 833-4154 and for callers outside the United States or Canada at +1 (917) 281-4800, (ii) e-mail at alphanrinfo@kccllc.com or (iii) writing to Alpha Natural Resources Ballot Processing, c/o Kurtzman Carson Consultants LLC, 1290 Avenue of the Americas, Ninth Floor, New York, New York 10104. Copies of these documents may also be obtained for a fee by visiting the Bankruptcy Court's website at vaeb.uscourts.gov. Please be advised that the Solicitation and Tabulation Agent is not permitted to provide legal advice.

This Ballot may not be used for any purpose other than casting a vote to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received

¹ A "Beneficial Owner" means a beneficial owner of the Second Lien Notes (as such term is defined in the Plan) (the "Notes"), whose claims (a) have not been satisfied prior to the Record Date pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Master Ballot Agent (or its own records if it holds such Notes on its own behalf) and (b) are held through Wilmington Trust, N.A., in its capacity as indenture trustee for the Second Lien Notes.

the wrong Ballot, please contact the Solicitation and Tabulation Agent immediately at the address or telephone number set forth above.

You should immediately distribute the Ballots and the Solicitation Packages to all Beneficial Owners of claims and take any action required, including providing appropriate instructions to the Beneficial Owners for completing and returning any pre-validated Ballots, to enable each such Beneficial Owner to vote timely the claims that it holds. Any Ballot returned to you by a Beneficial Owner of a claim shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver, to the Solicitation and Tabulation Agent, a Master Ballot that reflects the vote of such Beneficial Owners by 5:00 p.m., Eastern Time, on June 29, 2016 (the "Voting Deadline") or otherwise validate the Ballot in a manner acceptable to the Solicitation and Tabulation Agent.

The Bankruptcy Court may confirm the Plan and thereby bind all holders of claims.

TO HAVE THE VOTES OF YOUR BENEFICIAL OWNERS COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, YOU MUST RETURN THIS MASTER BALLOT (A) BY MAIL, OVERNIGHT COURIER OR PERSONAL DELIVERY TO ALPHA NATURAL RESOURCES BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 1290 AVENUE OF THE AMERICAS, NINTH FLOOR, NEW YORK, NEW YORK 10104 OR (B) BY EMAIL AT ANRBALLOT@KCCLLC.COM, SO THAT IT IS RECEIVED BY 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016.

BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.

THIS MASTER BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLAN. HOLDERS SHOULD NOT SURRENDER CERTIFICATES, IF ANY, REPRESENTING THE NOTES AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR SOLICITATION AND TABULATION AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Certification of Authority to Vote. The undersigned certifies that as of the Record Date, the undersigned (please check appropriate box):

- Is a broker, bank or other nominee for the beneficial holders of the principal amount of the Notes or otherwise on this Master Ballot in the principal amount listed in Item 2 below, and is the registered holder or Master Ballot Agent of such securities;
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank or other nominee that is the registered holder or Master Ballot Agent of the principal amount of Notes listed in Item 2 below; or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank or other nominee, or a beneficial holder, that is the registered holder or Master Ballot Agent of the principal amount of Notes listed in Item 2 below,

and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial holders of the Notes described in Item 2.

Item 2. Votes on the Plan Cast by Beneficial Owners. The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the Beneficial Owners of Class 3 claims, as identified by their respective account numbers, that have delivered duly completed Beneficial Owner Ballots to the undersigned voting to accept or reject the Plan. Any Ballot executed by a holder that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.

(Please complete the information requested below. Attach additional sheets if necessary.)

BENEFICIAL OWNER	PRINCIPAL AMOUNT OF NOTES GIVING RISE TO CLAIMS IN CLASS 3 VOTED:	
	To ACCEPT the Plan	To REJECT the Plan
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
TOTALS		

THE VOTES OF YOUR BENEFICIAL OWNERS ON THIS BALLOT GIVING RISE TO CLASS 3 CLAIMS SHALL BE APPLIED TO EACH DEBTOR AGAINST WHOM YOUR BENEFICIAL OWNERS HAVE A CLASS 3 CLAIM.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the information provided below (including any information on additional sheets attached hereto) is a true and accurate schedule on which the undersigned has transcribed the information, if any, provided in Item 4 of each Beneficial Owner Ballot received from a Beneficial Owner of Notes.

(Please complete the information requested below. Attach additional sheets if necessary.)

Your Customer Account Number For Each Beneficial Owner	INFORMATION TO BE TRANSCRIBED FROM ITEM 4 OF BENEFICIAL OWNER BALLOTS REGARDING OTHER BALLOTS CAST IN RESPECT OF CLASS 3 CLAIMS			
	Customer Account Number for Other Account	Name of Broker, Bank, Dealer or Other Agent or Nominee for Other Account (If Applicable)	Principal Amount of Notes Giving Rise to Claims	CUSIP of Other Notes Giving Rise to Claims Voted
1.				
2.				
3.				
4.				

Item 4. Additional Certifications. By signing this Master Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- a. that the undersigned has received a copy of the Disclosure Statement and the solicitation package, has delivered the same to the Beneficial Owners listed on the Ballots, and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- b. that the undersigned has received a completed and signed Beneficial Owner Ballot from each Beneficial Owner listed in Item 2 of the Master Ballot;
- c. that the undersigned is the registered holder of the securities being voted;
- d. that the undersigned has been authorized by each such Beneficial Owner to vote on the Plan;
- e. that the undersigned has properly disclosed: (i) the number of Beneficial Owners who completed Ballots; (ii) the respective amounts of such Beneficial Owners' Class 3 claims owned by each Beneficial Owner who completed a Ballot; (iii) each such Beneficial Owner's respective vote concerning the Plan; (iv) each such Beneficial Owner's certification as to other Class 3 claims voted, as applicable; and (v) the customer account or other identification number for each such Beneficial Owner;
- f. that each such Beneficial Owner has certified to the undersigned that it is eligible to vote on the Plan and it will maintain Ballots and evidence of separate transactions returned by Beneficial Owners (whether properly completed or defective) for at least one year after the Voting Deadline and disclose all such information to the Bankruptcy Court or the Debtors, as the case may be, if so ordered;
- g. that the undersigned acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of the undersigned's Class 3 claim(s) as described in the Plan; and
- h. that the undersigned acknowledges and agrees that the Debtors may make conforming changes to the Plan as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

Name of Master Ballot Agent

Participant Number

Signature

If by Authorized Agent, Name and Title

Street Address

City, State, Zip Code

Telephone Number

Email Address

Date Completed

PLEASE COMPLETE, SIGN, AND DATE THIS MASTER BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED OR TO THE FOLLOWING ADDRESS:

BY MAIL: Alpha Natural Resources Ballot Processing c/o Kurtzman Carson Consultants LLC 1290 Avenue of the Americas, Ninth Floor New York, New York 10104	OR BY EMAIL: ANRBallot@kccllc.com
---	---

YOUR MASTER BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS JUNE 29, 2016, AT 5:00 P.M. EASTERN TIME TO BE COUNTED TOWARD CONFIRMATION OF THE PLAN

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT**

1. The Debtors are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as it may be amended from time to time).
2. **The Bankruptcy Court may confirm the Plan and thereby bind you if, among other things, the Plan is confirmed. Please review the Disclosure Statement and Plan for more information.**
3. You should immediately distribute the Ballots and the Solicitation Package to all Beneficial Owners of claims and take any action required to enable each such Beneficial Owner to vote timely the claims that it holds. Any Ballot returned to you by a Beneficial Owner of a claim shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver, to the Solicitation and Tabulation Agent, a Master Ballot that reflects the vote of such Beneficial Owners by the Voting Deadline, which is 5:00 p.m., Eastern Time, on June 29, 2016 or otherwise validate the Ballot in a manner acceptable to the Solicitation and Tabulation Agent. **BALLOTS MUST BE RECEIVED BY THE SOLICITATION AND TABULATION AGENT BY THE VOTING DEADLINE. IF A BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. AN ENVELOPE ADDRESSED TO THE SOLICITATION AND TABULATION AGENT IS ENCLOSED FOR YOUR CONVENIENCE.**
4. With regard to any Ballots returned to you by a Beneficial Owner, you must: (a) compile and validate the votes and other relevant information of each such Beneficial Owner on the Master Ballot using the customer name or account number assigned by you to each such Beneficial Owner; (b) execute the Master Ballot; (c) transmit such Master Ballot to the Solicitation and Tabulation Agent by the Voting Deadline; and (d) retain such Ballots in your files for a period of one year after the Voting Deadline. You may be ordered to produce the Ballots to the Debtors or the Bankruptcy Court.
5. If a Master Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Master Ballots to the Solicitation and Tabulation Agent is at the election and risk of each Master Ballot Agent. Except as otherwise provided herein, such delivery will be deemed made only when the Solicitation and Tabulation Agent actually receives the originally executed Master Ballot. Instead of effecting delivery by first class mail, it is recommended, though not required, that entities use an overnight or hand delivery service. In all cases, Master Ballot Agents should allow sufficient time to assure timely delivery. No Master Ballot should be sent to any of the Debtors or their agents (other than the Solicitation and Tabulation Agent), any indenture trustee or the Debtors' financial or legal advisors and if so sent will not be counted.
6. Multiple Master Ballots may be completed and delivered to the Solicitation and Tabulation Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of votes cast on other Master Ballots. If two or more Master Ballots are inconsistent, the last properly executed Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot is submitted and the later Master Ballot(s) supplement(s) rather than supersede(s) the earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words "Additional Vote" or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.
7. If a Beneficial Owner casts more than one Ballot voting the same claim prior to the mailing deadline set by each Master Ballot Agent, the last such properly executed Ballot received (as determined by you) should be deemed to reflect such Beneficial Owner's intent either to accept or reject the Plan.
8. **The votes of your Beneficial Owners on this Ballot for Class 3 claims shall be applied to each Debtor against whom your Beneficial Owners have a Class 3 claim.**
9. The attached Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Plan. *Holders of Class 3 claims should not surrender certificates (if any) representing their Notes at this time, and neither the Debtors nor the Solicitation and Tabulation Agent will accept delivery of any such certificates transmitted together with a Master Ballot.* Surrender of securities for exchange pursuant to the Plan may be made only pursuant to a letter of transmittal, which will be furnished by the Debtors (or their agent), if necessary, after confirmation of the Plan by the Bankruptcy Court.
10. This Master Ballot does not constitute and shall not be deemed a proof of claim or interest or an assertion of a claim or interest.

11. Please be sure to sign and date your Master Ballot. You should indicate that you are signing a Master Ballot in your capacity as a trustee, administrator, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity and, if required or requested by the Solicitation and Tabulation Agent, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Owner. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.
12. If you are both the Master Ballot Agent and the Beneficial Owner of any of the Notes and you wish to vote the Class 3 claims arising therefrom, you may return a Beneficial Owner Ballot or Master Ballot for such Class 3 claims. If you choose to complete a Beneficial Owner Ballot, please refer to the instructions accompanying the Beneficial Owner Ballot.
13. To ensure that the votes on the Master Ballot are counted, you must: (a) complete your Master Ballot in accordance with these instructions; (b) clearly indicate the decision either to accept or reject the Plan in the boxes provided in Item 2 of the Master Ballot; and (c) clearly sign and return your Master Ballot (i) to the address set forth on the enclosed pre-addressed envelope in accordance with paragraph 15 below or (ii) at the email address set forth in paragraph 15 below.
14. If you believe that you have received this Master Ballot in error, please contact the Solicitation and Tabulation Agent immediately.
15. **Return of Ballots:** The Master Ballot must be returned to the Solicitation and Tabulation Agent so as to be **actually received** by the Solicitation and Tabulation Agent on or before the Voting Deadline, which is 5:00 p.m., Eastern Time, on June 29, 2016. If a Master Ballot is received after the Voting Deadline, it will not be counted. *Ballots should not be sent to the Debtors or the Indenture Trustee(s).*

<p>BY MAIL:</p> <p>Alpha Natural Resources Ballot Processing c/o Kurtzman Carson Consultants LLC 1290 Avenue of the Americas, Ninth Floor New York, New York 10104</p>	<p>OR BY EMAIL:</p> <p>ANRBallot@kccllc.com</p>
--	--

16. **The following Ballots will NOT be counted:**
 - a. any Ballot received after the Voting Deadline unless the Bankruptcy Court shall have authorized the counting and/or consideration of such Ballot;
 - b. any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the claim;
 - c. any Ballot cast by an entity that (i) does not hold a claim in a class that is entitled to vote to accept or reject the Plan or (ii) is not otherwise entitled to vote pursuant to the procedures described in the Disclosure Statement Order;
 - d. any Ballot sent to any party other than the Solicitation and Tabulation Agent (e.g., the Debtors or the Bankruptcy Court);
 - e. any inconsistent or duplicate Ballots that are simultaneously cast with respect to the same claim;
 - f. any Ballot transmitted to the Solicitation and Tabulation Agent by means not specifically approved in the Disclosure Statement Order;
 - g. any unsigned Ballot; or
 - h. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
17. No fees or commissions or other remuneration will be payable to any broker, bank, dealer or other person in connection with this solicitation. Upon written request, however, the Debtors will reimburse you for customary mailing and handling expenses incurred by you in forwarding Beneficial Owner Ballots and accompanying solicitation packages to your client(s).

18. Please note that Item 2 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual Beneficial Owner of the Notes giving rise to claims on whose behalf you are executing a Master Ballot. To identify such Beneficial Owners without disclosing their names, please use the customer account number assigned by you to each such Beneficial Owner. If a single customer has more than one account with the identical registration, only list that customer once in the schedule requested by Item 2. The total principal amount of all accounts voted with respect to a single customer should be listed in a single schedule entry, so that each line will represent a different Beneficial Owner.
19. Please note that Item 3 of the Master Ballot requests that you provide information or attach a schedule to the Master Ballot in the indicated format by transcribing any information provided in Item 4 of each Beneficial Owner Ballot received from a Beneficial Owner for which you are executing a Master Ballot. Please also include your customer account number for each entry in Item 3 of the Master Ballot.
20. Please note that separate claims held by a single creditor in a particular class shall not be aggregated, and the votes related to such claims shall be treated as separate votes to accept or reject the Plan (as applicable). However, all holders of any portion of a single claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such claim collectively either to accept or reject the Plan. Any executed Beneficial Owner Ballot that (a) does not indicate an acceptance or rejection of the Plan, (b) indicates both an acceptance and a rejection of the Plan or (c) is not timely received by you should not be counted on the Master Ballot as having been cast.
21. Your Class 3 claim (and any Class 3 claims held by Beneficial Owners) has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with certain tabulation rules approved by the Bankruptcy Court (the "Tabulation Rules"). The Tabulation Rules are set forth in the *Notice of (A) Deadline for Casting Votes to Accept or Reject Joint Plan of Reorganization, (B) Hearing to Consider Confirmation of Joint Plan of Reorganization and (C) Related Matters*, which is enclosed with the solicitation materials you received along with this Ballot. The temporary allowance of your Class 3 claim for voting purposes does not constitute an allowance of such claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors or any other party in interest in any other context (e.g., the right of the Debtors or any other party in interest to contest the amount or validity of any claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance of your claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) June 15, 2016 or (b) 10 days after the date of service of a notice of an objection, if any, to your claim. Unless the Bankruptcy Court orders otherwise, your claim will not be counted as a vote in excess of the amount as determined in accordance with the Tabulation Rules, regardless of the amount identified in Item 1 of the Ballot.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE SOLICITATION AND TABULATION AGENT, KURTZMAN CARSON CONSULTANTS LLC, BY (I) TOLL-FREE TELEPHONE FOR U.S. AND CANADIAN CALLERS AT (877) 833-4150 AND FOR CALLERS OUTSIDE THE UNITED STATES OR CANADA AT +1 (917) 281-4800, (II) E-MAIL AT ALPHANRINFO@KCCLLC.COM OR (III) WRITING TO ALPHA NATURAL RESOURCES BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 1290 AVENUE OF THE AMERICAS, NINTH FLOOR, NEW YORK, NEW YORK 10104.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER ENTITY THE AGENT OF THE DEBTORS OR THE SOLICITATION AND TABULATION AGENT OR AUTHORIZE YOU OR ANY OTHER ENTITY TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THE DEBTORS WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HEREWITH.

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)

**BALLOT FOR VOTING TO ACCEPT OR REJECT JOINT PLAN OF
REORGANIZATION OF DEBTORS AND DEBTORS IN POSSESSION**

**CLASS 4: SECURED MASSEY CONVERTIBLE NOTEHOLDER CLAIMS –
BALLOT FOR BENEFICIAL HOLDERS**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS
CAREFULLY BEFORE COMPLETING THIS BALLOT.**

TO HAVE YOUR VOTE COUNTED, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT TO YOUR BROKER, BANK, DEALER OR OTHER AGENT OR NOMINEE (EACH, A "MASTER BALLOT AGENT") WITH ENOUGH TIME TO ALLOW FOR YOUR MASTER BALLOT AGENT TO CAST YOUR VOTE ON A MASTER BALLOT SO THAT THE MASTER BALLOT IS ACTUALLY RECEIVED BY KURTZMAN CARSON CONSULTANTS LLC (THE "SOLICITATION AND TABULATION AGENT") PRIOR TO 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016 (THE "VOTING DEADLINE"). YOUR BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED IN ACCORDANCE WITH THE FOLLOWING:

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR MASTER BALLOT AGENT:

YOU MUST RETURN THIS BALLOT TO YOUR MASTER BALLOT AGENT IN THE ENVELOPE PROVIDED OR IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY YOUR MASTER BALLOT AGENT.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO THE SOLICITATION AND TABULATION AGENT:

YOU MUST RETURN THIS BALLOT DIRECTLY TO THE SOLICITATION AND TABULATION AGENT IN THE ENVELOPE PROVIDED PRIOR TO THE VOTING DEADLINE.

The above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as may be amended from time to time, the "Plan"). Capitalized terms not otherwise defined herein have the meanings given to them in the Plan. The Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") has approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (the "Disclosure Statement") as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [____], 2016 (the "Disclosure Statement Order"). The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this Ballot because you are a holder of a claim in Class 4 as of May 18, 2016 (the "Record Date"). Class 4 consists of Secured Massey Convertible Noteholder Claims, as that term is defined in the Plan. As a holder of a Class 4 claim on the Record Date, you have a right to vote to accept or reject the Plan. The CUSIP for the Notes related to your claim is identified in the footer to this Ballot.

Your rights are described in the Disclosure Statement, which is included in the solicitation package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received solicitation package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation packages, you may (a) download such documents (excluding the Ballots) from the Debtors' document website at www.kccllc.net/alpharestructuring or (b) contact the Solicitation and Tabulation Agent, Kurtzman Carson Consultants LLC, by (i) toll-free telephone for U.S. and Canadian callers at (888) 249-2703 and for callers outside the United States or Canada at +1 (310) 751-2602 or (ii) e-mail at alphanrinfo@kccllc.com. Copies of these documents may also be obtained for a fee by visiting the Bankruptcy Court's website at vaeb.uscourts.gov. Please be advised that the Solicitation and Tabulation Agent is not permitted to provide legal advice.

This Ballot may not be used for any purpose other than casting a vote to accept or reject the Plan, electing certain treatment and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Solicitation and Tabulation Agent immediately at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your claim. Your claim has been placed in Class 4 under the Plan. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (a) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the claims in each impaired class of claims who vote on the Plan and (b) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the class or classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

THIS BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLAN. HOLDERS SHOULD NOT SURRENDER CERTIFICATES, IF ANY, REPRESENTING THE NOTES AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR SOLICITATION AND TABULATION AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

**BALLOTS SUBMITTED BY EMAIL OR FACSIMILE WILL NOT BE ACCEPTED.
BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.**

AGAIN, PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 5. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 2, OR IF BOTH BOXES ARE CHECKED IN ITEM 2, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Voting Classification and Amount. The undersigned hereby certifies that as of the Record Date, the undersigned was the holder of claims, in the following principal amount (insert amount below). If your claims are held by a Master Ballot Agent on your behalf and you do not know the amount of your claim, please contact your Master Ballot Agent immediately.

\$ _____
(enter amount)

Item 2. Vote. The holder of the claims identified in Item 1 above votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.

YOUR VOTE ON THIS BALLOT FOR CLAIMS IN CLASS 4 SHALL BE APPLIED TO EACH DEBTOR AGAINST WHOM YOU HAVE A CLASS 4 CLAIM.

Item 3. Certifications and Acknowledgments.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (i) that either: (a) the undersigned is the holder of the claims being voted or (b) the undersigned is an authorized signatory for a holder of the claims being voted;
- (ii) that the undersigned has received a copy of the Disclosure Statement and the solicitation package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;¹
- (iii) that the undersigned has cast the same vote with respect to all claims in a single class; and
- (iv) that no other Ballots with respect to the amount of the claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such claims, then any such earlier received Ballots are hereby revoked.

Item 4. Certifications as to Notes Held in Additional Accounts

By completing and returning this Ballot, the undersigned beneficial owner on behalf of which this Ballot is being cast (the "Beneficial Owner") certifies that either: (a) it has not submitted any other Ballots in respect of its Class 4 claims held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Class 4 claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan to the extent such claims are in the same class (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED OTHER CLASS 4 CLAIMS
ON A BALLOT OTHER THAN THIS BALLOT.

	Name of Beneficial Owner ²	Account Number for Other Account (If Applicable)	Name of Broker, Bank, Dealer or Other Agent or Nominee for Other Account (If Applicable)	Principal Amount of Notes Giving Rise to Claims	Class of Other Claims Voted	CUSIP of Other Notes Giving Rise to Claims Voted
1.						
2.						
3.						

To be counted, a Beneficial Owner must vote *all* of its Class 4 claims either to accept or reject the Plan. No split votes will be permitted.

¹ Submission of electronic instructions to your nominee (if permitted by such nominee) shall have the same effect as if you had completed and returned a physical Ballot. By making an electronic submission, you are representing that you reviewed the Ballot in its entirety and have received a copy of the Plan and Disclosure Statement for your review and consideration.

² List your name if the claim is held by you in record name. If the claim is held in "street name," please list the name of your Master Ballot Agent.

Item 5. Acknowledgements. The undersigned acknowledge(s) and understand(s) that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as having been cast.

Name

Social Security or Federal Tax I.D. No. (optional)

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Email Address

Date Completed

PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT PROMPTLY.

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE BALLOT**

1. The Debtors are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as it may be amended from time to time).
2. **The Bankruptcy Court may confirm the Plan and thereby bind you if, among other things, the Plan is confirmed. Please review the Disclosure Statement and Plan for more information.**
3. To ensure that your vote is counted, you must: (a) complete your Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) clearly sign and return your Ballot to the address set forth on the enclosed pre-addressed envelope in accordance with paragraph 4 below. ***If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.***
4. **Return of Ballots:** To ensure your vote is counted toward confirmation of the Plan, please read the following information carefully so that you understand where your Ballot must be sent in order for it to be received before the Voting Deadline:
 - (a) If you have a Master Ballot Agent: You must return your Ballot in the return envelope addressed to your Master Ballot Agent (or otherwise follow your Master Ballot Agent's instructions) so that it is directly returned to your Master Ballot Agent according to the accompanying instructions provided by your Master Ballot Agent, and in any event in sufficient time to permit your Master Ballot Agent to deliver a Master Ballot including your vote to the Solicitation and Tabulation Agent prior to the Voting Deadline.
 - (b) If you have no Master Ballot Agent: You must return your Ballot in the return envelope addressed directly to the Solicitation and Tabulation Agent, so as to be actually received by the Solicitation and Tabulation Agent on or before the Voting Deadline.

You should submit your ballot to your Master Ballot Agent as soon as possible. **BALLOTS SUBMITTED MUST BE RECEIVED BY THE SOLICITATION AND TABULATION AGENT FROM YOU OR YOUR MASTER BALLOT AGENT BY 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016. IF A BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. AN ENVELOPE ADDRESSED TO THE SOLICITATION AND TABULATION AGENT OR MASTER BALLOT AGENT IS ENCLOSED FOR YOUR CONVENIENCE. BALLOTS SHOULD NOT BE SENT TO THE DEBTORS OR YOUR INDENTURE TRUSTEE.**

5. **The following Ballots will NOT be counted:**
 - a. any Ballot received after the Voting Deadline unless the Bankruptcy Court has authorized the counting and/or consideration of such Ballot;
 - b. any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the claim;
 - c. any Ballot cast by an entity that (i) does not hold a claim in a class that is entitled to vote to accept or reject the Plan or (ii) is not otherwise entitled to vote pursuant to the procedures described in the Disclosure Statement Order;
 - d. any Ballot sent to a party other than the Solicitation and Tabulation Agent or Master Ballot Agent, as applicable (e.g., the Debtors or the Bankruptcy Court);
 - e. any inconsistent or duplicate Ballots that are simultaneously cast with respect to the same claim;
 - f. any Ballot transmitted to the Solicitation and Tabulation Agent by facsimile or other means not specifically approved in the Disclosure Statement Order;

- g. any unsigned Ballot;
 - h. any Ballot that does not contain an original signature; or
 - i. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
6. The method of delivery of a Ballot to the Master Ballot Agent or Solicitation and Tabulation Agent, as applicable, is at the election and risk of each holder of a claim. Except as otherwise provided herein, such delivery will be deemed made only when the Solicitation and Tabulation Agent **actually receives** the Master Ballot incorporating the Ballot or the originally executed Ballot, as applicable. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.
7. If you cast more than one Ballot voting the same claim prior to the Voting Deadline, the last properly executed Ballot received by the Solicitation and Tabulation Agent before the Voting Deadline (as determined by the Solicitation and Tabulation Agent) will be deemed to reflect your intent either to accept or reject the Plan. After the Voting Deadline, a record holder or Beneficial Owner may only change its vote reflected on the last such properly executed Ballot with the approval of the Bankruptcy Court.
8. **YOUR VOTE ON THIS BALLOT FOR CLAIMS IN CLASS 4 SHALL BE APPLIED TO EACH DEBTOR AGAINST WHOM YOU HAVE A CLASS 4 CLAIM.**
9. You must vote all of your claims within a class either to accept or reject the Plan and may not split your vote.
10. The attached Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. *Holders of notes should not surrender certificates (if any) representing their notes at this time, and neither the Debtors nor the Solicitation and Tabulation Agent will accept delivery of any such certificates transmitted together with a Ballot.* Surrender of securities for exchange pursuant to the Plan may be made only pursuant to a letter of transmittal, which will be furnished, if necessary, by the Debtors (or their agent) after confirmation of the Plan by the Bankruptcy Court.
11. The Ballot does not constitute and shall not be deemed a proof of claim or interest or an assertion of a claim or interest.
12. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Solicitation and Tabulation Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
13. If you hold claims in more than one voting class under the Plan, you may receive a separate Ballot for each class of claims, coded by class number, and a set of solicitation materials. You may also receive more than one Ballot if you: (a) hold more than one issue of notes issued by one or more of the Debtors; (b) are the beneficial owner of notes issued by a Debtor and held in street name through more than one Master Ballot Agent; or (c) are the beneficial owner of notes issued by a Debtor and registered in your own name as well as the beneficial owner of notes issued by a Debtor and registered in street name. You must vote all of your claims within a single class under the Plan either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different claims with a single class under the Plan and the Ballots are not voted in the same manner, such Ballots shall not be counted. If you hold any portion of a single claim, you and all other holders of any portion of such claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such claim collectively either to accept or reject the Plan. In the event a group of Ballots received from the various holders of multiple portions of a single claim partially accepts and partially rejects the Plan, such Ballots shall not be counted.
14. If you have cast additional Ballots on account of the beneficial ownership of any notes, you must complete Item 4. With respect to any such additional Ballots, please complete the information requested in Item 4. One line should be used to identify each such separate account. Do not include in Item 4 information relating to claims being voted on the same Ballot in Item 2. Only information relating to other Ballots voted on account of the beneficial ownership of notes giving rise to claims in Class 4 under the Plan should be included in Item 4. Please note that the information provided in Items 1 and 4 must, taken together, identify *all* of your holdings of notes giving rise to Class 4 claims.

15. Your Class 4 claim has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with certain tabulation rules approved by the Bankruptcy Court (the "Tabulation Rules"). The Tabulation Rules are set forth in the *Notice of (A) Deadline for Casting Votes to Accept or Reject Joint Plan of Reorganization, (B) Hearing to Consider Confirmation of Joint Plan of Reorganization and (C) Related Matters*, which is enclosed with the solicitation materials you received along with this Ballot. The temporary allowance of your claim for voting purposes does not constitute an allowance of your claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors or any other party in interest in any other context (e.g., the right of the Debtors or any other party in interest to contest the amount or validity of any claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance of your claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) June 15, 2016 or (b) 10 days after the date of service of a notice of an objection, if any, to your claim. Unless the Bankruptcy Court orders otherwise, your claim will not be counted as a vote in excess of the amount as determined in accordance with the claim tabulation rules approved by the Bankruptcy Court, regardless of the amount identified in Item 1 of the Ballot.

PLEASE SUBMIT YOUR BALLOT PROMPTLY.

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT,
OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING
PROCEDURES, PLEASE CONTACT THE SOLICITATION AND TABULATION AGENT,
KURTZMAN CARSON CONSULTANTS LLC, BY (I) TOLL-FREE TELEPHONE FOR U.S. AND CANADIAN
CALLERS AT (888) 249-2703 AND FOR CALLERS OUTSIDE THE UNITED STATES OR CANADA
AT +1 (310) 751-2602 OR (II) E-MAIL AT ALPHANRINFO@KCCLLC.COM.**

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)

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF DEBTORS AND DEBTORS IN POSSESSION**

**CLASS 4: SECURED MASSEY CONVERTIBLE NOTEHOLDER CLAIMS –
MASTER BALLOT FOR MASTER BALLOT AGENTS**

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS
5:00 P.M., EASTERN TIME, ON JUNE 29, 2016**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as may be amended from time to time, the "Plan"). Capitalized terms not otherwise defined herein have the meanings given to them in the Plan. The Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") has approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (the "Disclosure Statement") as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [____], 2016 (the "Disclosure Statement Order"). The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this master ballot ("Master Ballot") because the Debtors' records indicate that you are a broker, bank, dealer or other agent or nominee (a "Master Ballot Agent") of a beneficial owner of Class 4 claims ("Beneficial Owner"),¹ as of May 18, 2016 (the "Record Date"). Class 4 consists of Secured Massey Convertible Noteholder Claims, as that term is defined in the Plan. The CUSIP for the Notes related to the claims of Beneficial Owners are identified in the footer to this Ballot.

**MASTER BALLOT AGENTS SHOULD USE THIS
MASTER BALLOT TO CAST VOTES TO ACCEPT OR REJECT THE PLAN.**

Your rights are described in the Disclosure Statement, which is included in the solicitation package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received solicitation package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation packages, you may (a) download such documents (excluding the Ballots) from the Debtors' document website at www.kccllc.net/alpharestructuring or (b) contact Kurtzman Carson Consultants LLC (the "Solicitation and Tabulation Agent") by (i) toll-free telephone for U.S. and Canadian callers at (877) 833-4154 and for callers outside the United States or Canada at +1 (917) 281-4800, (ii) e-mail at alphanrinfo@kccllc.com or (iii) writing to Alpha Natural Resources Ballot Processing, c/o Kurtzman Carson Consultants LLC, 1290 Avenue of the Americas, Ninth Floor, New York, New York 10104. Copies of these documents may also be obtained for a fee by visiting the Bankruptcy Court's website at vaeb.uscourts.gov. Please be advised that the Solicitation and Tabulation Agent is not permitted to provide legal advice.

This Ballot may not be used for any purpose other than casting a vote to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received

¹ A "Beneficial Owner" means a beneficial owner of the Massey Convertible Notes (as such term is defined in the Plan) (the "Notes"), whose claims (a) have not been satisfied prior to the Record Date pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Master Ballot Agent (or its own records if it holds such Notes on its own behalf) and (b) are held through either Computershare Trust Company, N.A. or Computershare Trust Company of Canada, in their respective capacities as indenture trustees for the Massey Convertible Notes.

the wrong Ballot, please contact the Solicitation and Tabulation Agent immediately at the address or telephone number set forth above.

You should immediately distribute the Ballots and the Solicitation Packages to all Beneficial Owners of claims and take any action required, including providing appropriate instructions to the Beneficial Owners for completing and returning any pre-validated Ballots, to enable each such Beneficial Owner to vote timely the claims that it holds. Any Ballot returned to you by a Beneficial Owner of a claim shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver, to the Solicitation and Tabulation Agent, a Master Ballot that reflects the vote of such Beneficial Owners by 5:00 p.m., Eastern Time, on June 29, 2016 (the "Voting Deadline") or otherwise validate the Ballot in a manner acceptable to the Solicitation and Tabulation Agent.

The Bankruptcy Court may confirm the Plan and thereby bind all holders of claims.

TO HAVE THE VOTES OF YOUR BENEFICIAL OWNERS COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, YOU MUST RETURN THIS MASTER BALLOT (A) BY MAIL, OVERNIGHT COURIER OR PERSONAL DELIVERY TO ALPHA NATURAL RESOURCES BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 1290 AVENUE OF THE AMERICAS, NINTH FLOOR, NEW YORK, NEW YORK 10104 OR (B) BY EMAIL AT ANRBALLOT@KCCLLC.COM, SO THAT IT IS RECEIVED BY 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016.

BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.

THIS MASTER BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLAN. HOLDERS SHOULD NOT SURRENDER CERTIFICATES, IF ANY, REPRESENTING THE NOTES AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR SOLICITATION AND TABULATION AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Certification of Authority to Vote. The undersigned certifies that as of the Record Date, the undersigned (please check appropriate box):

- Is a broker, bank or other nominee for the beneficial holders of the principal amount of the Notes or otherwise on this Master Ballot in the principal amount listed in Item 2 below, and is the registered holder or Master Ballot Agent of such securities;
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank or other nominee that is the registered holder or Master Ballot Agent of the principal amount of Notes listed in Item 2 below; or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank or other nominee, or a beneficial holder, that is the registered holder or Master Ballot Agent of the principal amount of Notes listed in Item 2 below,

and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial holders of the Notes described in Item 2.

Item 2. Votes on the Plan Cast by Beneficial Owners. The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the Beneficial Owners of Class 4 claims, as identified by their respective account numbers, that have delivered duly completed Beneficial Owner Ballots to the undersigned voting to accept or reject the Plan. Any Ballot executed by a holder that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.

(Please complete the information requested below. Attach additional sheets if necessary.)

BENEFICIAL OWNER	PRINCIPAL AMOUNT OF NOTES GIVING RISE TO CLAIMS IN CLASS 4 VOTED:	
	To ACCEPT the Plan	To REJECT the Plan
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
TOTALS		

THE VOTES OF YOUR BENEFICIAL OWNERS ON THIS BALLOT GIVING RISE TO CLASS 4 CLAIMS SHALL BE APPLIED TO EACH DEBTOR AGAINST WHOM YOUR BENEFICIAL OWNERS HAVE A CLASS 4 CLAIM.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the information provided below (including any information on additional sheets attached hereto) is a true and accurate schedule on which the undersigned has transcribed the information, if any, provided in Item 4 of each Beneficial Owner Ballot received from a Beneficial Owner of Notes.

(Please complete the information requested below. Attach additional sheets if necessary.)

Your Customer Account Number For Each Beneficial Owner	INFORMATION TO BE TRANSCRIBED FROM ITEM 4 OF BENEFICIAL OWNER BALLOTS REGARDING OTHER BALLOTS CAST IN RESPECT OF CLASS 4 CLAIMS			
	Customer Account Number for Other Account	Name of Broker, Bank, Dealer or Other Agent or Nominee for Other Account (If Applicable)	Principal Amount of Notes Giving Rise to Claims	CUSIP of Other Notes Giving Rise to Claims Voted
1.				
2.				
3.				
4.				

Item 4. Additional Certifications. By signing this Master Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- a. that the undersigned has received a copy of the Disclosure Statement and the solicitation package, has delivered the same to the Beneficial Owners listed on the Ballots, and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- b. that the undersigned has received a completed and signed Beneficial Owner Ballot from each Beneficial Owner listed in Item 2 of the Master Ballot;
- c. that the undersigned is the registered holder of the securities being voted;
- d. that the undersigned has been authorized by each such Beneficial Owner to vote on the Plan;
- e. that the undersigned has properly disclosed: (i) the number of Beneficial Owners who completed Ballots; (ii) the respective amounts of such Beneficial Owners' Class 4 claims owned by each Beneficial Owner who completed a Ballot; (iii) each such Beneficial Owner's respective vote concerning the Plan; (iv) each such Beneficial Owner's certification as to other Class 4 claims voted, as applicable; and (v) the customer account or other identification number for each such Beneficial Owner;
- f. that each such Beneficial Owner has certified to the undersigned that it is eligible to vote on the Plan and it will maintain Ballots and evidence of separate transactions returned by Beneficial Owners (whether properly completed or defective) for at least one year after the Voting Deadline and disclose all such information to the Bankruptcy Court or the Debtors, as the case may be, if so ordered;
- g. that the undersigned acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of the undersigned's Class 4 claim(s) as described in the Plan; and
- h. that the undersigned acknowledges and agrees that the Debtors may make conforming changes to the Plan as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

Name of Master Ballot Agent
Participant Number
Signature
If by Authorized Agent, Name and Title
Street Address
City, State, Zip Code
Telephone Number
Email Address
Date Completed

PLEASE COMPLETE, SIGN, AND DATE THIS MASTER BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED OR TO THE FOLLOWING ADDRESS:

BY MAIL: Alpha Natural Resources Ballot Processing c/o Kurtzman Carson Consultants LLC 1290 Avenue of the Americas, Ninth Floor New York, New York 10104	OR BY EMAIL: ANRBallot@kccllc.com
---	---

YOUR MASTER BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS JUNE 29, 2016, AT 5:00 P.M. EASTERN TIME TO BE COUNTED TOWARD CONFIRMATION OF THE PLAN

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT**

1. The Debtors are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as it may be amended from time to time).
2. **The Bankruptcy Court may confirm the Plan and thereby bind you if, among other things, the Plan is confirmed. Please review the Disclosure Statement and Plan for more information.**
3. You should immediately distribute the Ballots and the Solicitation Package to all Beneficial Owners of claims and take any action required to enable each such Beneficial Owner to vote timely the claims that it holds. Any Ballot returned to you by a Beneficial Owner of a claim shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver, to the Solicitation and Tabulation Agent, a Master Ballot that reflects the vote of such Beneficial Owners by the Voting Deadline, which is 5:00 p.m., Eastern Time, on June 29, 2016 or otherwise validate the Ballot in a manner acceptable to the Solicitation and Tabulation Agent. **BALLOTS MUST BE RECEIVED BY THE SOLICITATION AND TABULATION AGENT BY THE VOTING DEADLINE. IF A BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. AN ENVELOPE ADDRESSED TO THE SOLICITATION AND TABULATION AGENT IS ENCLOSED FOR YOUR CONVENIENCE.**
4. With regard to any Ballots returned to you by a Beneficial Owner, you must: (a) compile and validate the votes and other relevant information of each such Beneficial Owner on the Master Ballot using the customer name or account number assigned by you to each such Beneficial Owner; (b) execute the Master Ballot; (c) transmit such Master Ballot to the Solicitation and Tabulation Agent by the Voting Deadline; and (d) retain such Ballots in your files for a period of one year after the Voting Deadline. You may be ordered to produce the Ballots to the Debtors or the Bankruptcy Court.
5. If a Master Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Master Ballots to the Solicitation and Tabulation Agent is at the election and risk of each Master Ballot Agent. Except as otherwise provided herein, such delivery will be deemed made only when the Solicitation and Tabulation Agent actually receives the originally executed Master Ballot. Instead of effecting delivery by first class mail, it is recommended, though not required, that entities use an overnight or hand delivery service. In all cases, Master Ballot Agents should allow sufficient time to assure timely delivery. No Master Ballot should be sent to any of the Debtors or their agents (other than the Solicitation and Tabulation Agent), any indenture trustee or the Debtors' financial or legal advisors and if so sent will not be counted.
6. Multiple Master Ballots may be completed and delivered to the Solicitation and Tabulation Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of votes cast on other Master Ballots. If two or more Master Ballots are inconsistent, the last properly executed Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot is submitted and the later Master Ballot(s) supplement(s) rather than supersede(s) the earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words "Additional Vote" or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.
7. If a Beneficial Owner casts more than one Ballot voting the same claim prior to the mailing deadline set by each Master Ballot Agent, the last such properly executed Ballot received (as determined by you) should be deemed to reflect such Beneficial Owner's intent either to accept or reject the Plan.
8. **The votes of your Beneficial Owners on this Ballot for Class 4 claims shall be applied to each Debtor against whom your Beneficial Owners have a Class 4 claim.**
9. The attached Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Plan. *Holders of Class 4 claims should not surrender certificates (if any) representing their Notes at this time, and neither the Debtors nor the Solicitation and Tabulation Agent will accept delivery of any such certificates transmitted together with a Master Ballot.* Surrender of securities for exchange pursuant to the Plan may be made only pursuant to a letter of transmittal, which will be furnished by the Debtors (or their agent), if necessary, after confirmation of the Plan by the Bankruptcy Court.
10. This Master Ballot does not constitute and shall not be deemed a proof of claim or interest or an assertion of a claim or interest.

11. Please be sure to sign and date your Master Ballot. You should indicate that you are signing a Master Ballot in your capacity as a trustee, administrator, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity and, if required or requested by the Solicitation and Tabulation Agent, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Owner. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.
12. If you are both the Master Ballot Agent and the Beneficial Owner of any of the Notes and you wish to vote the Class 4 claims arising therefrom, you may return a Beneficial Owner Ballot or Master Ballot for such Class 4 claims. If you choose to complete a Beneficial Owner Ballot, please refer to the instructions accompanying the Beneficial Owner Ballot.
13. To ensure that the votes on the Master Ballot are counted, you must: (a) complete your Master Ballot in accordance with these instructions; (b) clearly indicate the decision either to accept or reject the Plan in the boxes provided in Item 2 of the Master Ballot; and (c) clearly sign and return your Master Ballot (i) to the address set forth on the enclosed pre-addressed envelope in accordance with paragraph 15 below or (ii) at the email address set forth in paragraph 15 below.
14. If you believe that you have received this Master Ballot in error, please contact the Solicitation and Tabulation Agent immediately.
15. **Return of Ballots:** The Master Ballot must be returned to the Solicitation and Tabulation Agent so as to be **actually received** by the Solicitation and Tabulation Agent on or before the Voting Deadline, which is 5:00 p.m., Eastern Time, on June 29, 2016. If a Master Ballot is received after the Voting Deadline, it will not be counted. *Ballots should not be sent to the Debtors or the Indenture Trustee(s).*

<p>BY MAIL:</p> <p>Alpha Natural Resources Ballot Processing c/o Kurtzman Carson Consultants LLC 1290 Avenue of the Americas, Ninth Floor New York, New York 10104</p>	<p>OR BY EMAIL:</p> <p>ANRBallot@kccllc.com</p>
--	--

16. **The following Ballots will NOT be counted:**
 - a. any Ballot received after the Voting Deadline unless the Bankruptcy Court shall have authorized the counting and/or consideration of such Ballot;
 - b. any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the claim;
 - c. any Ballot cast by an entity that (i) does not hold a claim in a class that is entitled to vote to accept or reject the Plan or (ii) is not otherwise entitled to vote pursuant to the procedures described in the Disclosure Statement Order;
 - d. any Ballot sent to any party other than the Solicitation and Tabulation Agent (e.g., the Debtors or the Bankruptcy Court);
 - e. any inconsistent or duplicate Ballots that are simultaneously cast with respect to the same claim;
 - f. any Ballot transmitted to the Solicitation and Tabulation Agent by means not specifically approved in the Disclosure Statement Order;
 - g. any unsigned Ballot; or
 - h. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
17. No fees or commissions or other remuneration will be payable to any broker, bank, dealer or other person in connection with this solicitation. Upon written request, however, the Debtors will reimburse you for customary mailing and handling expenses incurred by you in forwarding Beneficial Owner Ballots and accompanying solicitation packages to your client(s).

18. Please note that Item 2 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual Beneficial Owner of the Notes giving rise to claims on whose behalf you are executing a Master Ballot. To identify such Beneficial Owners without disclosing their names, please use the customer account number assigned by you to each such Beneficial Owner. If a single customer has more than one account with the identical registration, only list that customer once in the schedule requested by Item 2. The total principal amount of all accounts voted with respect to a single customer should be listed in a single schedule entry, so that each line will represent a different Beneficial Owner.
19. Please note that Item 3 of the Master Ballot requests that you provide information or attach a schedule to the Master Ballot in the indicated format by transcribing any information provided in Item 4 of each Beneficial Owner Ballot received from a Beneficial Owner for which you are executing a Master Ballot. Please also include your customer account number for each entry in Item 3 of the Master Ballot.
20. Please note that separate claims held by a single creditor in a particular class shall not be aggregated, and the votes related to such claims shall be treated as separate votes to accept or reject the Plan (as applicable). However, all holders of any portion of a single claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such claim collectively either to accept or reject the Plan. Any executed Beneficial Owner Ballot that (a) does not indicate an acceptance or rejection of the Plan, (b) indicates both an acceptance and a rejection of the Plan or (c) is not timely received by you should not be counted on the Master Ballot as having been cast.
21. Your Class 4 claim (and any Class 4 claims held by Beneficial Owners) has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with certain tabulation rules approved by the Bankruptcy Court (the "Tabulation Rules"). The Tabulation Rules are set forth in the *Notice of (A) Deadline for Casting Votes to Accept or Reject Joint Plan of Reorganization, (B) Hearing to Consider Confirmation of Joint Plan of Reorganization and (C) Related Matters*, which is enclosed with the solicitation materials you received along with this Ballot. The temporary allowance of your Class 4 claim for voting purposes does not constitute an allowance of such claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors or any other party in interest in any other context (e.g., the right of the Debtors or any other party in interest to contest the amount or validity of any claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance of your claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) June 15, 2016 or (b) 10 days after the date of service of a notice of an objection, if any, to your claim. Unless the Bankruptcy Court orders otherwise, your claim will not be counted as a vote in excess of the amount as determined in accordance with the Tabulation Rules, regardless of the amount identified in Item 1 of the Ballot.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE SOLICITATION AND TABULATION AGENT, KURTZMAN CARSON CONSULTANTS LLC, BY (I) TOLL-FREE TELEPHONE FOR U.S. AND CANADIAN CALLERS AT (877) 833-4150 AND FOR CALLERS OUTSIDE THE UNITED STATES OR CANADA AT +1 (917) 281-4800, (II) E-MAIL AT ALPHANRINFO@KCCLLC.COM OR (III) WRITING TO ALPHA NATURAL RESOURCES BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 1290 AVENUE OF THE AMERICAS, NINTH FLOOR, NEW YORK, NEW YORK 10104.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER ENTITY THE AGENT OF THE DEBTORS OR THE SOLICITATION AND TABULATION AGENT OR AUTHORIZE YOU OR ANY OTHER ENTITY TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THE DEBTORS WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HERewith.

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)

**BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF DEBTORS AND DEBTORS IN POSSESSION**

CLASS 6A: CATEGORY 1 GENERAL UNSECURED CLAIMS

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016**

Certain of the above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as it may be amended from time to time, the "Plan"). Capitalized terms not otherwise defined herein have the meanings given to them in the Plan. The Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") has approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (the "Disclosure Statement") as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [], 2016 (the "Disclosure Statement Order"). The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this Ballot because you are a holder of a claim in Class 6A against the Debtor specified in Item 1 below as of May 18, 2016 (the "Record Date"). Class 6A consists of Category 1 General Unsecured Claims, as that term is defined in the Plan. As a holder of a Class 6A claim on the Record Date, you have a right to vote to accept or reject the Plan.

Your rights are described in the Disclosure Statement, which is included in the solicitation package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received solicitation package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation packages, you may (a) download such documents (excluding the Ballots) from the Debtors' document website at kccllc.net/alpharestructuring or (b) contact Kurtzman Carson Consultants LLC, (the "Solicitation and Tabulation Agent") by (i) toll-free telephone for U.S. and Canadian callers at (888) 249-2703 and for callers outside the United States or Canada at +1 (310) 751-2602, (ii) e-mail at alphanrinfo@kccllc.com or (iii) writing to Alpha Natural Resources Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245. Copies of these documents may also be obtained for a fee by visiting the Bankruptcy Court's website at vaeb.uscourts.gov. Please be advised that the Solicitation and Tabulation Agent is not permitted to provide legal advice.

This Ballot may not be used for any purpose other than casting a vote to accept or reject the Plan, electing certain treatment and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Solicitation and Tabulation Agent immediately at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your claim. Your claim has been placed in Class 6A under the Plan against the Debtor specified in Item 1 below. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (a) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the claims in each impaired class of claims who vote on the Plan and (b) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the class or classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

TO HAVE YOUR VOTE COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT TO ALPHA NATURAL RESOURCES BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245, SO THAT IT IS RECEIVED BY 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016. BALLOTS SUBMITTED BY EMAIL OR FACSIMILE WILL NOT BE ACCEPTED. BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED WITH AN ORIGINAL SIGNATURE ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class 6A (Category 1 General Unsecured Claims) Vote. The undersigned, a holder of a Category 1 General Unsecured Claim in Class 6A of the Plan against one or more of the Debtors in the amount set forth below, votes to (check one box):

ACCEPT the Plan.

REJECT the Plan.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.

Creditor: _____

Claim Amount: \$ _____

Item 2. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned also acknowledges that the undersigned has cast the same vote with respect to all claims in a single class and that no other Ballots with respect to the amount of the claims identified in Item 1 above have been cast or, if any other Ballots have been cast with respect to such claims, then any such earlier received Ballots are hereby revoked. The undersigned understands that, if this Ballot is otherwise validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as having been cast.

Name

Social Security or Federal Tax I.D. No. (optional)

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Email Address

Date Completed

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE BALLOT**

1. The Debtors are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as it may be amended from time to time).
2. **The Bankruptcy Court may confirm the Plan and thereby bind you if, among other things, the Plan is confirmed. Please review the Disclosure Statement and Plan for more information.**
3. In the boxes provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. ***If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.***
4. Complete the Ballot by providing all the information requested and sign, date and return the originally signed Ballot by mail, overnight courier or personal delivery to the Solicitation and Tabulation Agent at the following address:

Alpha Natural Resources Claims Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245

- BALLOTS MUST BE RECEIVED BY THE SOLICITATION AND TABULATION AGENT BY 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016 (THE "VOTING DEADLINE"). IF A BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. AN ENVELOPE ADDRESSED TO THE SOLICITATION AND TABULATION AGENT IS ENCLOSED FOR YOUR CONVENIENCE. BALLOTS SUBMITTED BY EMAIL, FACSIMILE OR OTHER ELECTRONIC MEANS WILL NOT BE ACCEPTED. BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.**
5. If you hold claims in more than one voting class under the Plan, or if you hold multiple claims within the same voting class under the Plan, you may receive a separate Ballot for each such claim, coded by class number and description, and a set of solicitation materials. **Each Ballot you receive is for voting only those claims described on that Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Category 1 General Unsecured Claims against the Debtors in Class 6A under the Plan.** You must vote all of your claims within a single class under the Plan either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different claims within a single class under the Plan and the Ballots are not voted in the same manner, such Ballots will not be counted. If you hold any portion of a single claim, you and all other holders of any portion of such claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such claim collectively either to accept or reject the Plan. In the event a group of Ballots received from the various holders of multiple portions of a single claim partially accepts and partially rejects the Plan, such Ballots will not be counted.
 6. **The following Ballots will NOT be counted:**
 - a. any Ballot received after the Voting Deadline unless the Bankruptcy Court has authorized the counting and/or consideration of such Ballot;
 - b. any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the claim;
 - c. any Ballot cast by an entity that (i) does not hold a claim in a class that is entitled to vote to accept or reject the Plan or (ii) is not otherwise entitled to vote pursuant to the procedures described in the Disclosure Statement Order;
 - d. any Ballot sent to the Debtors, the Bankruptcy Court or any other party other than the Solicitation and Tabulation Agent;
 - e. any inconsistent or duplicate Ballots that are simultaneously cast with respect to the same claim;
 - f. any Ballot transmitted to the Solicitation and Tabulation Agent by email, facsimile or other means not specifically approved in the Disclosure Statement Order;

- g. any unsigned Ballot;
 - h. any Ballot that does not contain an original signature; or
 - i. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
7. Your claim has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules approved by the Bankruptcy Court (the "Tabulation Rules"). The Tabulation Rules are set forth in the *Notice of (A) Deadline for Casting Votes to Accept or Reject Joint Plan of Reorganization, (B) Hearing to Consider Confirmation of Joint Plan of Reorganization and (C) Related Matters*, which is enclosed with the solicitation materials you received along with this Ballot. The temporary allowance of your claim for voting purposes does not constitute an allowance of your claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors or any other party in interest in any other context (e.g., the right of the Debtors or any other party in interest to contest the amount or validity of any claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance of your claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) June 15, 2016 or (b) 10 days after the date of service of a notice of an objection, if any, to your claim. Unless the Bankruptcy Court orders otherwise, your claim will not be counted as a vote in excess of the amount as determined in accordance with the tabulation rules approved by the Bankruptcy Court, regardless of the amount identified in Item 1 of the Ballot. If a lesser amount is identified in Item 1 of the Ballot, your claim will be counted as a vote in such lesser amount.
8. The Ballot does not constitute and shall not be deemed a proof of claim or interest or an assertion of a claim or interest.
9. If you cast more than one Ballot voting the same claim prior to the Voting Deadline, the last, properly executed Ballot received by the Solicitation and Tabulation Agent before the Voting Deadline (as determined by the Solicitation and Tabulation Agent) will be deemed to reflect your intent either to accept or reject the Plan.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Solicitation and Tabulation Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or, if no such mailing label is attached, to the Ballot.

PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE SOLICITATION AND TABULATION AGENT, KURTZMAN CARSON CONSULTANTS LLC, BY (I) TOLL-FREE TELEPHONE FOR U.S. AND CANADIAN CALLERS AT (888) 249-2703 AND FOR CALLERS OUTSIDE THE UNITED STATES OR CANADA AT +1 (310) 751-2602, (II) E-MAIL AT ALPHANRINFO@KCCLLC.COM OR (III) WRITING TO ALPHA NATURAL RESOURCES BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS, LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245.

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)

**BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF DEBTORS AND DEBTORS IN POSSESSION**

**CLASS 6C: NON-SECOND LIEN CATEGORY 2 GENERAL UNSECURED CLAIMS
(OTHER THAN UNSECURED NOTEHOLDER CLAIMS)**

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016**

Certain of the above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as it may be amended from time to time, the "Plan"). Capitalized terms not otherwise defined herein have the meanings given to them in the Plan. The Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") has approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (the "Disclosure Statement") as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [____], 2016 (the "Disclosure Statement Order"). The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this Ballot because you are a holder of a claim in Class 6C (other than unsecured Noteholder Claims) against the Debtor specified in Item 1 below as of May 18, 2016 (the "Record Date"). Class 6C consists of Category 2 General Unsecured Claims, as that term is defined in the Plan, which are held by claimants other than Second Lien Noteholders. As the holder of a Class 6C claim on the Record Date, you have a right to vote to accept or reject the Plan.

Your rights are described in the Disclosure Statement, which is included in the solicitation package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received solicitation package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation packages, you may (a) download such documents (excluding the Ballots) from the Debtors' document website at kccllc.net/alpharestructuring or (b) contact Kurtzman Carson Consultants LLC, (the "Solicitation and Tabulation Agent") by (i) toll-free telephone for U.S. and Canadian callers at (888) 249-2703 and for callers outside the United States or Canada at +1 (310) 751-2602, (ii) e-mail at alphanrinfo@kccllc.com or (iii) writing to Alpha Natural Resources Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245. Copies of these documents may also be obtained for a fee by visiting the Bankruptcy Court's website at vaeb.uscourts.gov. Please be advised that the Solicitation and Tabulation Agent is not permitted to provide legal advice.

This Ballot may not be used for any purpose other than casting a vote to accept or reject the Plan, electing certain treatment and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Solicitation and Tabulation Agent immediately at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your claim. Your claim has been placed in Class 6C under the Plan against the Debtor specified in Item 1 below. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (a) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the claims in each impaired class of claims who vote on the Plan and (b) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the class or classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

TO HAVE YOUR VOTE COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT TO ALPHA NATURAL RESOURCES BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245, SO THAT IT IS RECEIVED BY 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016. BALLOTS SUBMITTED BY EMAIL OR FACSIMILE WILL NOT BE ACCEPTED. BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED WITH AN ORIGINAL SIGNATURE ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class 6C (Non-Second Lien Category 2 General Unsecured Claims – Other than Unsecured Noteholder Claims) Vote. The undersigned, a holder of a Non-Second Lien Category 2 General Unsecured Claim (other than unsecured Noteholder Claims) in Class 6C of the Plan against one or more of the Debtors in the amount set forth below votes to (check one box):

- ACCEPT the Plan. REJECT the Plan.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.

Creditor: _____ Claim Amount: \$ _____

Item 2. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned also acknowledges that the undersigned has cast the same vote with respect to all claims in a single class and that no other Ballots with respect to the amount of the claims identified in Item 1 above have been cast or, if any other Ballots have been cast with respect to such claims, then any such earlier received Ballots are hereby revoked. The undersigned understands that, if this Ballot is otherwise validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as having been cast.

Name

Social Security or Federal Tax I.D. No. (optional)

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Email Address

Date Completed

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE BALLOT**

1. The Debtors are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as it may be amended from time to time).
2. **The Bankruptcy Court may confirm the Plan and thereby bind you if, among other things, the Plan is confirmed. Please review the Disclosure Statement and Plan for more information.**
3. In the boxes provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. ***If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.***
4. Complete the Ballot by providing all the information requested and sign, date and return the originally signed Ballot by mail, overnight courier or personal delivery to the Solicitation and Tabulation Agent at the following address:

Alpha Natural Resources Claims Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245

- BALLOTS MUST BE RECEIVED BY THE SOLICITATION AND TABULATION AGENT BY 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016 (THE "VOTING DEADLINE"). IF A BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. AN ENVELOPE ADDRESSED TO THE SOLICITATION AND TABULATION AGENT IS ENCLOSED FOR YOUR CONVENIENCE. BALLOTS SUBMITTED BY EMAIL, FACSIMILE OR OTHER ELECTRONIC MEANS WILL NOT BE ACCEPTED. BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.**
5. If you hold claims in more than one voting class under the Plan, or if you hold multiple claims within the same voting class under the Plan, you may receive a separate Ballot for each such claim, coded by class number and description, and a set of solicitation materials. **Each Ballot you receive is for voting only those claims described on that Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Non-Second Lien Category 2 General Unsecured Claims against the Debtors (other than unsecured Noteholder Claims) in Class 6C under the Plan.** You must vote all of your claims within a single class under the Plan either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different claims within a single class under the Plan and the Ballots are not voted in the same manner, such Ballots will not be counted. If you hold any portion of a single claim, you and all other holders of any portion of such claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such claim collectively either to accept or reject the Plan. In the event a group of Ballots received from the various holders of multiple portions of a single claim partially accepts and partially rejects the Plan, such Ballots will not be counted.
 6. **The following Ballots will NOT be counted:**
 - a. any Ballot received after the Voting Deadline unless the Bankruptcy Court has authorized the counting and/or consideration of such Ballot;
 - b. any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the claim;
 - c. any Ballot cast by an entity that (i) does not hold a claim in a class that is entitled to vote to accept or reject the Plan or (ii) is not otherwise entitled to vote pursuant to the procedures described in the Disclosure Statement Order;
 - d. any Ballot sent to the Debtors, the Bankruptcy Court or any other party other than the Solicitation and Tabulation Agent;
 - e. any inconsistent or duplicate Ballots that are simultaneously cast with respect to the same claim;

- f. any Ballot transmitted to the Solicitation and Tabulation Agent by email, facsimile or other means not specifically approved in the Disclosure Statement Order;
 - g. any unsigned Ballot;
 - h. any Ballot that does not contain an original signature; or
 - i. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
7. Your claim has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules approved by the Bankruptcy Court (the "Tabulation Rules"). The Tabulation Rules are set forth in the *Notice of (A) Deadline for Casting Votes to Accept or Reject Joint Plan of Reorganization, (B) Hearing to Consider Confirmation of Joint Plan of Reorganization and (C) Related Matters*, which is enclosed with the solicitation materials you received along with this Ballot. The temporary allowance of your claim for voting purposes does not constitute an allowance of your claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors or any other party in interest in any other context (e.g., the right of the Debtors or any other party in interest to contest the amount or validity of any claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance of your claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) June 15, 2016 or (b) 10 days after the date of service of a notice of an objection, if any, to your claim. Unless the Bankruptcy Court orders otherwise, your claim will not be counted as a vote in excess of the amount as determined in accordance with the tabulation rules approved by the Bankruptcy Court, regardless of the amount identified in Item 1 of the Ballot. If a lesser amount is identified in Item 1 of the Ballot, your claim will be counted as a vote in such lesser amount.
8. The Ballot does not constitute and shall not be deemed a proof of claim or interest or an assertion of a claim or interest.
9. If you cast more than one Ballot voting the same claim prior to the Voting Deadline, the last, properly executed Ballot received by the Solicitation and Tabulation Agent before the Voting Deadline (as determined by the Solicitation and Tabulation Agent) will be deemed to reflect your intent either to accept or reject the Plan.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Solicitation and Tabulation Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or, if no such mailing label is attached, to the Ballot.

PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE SOLICITATION AND TABULATION AGENT, KURTZMAN CARSON CONSULTANTS LLC, BY (I) TOLL-FREE TELEPHONE FOR U.S. AND CANADIAN CALLERS AT (888) 249-2703 AND FOR CALLERS OUTSIDE THE UNITED STATES OR CANADA AT +1 (310) 751-2602, (II) E-MAIL AT ALPHANRINFO@KCCLLC.COM OR (III) WRITING TO ALPHA NATURAL RESOURCES BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS, LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245.

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)

BALLOT FOR VOTING TO ACCEPT OR REJECT JOINT PLAN OF REORGANIZATION OF DEBTORS AND DEBTORS IN POSSESSION

**CLASS 6C: NON-SECOND LIEN CATEGORY 2 GENERAL UNSECURED CLAIMS –
BALLOT FOR BENEFICIAL HOLDERS**

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS CAREFULLY BEFORE COMPLETING THIS BALLOT.

TO HAVE YOUR VOTE COUNTED, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT TO YOUR BROKER, BANK, DEALER OR OTHER AGENT OR NOMINEE (EACH, A "MASTER BALLOT AGENT") WITH ENOUGH TIME TO ALLOW FOR YOUR MASTER BALLOT AGENT TO CAST YOUR VOTE ON A MASTER BALLOT SO THAT THE MASTER BALLOT IS ACTUALLY RECEIVED BY KURTZMAN CARSON CONSULTANTS LLC (THE "SOLICITATION AND TABULATION AGENT") PRIOR TO 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016 (THE "VOTING DEADLINE"). YOUR BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED IN ACCORDANCE WITH THE FOLLOWING:

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR MASTER BALLOT AGENT:

YOU MUST RETURN THIS BALLOT TO YOUR MASTER BALLOT AGENT IN THE ENVELOPE PROVIDED OR IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY YOUR MASTER BALLOT AGENT.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO THE SOLICITATION AND TABULATION AGENT:

YOU MUST RETURN THIS BALLOT DIRECTLY TO THE SOLICITATION AND TABULATION AGENT IN THE ENVELOPE PROVIDED PRIOR TO THE VOTING DEADLINE.

The above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as may be amended from time to time, the "Plan"). Capitalized terms not otherwise defined herein have the meanings given to them in the Plan. The Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") has approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (the "Disclosure Statement") as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [____], 2016 (the "Disclosure Statement Order"). The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this Ballot because you are a holder of a Noteholder Claim in Class 6C as of May 18, 2016 (the "Record Date"). Class 6C consists of Category 2 General Unsecured Claims, as that term is defined in the Plan, other than Second Lien Noteholder Claims. As a holder of a Class 6C claim on the Record Date, you have a right to vote to accept or reject the Plan. The CUSIP for the Notes related to your claim is identified in the footer to this Ballot.

Your rights are described in the Disclosure Statement, which is included in the solicitation package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received solicitation package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation packages, you may (a) download such documents (excluding the Ballots) from the Debtors' document website at www.kccllc.net/alpharestructuring or (b) contact the Solicitation and Tabulation Agent, Kurtzman Carson Consultants LLC, by (i) toll-free telephone for U.S. and Canadian callers at (888) 249-2703 and for callers outside the United States or Canada at +1 (310) 751-2602 or (ii) e-mail at alphanrinfo@kccllc.com. Copies of these documents may also be obtained for a fee by visiting the Bankruptcy Court's website at vaeb.uscourts.gov. Please be advised that the Solicitation and Tabulation Agent is not permitted to provide legal advice.

This Ballot may not be used for any purpose other than casting a vote to accept or reject the Plan, electing certain treatment and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Solicitation and Tabulation Agent immediately at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your claim. Your claim has been placed in Class 6C under the Plan. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (a) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the claims in each impaired class of claims who vote on the Plan and (b) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the class or classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

THIS BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLAN. HOLDERS SHOULD NOT SURRENDER CERTIFICATES, IF ANY, REPRESENTING THE NOTES AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR SOLICITATION AND TABULATION AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

**BALLOTS SUBMITTED BY EMAIL OR FACSIMILE WILL NOT BE ACCEPTED.
BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.**

**AGAIN, PLEASE READ THE ATTACHED VOTING INFORMATION AND
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1 THROUGH 5. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 2, OR IF BOTH BOXES ARE CHECKED IN ITEM 2, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Voting Classification and Amount. The undersigned hereby certifies that as of the Record Date, the undersigned was the holder of claims, in the following principal amount (insert amount below). If your claims are held by a Master Ballot Agent on your behalf and you do not know the amount of your claim, please contact your Master Ballot Agent immediately.

\$ _____
(enter amount)

Item 2. Vote. The holder of the claims identified in Item 1 above votes to (check one box):

- ACCEPT the Plan. REJECT the Plan.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.

YOUR VOTE ON THIS BALLOT FOR CLAIMS IN CLASS 6C SHALL BE APPLIED TO EACH DEBTOR AGAINST WHOM YOU HAVE A CLASS 6C CLAIM.

Item 3. Certifications and Acknowledgments.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (i) that either: (a) the undersigned is the holder of the claims being voted or (b) the undersigned is an authorized signatory for a holder of the claims being voted;
- (ii) that the undersigned has received a copy of the Disclosure Statement and the solicitation package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;¹
- (iii) that the undersigned has cast the same vote with respect to all claims in a single class; and
- (iv) that no other Ballots with respect to the amount of the claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such claims, then any such earlier received Ballots are hereby revoked.

Item 4. Certifications as to Notes Held in Additional Accounts

By completing and returning this Ballot, the undersigned beneficial owner on behalf of which this Ballot is being cast (the "Beneficial Owner") certifies that either: (a) it has not submitted any other Ballots in respect of its Class 6C claims held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Class 6C claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan to the extent such claims are in the same class (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED OTHER CLASS 6C CLAIMS
ON A BALLOT OTHER THAN THIS BALLOT.

	Name of Beneficial Owner ²	Account Number for Other Account (If Applicable)	Name of Broker, Bank, Dealer or Other Agent or Nominee for Other Account (If Applicable)	Principal Amount of Notes Giving Rise to Claims	Class of Other Claims Voted	CUSIP of Other Notes Giving Rise to Claims Voted
1.						
2.						
3.						

To be counted, a Beneficial Owner must vote *all* of its Class 6C claims either to accept or reject the Plan. No split votes will be permitted.

¹ Submission of electronic instructions to your nominee (if permitted by such nominee) shall have the same effect as if you had completed and returned a physical Ballot. By making an electronic submission, you are representing that you reviewed the Ballot in its entirety and have received a copy of the Plan and Disclosure Statement for your review and consideration.

² List your name if the claim is held by you in record name. If the claim is held in "street name," please list the name of your Master Ballot Agent.

Item 5. Acknowledgements. The undersigned acknowledge(s) and understand(s) that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as having been cast.

Name

Social Security or Federal Tax I.D. No. (optional)

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Email Address

Date Completed

PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT PROMPTLY.

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE BALLOT**

1. The Debtors are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as it may be amended from time to time).
2. **The Bankruptcy Court may confirm the Plan and thereby bind you if, among other things, the Plan is confirmed. Please review the Disclosure Statement and Plan for more information.**
3. To ensure that your vote is counted, you must: (a) complete your Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) clearly sign and return your Ballot to the address set forth on the enclosed pre-addressed envelope in accordance with paragraph 4 below. ***If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.***
4. **Return of Ballots:** To ensure your vote is counted toward confirmation of the Plan, please read the following information carefully so that you understand where your Ballot must be sent in order for it to be received before the Voting Deadline:
 - (a) If you have a Master Ballot Agent: You must return your Ballot in the return envelope addressed to your Master Ballot Agent (or otherwise follow your Master Ballot Agent's instructions) so that it is directly returned to your Master Ballot Agent according to the accompanying instructions provided by your Master Ballot Agent, and in any event in sufficient time to permit your Master Ballot Agent to deliver a Master Ballot including your vote to the Solicitation and Tabulation Agent prior to the Voting Deadline.
 - (b) If you have no Master Ballot Agent: You must return your Ballot in the return envelope addressed directly to the Solicitation and Tabulation Agent, so as to be actually received by the Solicitation and Tabulation Agent on or before the Voting Deadline.

You should submit your ballot to your Master Ballot Agent as soon as possible. **BALLOTS SUBMITTED MUST BE RECEIVED BY THE SOLICITATION AND TABULATION AGENT FROM YOU OR YOUR MASTER BALLOT AGENT BY 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016. IF A BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. AN ENVELOPE ADDRESSED TO THE SOLICITATION AND TABULATION AGENT OR MASTER BALLOT AGENT IS ENCLOSED FOR YOUR CONVENIENCE. BALLOTS SHOULD NOT BE SENT TO THE DEBTORS OR YOUR INDENTURE TRUSTEE.**

5. **The following Ballots will NOT be counted:**
 - a. any Ballot received after the Voting Deadline unless the Bankruptcy Court has authorized the counting and/or consideration of such Ballot;
 - b. any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the claim;
 - c. any Ballot cast by an entity that (i) does not hold a claim in a class that is entitled to vote to accept or reject the Plan or (ii) is not otherwise entitled to vote pursuant to the procedures described in the Disclosure Statement Order;
 - d. any Ballot sent to a party other than the Solicitation and Tabulation Agent or Master Ballot Agent, as applicable (e.g., the Debtors or the Bankruptcy Court);
 - e. any inconsistent or duplicate Ballots that are simultaneously cast with respect to the same claim;
 - f. any Ballot transmitted to the Solicitation and Tabulation Agent by facsimile or other means not specifically approved in the Disclosure Statement Order;

- g. any unsigned Ballot;
 - h. any Ballot that does not contain an original signature; or
 - i. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
6. The method of delivery of a Ballot to the Master Ballot Agent or Solicitation and Tabulation Agent, as applicable, is at the election and risk of each holder of a claim. Except as otherwise provided herein, such delivery will be deemed made only when the Solicitation and Tabulation Agent **actually receives** the Master Ballot incorporating the Ballot or the originally executed Ballot, as applicable. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.
7. If you cast more than one Ballot voting the same claim prior to the Voting Deadline, the last properly executed Ballot received by the Solicitation and Tabulation Agent before the Voting Deadline (as determined by the Solicitation and Tabulation Agent) will be deemed to reflect your intent either to accept or reject the Plan. After the Voting Deadline, a record holder or Beneficial Owner may only change its vote reflected on the last such properly executed Ballot with the approval of the Bankruptcy Court.
8. **YOUR VOTE ON THIS BALLOT FOR CLAIMS IN CLASS 6C SHALL BE APPLIED TO EACH DEBTOR AGAINST WHOM YOU HAVE A CLASS 6C CLAIM.**
9. You must vote all of your claims within a class either to accept or reject the Plan and may not split your vote.
10. The attached Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. *Holders of notes should not surrender certificates (if any) representing their notes at this time, and neither the Debtors nor the Solicitation and Tabulation Agent will accept delivery of any such certificates transmitted together with a Ballot.* Surrender of securities for exchange pursuant to the Plan may be made only pursuant to a letter of transmittal, which will be furnished, if necessary, by the Debtors (or their agent) after confirmation of the Plan by the Bankruptcy Court.
11. The Ballot does not constitute and shall not be deemed a proof of claim or interest or an assertion of a claim or interest.
12. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Solicitation and Tabulation Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
13. If you hold claims in more than one voting class under the Plan, you may receive a separate Ballot for each class of claims, coded by class number, and a set of solicitation materials. You may also receive more than one Ballot if you: (a) hold more than one issue of notes issued by one or more of the Debtors; (b) are the beneficial owner of notes issued by a Debtor and held in street name through more than one Master Ballot Agent; or (c) are the beneficial owner of notes issued by a Debtor and registered in your own name as well as the beneficial owner of notes issued by a Debtor and registered in street name. You must vote all of your claims within a single class under the Plan either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different claims with a single class under the Plan and the Ballots are not voted in the same manner, such Ballots shall not be counted. If you hold any portion of a single claim, you and all other holders of any portion of such claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such claim collectively either to accept or reject the Plan. In the event a group of Ballots received from the various holders of multiple portions of a single claim partially accepts and partially rejects the Plan, such Ballots shall not be counted.
14. If you have cast additional Ballots on account of the beneficial ownership of any notes, you must complete Item 4. With respect to any such additional Ballots, please complete the information requested in Item 4. One line should be used to identify each such separate account. Do not include in Item 4 information relating to claims being voted on the same Ballot in Item 2. Only information relating to other Ballots voted on account of the beneficial ownership of notes giving rise to claims in Class 6C under the Plan should be included in Item 4. Please note that the information provided in Items 1 and 4 must, taken together, identify *all* of your holdings of notes giving rise to Class 6C claims.

15. Your Class 6C claim has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with certain tabulation rules approved by the Bankruptcy Court (the "Tabulation Rules"). The Tabulation Rules are set forth in the *Notice of (A) Deadline for Casting Votes to Accept or Reject Joint Plan of Reorganization, (B) Hearing to Consider Confirmation of Joint Plan of Reorganization and (C) Related Matters*, which is enclosed with the solicitation materials you received along with this Ballot. The temporary allowance of your claim for voting purposes does not constitute an allowance of your claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors or any other party in interest in any other context (e.g., the right of the Debtors or any other party in interest to contest the amount or validity of any claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance of your claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) June 15, 2016 or (b) 10 days after the date of service of a notice of an objection, if any, to your claim. Unless the Bankruptcy Court orders otherwise, your claim will not be counted as a vote in excess of the amount as determined in accordance with the claim tabulation rules approved by the Bankruptcy Court, regardless of the amount identified in Item 1 of the Ballot.

PLEASE SUBMIT YOUR BALLOT PROMPTLY.

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT,
OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING
PROCEDURES, PLEASE CONTACT THE SOLICITATION AND TABULATION AGENT,
KURTZMAN CARSON CONSULTANTS LLC, BY (I) TOLL-FREE TELEPHONE FOR U.S. AND CANADIAN
CALLERS AT (888) 249-2703 AND FOR CALLERS OUTSIDE THE UNITED STATES OR CANADA
AT +1 (310) 751-2602 OR (II) E-MAIL AT ALPHANRINFO@KCCLLC.COM.**

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)

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF DEBTORS AND DEBTORS IN POSSESSION**

**CLASS 6C: NON-SECOND LIEN CATEGORY 2 GENERAL UNSECURED CLAIMS –
MASTER BALLOT FOR MASTER BALLOT AGENTS**

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS
5:00 P.M., EASTERN TIME, ON JUNE 29, 2016**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as may be amended from time to time, the "Plan"). Capitalized terms not otherwise defined herein have the meanings given to them in the Plan. The Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") has approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (the "Disclosure Statement") as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [____], 2016 (the "Disclosure Statement Order"). The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this master ballot ("Master Ballot") because the Debtors' records indicate that you are a broker, bank, dealer or other agent or nominee (a "Master Ballot Agent") of a beneficial owner of Class 6C claims ("Beneficial Owner"),¹ as of May 18, 2016 (the "Record Date"). Class 6C consists of Category 2 General Unsecured Claims, as that term is defined in the Plan, other than Second Lien Noteholder Claims. The CUSIP for the Notes related to the claims of Beneficial Owners are identified in the footer to this Ballot.

**MASTER BALLOT AGENTS SHOULD USE THIS
MASTER BALLOT TO CAST VOTES TO ACCEPT OR REJECT THE PLAN.**

Your rights are described in the Disclosure Statement, which is included in the solicitation package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order and certain other materials). If you received solicitation package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation packages, you may (a) download such documents (excluding the Ballots) from the Debtors' document website at www.kccllc.net/alpharestructuring or (b) contact Kurtzman Carson Consultants LLC (the "Solicitation and Tabulation Agent") by (i) toll-free telephone for U.S. and Canadian callers at (877) 833-4154 and for callers outside the United States or Canada at +1 (917) 281-4800, (ii) e-mail at alphanrinfo@kccllc.com or (iii) writing to Alpha Natural Resources Ballot Processing, c/o Kurtzman Carson Consultants LLC, 1290 Avenue of the Americas, Ninth Floor, New York, New York 10104. Copies of these documents may also be obtained for a fee by visiting the Bankruptcy Court's website at vaeb.uscourts.gov. Please be advised that the Solicitation and Tabulation Agent is not permitted to provide legal advice.

¹ A "Beneficial Owner" means a beneficial owner of (a) the Second Lien Notes, (b) the Massey Convertible Notes, (c) the 2017 Notes, (d) the 2018 Notes, (e) the 2019 Notes, (f) the 2020 Notes and/or (g) the 2021 Notes (as such terms are defined in the Plan) (collectively, the "Notes"), whose claims (x) have not been satisfied prior to the Record Date pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Master Ballot Agent (or its own records if it holds such Notes on its own behalf) and (y) are held through either Union Bank of California, Union Bank, N.A., Computershare Trust Company, N.A., Computershare Trust Company of Canada or Wilmington Trust, N.A., in their respective capacities as indenture trustees for the Notes.

This Ballot may not be used for any purpose other than casting a vote to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Solicitation and Tabulation Agent immediately at the address or telephone number set forth above.

You should immediately distribute the Ballots and the Solicitation Packages to all Beneficial Owners of claims and take any action required, including providing appropriate instructions to the Beneficial Owners for completing and returning any pre-validated Ballots, to enable each such Beneficial Owner to vote timely the claims that it holds. Any Ballot returned to you by a Beneficial Owner of a claim shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver, to the Solicitation and Tabulation Agent, a Master Ballot that reflects the vote of such Beneficial Owners by 5:00 p.m., Eastern Time, on June 29, 2016 (the "Voting Deadline") or otherwise validate the Ballot in a manner acceptable to the Solicitation and Tabulation Agent.

The Bankruptcy Court may confirm the Plan and thereby bind all holders of claims.

TO HAVE THE VOTES OF YOUR BENEFICIAL OWNERS COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, YOU MUST RETURN THIS MASTER BALLOT (A) BY MAIL, OVERNIGHT COURIER OR PERSONAL DELIVERY TO ALPHA NATURAL RESOURCES BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 1290 AVENUE OF THE AMERICAS, NINTH FLOOR, NEW YORK, NEW YORK 10104 OR (B) BY EMAIL AT ANRBALLOT@KCCLLC.COM, SO THAT IT IS RECEIVED BY 5:00 P.M., EASTERN TIME, ON JUNE 29, 2016.

BALLOTS SHOULD NOT BE SENT TO THE DEBTORS.

THIS MASTER BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLAN. HOLDERS SHOULD NOT SURRENDER CERTIFICATES, IF ANY, REPRESENTING THE NOTES AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR SOLICITATION AND TABULATION AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Certification of Authority to Vote. The undersigned certifies that as of the Record Date, the undersigned (please check appropriate box):

- Is a broker, bank or other nominee for the beneficial holders of the principal amount of the Notes or otherwise on this Master Ballot in the principal amount listed in Item 2 below, and is the registered holder or Master Ballot Agent of such securities;
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank or other nominee that is the registered holder or Master Ballot Agent of the principal amount of Notes listed in Item 2 below; or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank or other nominee, or a beneficial holder, that is the registered holder or Master Ballot Agent of the principal amount of Notes listed in Item 2 below,

and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial holders of the Notes described in Item 2.

Item 2. Votes on the Plan Cast by Beneficial Owners. The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the Beneficial Owners of Class 6C claims, as identified by their respective account numbers, that have delivered duly completed Beneficial Owner Ballots to the undersigned voting to accept or reject the Plan. Any Ballot executed by a holder that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.

(Please complete the information requested below. Attach additional sheets if necessary.)

BENEFICIAL OWNER	PRINCIPAL AMOUNT OF NOTES GIVING RISE TO CLAIMS IN CLASS 6C VOTED:	
	To ACCEPT the Plan	To REJECT the Plan
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
TOTALS		

THE VOTES OF YOUR BENEFICIAL OWNERS ON THIS BALLOT GIVING RISE TO CLASS 6C CLAIMS SHALL BE APPLIED TO EACH DEBTOR AGAINST WHOM YOUR BENEFICIAL OWNERS HAVE A CLASS 6C CLAIM.

If you vote to accept the Plan, you are specifically consenting to the releases contained in the Plan. Such releases include, but are not limited to, the releases contained in Section III.E.6 of the Plan, which include the release of claims and causes of action against certain non-Debtor entities.

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the information provided below (including any information on additional sheets attached hereto) is a true and accurate schedule on which the undersigned has transcribed the information, if any, provided in Item 4 of each Beneficial Owner Ballot received from a Beneficial Owner of Notes.

(Please complete the information requested below. Attach additional sheets if necessary.)

Your Customer Account Number For Each Beneficial Owner	INFORMATION TO BE TRANSCRIBED FROM ITEM 4 OF BENEFICIAL OWNER BALLOTS REGARDING OTHER BALLOTS CAST IN RESPECT OF CLASS 6C CLAIMS			
	Customer Account Number for Other Account	Name of Broker, Bank, Dealer or Other Agent or Nominee for Other Account (If Applicable)	Principal Amount of Notes Giving Rise to Claims	CUSIP of Other Notes Giving Rise to Claims Voted
1.				
2.				
3.				
4.				

Item 4. Additional Certifications. By signing this Master Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- a. that the undersigned has received a copy of the Disclosure Statement and the solicitation package, has delivered the same to the Beneficial Owners listed on the Ballots, and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- b. that the undersigned has received a completed and signed Beneficial Owner Ballot from each Beneficial Owner listed in Item 2 of the Master Ballot;
- c. that the undersigned is the registered holder of the securities being voted;
- d. that the undersigned has been authorized by each such Beneficial Owner to vote on the Plan;
- e. that the undersigned has properly disclosed: (i) the number of Beneficial Owners who completed Ballots; (ii) the respective amounts of such Beneficial Owners' Class 6C claims owned by each Beneficial Owner who completed a Ballot; (iii) each such Beneficial Owner's respective vote concerning the Plan; (iv) each such Beneficial Owner's certification as to other Class 6C claims voted, as applicable; and (v) the customer account or other identification number for each such Beneficial Owner;
- f. that each such Beneficial Owner has certified to the undersigned that it is eligible to vote on the Plan and it will maintain Ballots and evidence of separate transactions returned by Beneficial Owners (whether properly completed or defective) for at least one year after the Voting Deadline and disclose all such information to the Bankruptcy Court or the Debtors, as the case may be, if so ordered;
- g. that the undersigned acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of the undersigned's Class 6C claim(s) as described in the Plan; and
- h. that the undersigned acknowledges and agrees that the Debtors may make conforming changes to the Plan as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

Name of Master Ballot Agent

Participant Number

Signature

If by Authorized Agent, Name and Title

Street Address

City, State, Zip Code

Telephone Number

Email Address

Date Completed

PLEASE COMPLETE, SIGN, AND DATE THIS MASTER BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED OR TO THE FOLLOWING ADDRESS:

BY MAIL: Alpha Natural Resources Ballot Processing c/o Kurtzman Carson Consultants LLC 1290 Avenue of the Americas, Ninth Floor New York, New York 10104	OR BY EMAIL: ANRBallot@kccllc.com
---	---

YOUR MASTER BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS JUNE 29, 2016, AT 5:00 P.M. EASTERN TIME TO BE COUNTED TOWARD CONFIRMATION OF THE PLAN

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT**

1. The Debtors are soliciting votes with respect to the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (as it may be amended from time to time).
2. **The Bankruptcy Court may confirm the Plan and thereby bind you if, among other things, the Plan is confirmed. Please review the Disclosure Statement and Plan for more information.**
3. You should immediately distribute the Ballots and the Solicitation Package to all Beneficial Owners of claims and take any action required to enable each such Beneficial Owner to vote timely the claims that it holds. Any Ballot returned to you by a Beneficial Owner of a claim shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver, to the Solicitation and Tabulation Agent, a Master Ballot that reflects the vote of such Beneficial Owners by the Voting Deadline, which is 5:00 p.m., Eastern Time, on June 29, 2016 or otherwise validate the Ballot in a manner acceptable to the Solicitation and Tabulation Agent. **BALLOTS MUST BE RECEIVED BY THE SOLICITATION AND TABULATION AGENT BY THE VOTING DEADLINE. IF A BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. AN ENVELOPE ADDRESSED TO THE SOLICITATION AND TABULATION AGENT IS ENCLOSED FOR YOUR CONVENIENCE.**
4. With regard to any Ballots returned to you by a Beneficial Owner, you must: (a) compile and validate the votes and other relevant information of each such Beneficial Owner on the Master Ballot using the customer name or account number assigned by you to each such Beneficial Owner; (b) execute the Master Ballot; (c) transmit such Master Ballot to the Solicitation and Tabulation Agent by the Voting Deadline; and (d) retain such Ballots in your files for a period of one year after the Voting Deadline. You may be ordered to produce the Ballots to the Debtors or the Bankruptcy Court.
5. If a Master Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Master Ballots to the Solicitation and Tabulation Agent is at the election and risk of each Master Ballot Agent. Except as otherwise provided herein, such delivery will be deemed made only when the Solicitation and Tabulation Agent actually receives the originally executed Master Ballot. Instead of effecting delivery by first class mail, it is recommended, though not required, that entities use an overnight or hand delivery service. In all cases, Master Ballot Agents should allow sufficient time to assure timely delivery. No Master Ballot should be sent to any of the Debtors or their agents (other than the Solicitation and Tabulation Agent), any indenture trustee or the Debtors' financial or legal advisors and if so sent will not be counted.
6. Multiple Master Ballots may be completed and delivered to the Solicitation and Tabulation Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of votes cast on other Master Ballots. If two or more Master Ballots are inconsistent, the last properly executed Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot is submitted and the later Master Ballot(s) supplement(s) rather than supersede(s) the earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words "Additional Vote" or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.
7. If a Beneficial Owner casts more than one Ballot voting the same claim prior to the mailing deadline set by each Master Ballot Agent, the last such properly executed Ballot received (as determined by you) should be deemed to reflect such Beneficial Owner's intent either to accept or reject the Plan.
8. **The votes of your Beneficial Owners on this Ballot for Class 6C claims shall be applied to each Debtor against whom your Beneficial Owners have a Class 6C claim.**
9. The attached Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Plan. *Holders of Class 6C claims should not surrender certificates (if any) representing their Notes at this time, and neither the Debtors nor the Solicitation and Tabulation Agent will accept delivery of any such certificates transmitted together with a Master Ballot. Surrender of securities for exchange pursuant to the Plan may be made only pursuant to a letter of transmittal, which will be furnished by the Debtors (or their agent), if necessary, after confirmation of the Plan by the Bankruptcy Court.*
10. This Master Ballot does not constitute and shall not be deemed a proof of claim or interest or an assertion of a claim or interest.

11. Please be sure to sign and date your Master Ballot. You should indicate that you are signing a Master Ballot in your capacity as a trustee, administrator, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity and, if required or requested by the Solicitation and Tabulation Agent, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Owner. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.
12. If you are both the Master Ballot Agent and the Beneficial Owner of any of the Notes and you wish to vote the Class 6C claims arising therefrom, you may return a Beneficial Owner Ballot or Master Ballot for such Class 6C claims. If you choose to complete a Beneficial Owner Ballot, please refer to the instructions accompanying the Beneficial Owner Ballot.
13. To ensure that the votes on the Master Ballot are counted, you must: (a) complete your Master Ballot in accordance with these instructions; (b) clearly indicate the decision either to accept or reject the Plan in the boxes provided in Item 2 of the Master Ballot; and (c) clearly sign and return your Master Ballot (i) to the address set forth on the enclosed pre-addressed envelope in accordance with paragraph 15 below or (ii) at the email address set forth in paragraph 15 below.
14. If you believe that you have received this Master Ballot in error, please contact the Solicitation and Tabulation Agent immediately.
15. **Return of Ballots:** The Master Ballot must be returned to the Solicitation and Tabulation Agent so as to be **actually received** by the Solicitation and Tabulation Agent on or before the Voting Deadline, which is 5:00 p.m., Eastern Time, on June 29, 2016. If a Master Ballot is received after the Voting Deadline, it will not be counted. *Ballots should not be sent to the Debtors or the Indenture Trustee(s).*

<p>BY MAIL:</p> <p>Alpha Natural Resources Ballot Processing c/o Kurtzman Carson Consultants LLC 1290 Avenue of the Americas, Ninth Floor New York, New York 10104</p>	<p>OR BY EMAIL:</p> <p>ANRBallot@kccllc.com</p>
--	--

16. **The following Ballots will NOT be counted:**
 - a. any Ballot received after the Voting Deadline unless the Bankruptcy Court shall have authorized the counting and/or consideration of such Ballot;
 - b. any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the claim;
 - c. any Ballot cast by an entity that (i) does not hold a claim in a class that is entitled to vote to accept or reject the Plan or (ii) is not otherwise entitled to vote pursuant to the procedures described in the Disclosure Statement Order;
 - d. any Ballot sent to any party other than the Solicitation and Tabulation Agent (e.g., the Debtors or the Bankruptcy Court);
 - e. any inconsistent or duplicate Ballots that are simultaneously cast with respect to the same claim;
 - f. any Ballot transmitted to the Solicitation and Tabulation Agent by means not specifically approved in the Disclosure Statement Order;
 - g. any unsigned Ballot; or
 - h. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
17. No fees or commissions or other remuneration will be payable to any broker, bank, dealer or other person in connection with this solicitation. Upon written request, however, the Debtors will reimburse you for customary mailing and handling expenses incurred by you in forwarding Beneficial Owner Ballots and accompanying solicitation packages to your client(s).

18. Please note that Item 2 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual Beneficial Owner of the Notes giving rise to claims on whose behalf you are executing a Master Ballot. To identify such Beneficial Owners without disclosing their names, please use the customer account number assigned by you to each such Beneficial Owner. If a single customer has more than one account with the identical registration, only list that customer once in the schedule requested by Item 2. The total principal amount of all accounts voted with respect to a single customer should be listed in a single schedule entry, so that each line will represent a different Beneficial Owner.
19. Please note that Item 3 of the Master Ballot requests that you provide information or attach a schedule to the Master Ballot in the indicated format by transcribing any information provided in Item 4 of each Beneficial Owner Ballot received from a Beneficial Owner for which you are executing a Master Ballot. Please also include your customer account number for each entry in Item 3 of the Master Ballot.
20. Please note that separate claims held by a single creditor in a particular class shall not be aggregated, and the votes related to such claims shall be treated as separate votes to accept or reject the Plan (as applicable). However, all holders of any portion of a single claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such claim collectively either to accept or reject the Plan. Any executed Beneficial Owner Ballot that (a) does not indicate an acceptance or rejection of the Plan, (b) indicates both an acceptance and a rejection of the Plan or (c) is not timely received by you should not be counted on the Master Ballot as having been cast.
21. Your Class 6C claim (and any Class 6C claims held by Beneficial Owners) has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with certain tabulation rules approved by the Bankruptcy Court (the "Tabulation Rules"). The Tabulation Rules are set forth in the *Notice of (A) Deadline for Casting Votes to Accept or Reject Joint Plan of Reorganization, (B) Hearing to Consider Confirmation of Joint Plan of Reorganization and (C) Related Matters*, which is enclosed with the solicitation materials you received along with this Ballot. The temporary allowance of your Class 6C claim for voting purposes does not constitute an allowance of such claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors or any other party in interest in any other context (e.g., the right of the Debtors or any other party in interest to contest the amount or validity of any claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance of your claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) June 15, 2016 or (b) 10 days after the date of service of a notice of an objection, if any, to your claim. Unless the Bankruptcy Court orders otherwise, your claim will not be counted as a vote in excess of the amount as determined in accordance with the Tabulation Rules, regardless of the amount identified in Item 1 of the Ballot.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE SOLICITATION AND TABULATION AGENT, KURTZMAN CARSON CONSULTANTS LLC, BY (I) TOLL-FREE TELEPHONE FOR U.S. AND CANADIAN CALLERS AT (877) 833-4150 AND FOR CALLERS OUTSIDE THE UNITED STATES OR CANADA AT +1 (917) 281-4800, (II) E-MAIL AT ALPHANRINFO@KCCLLC.COM OR (III) WRITING TO ALPHA NATURAL RESOURCES BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 1290 AVENUE OF THE AMERICAS, NINTH FLOOR, NEW YORK, NEW YORK 10104.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER ENTITY THE AGENT OF THE DEBTORS OR THE SOLICITATION AND TABULATION AGENT OR AUTHORIZE YOU OR ANY OTHER ENTITY TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THE DEBTORS WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HEREWITH.

ANNEX 2

Confirmation Hearing Notice

**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) DEADLINE FOR CASTING
VOTES TO ACCEPT OR REJECT SECOND AMENDED JOINT PLAN OF
REORGANIZATION, (B) HEARING TO CONSIDER CONFIRMATION OF SECOND
AMENDED JOINT PLAN OF REORGANIZATION AND (C) RELATED MATTERS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. The above-captioned debtors and debtors in possession (collectively, the "Debtors") filed: (a) the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession* (Docket No. 2527) (as it may be amended or modified, the "Plan") on May 25, 2016; and (b) the related *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession* (Docket No. 2528) (the "Disclosure Statement") on May 25, 2016.

2. Pursuant to an order of the Bankruptcy Court dated May [__], 2016 (Docket No. [__]) (the "Solicitation Procedures Order"),¹ the Disclosure Statement and certain related materials (collectively, the "Solicitation Materials") have been approved for solicitation of votes to accept or reject the Plan.

3. A hearing to consider the confirmation of the Plan (the "Confirmation Hearing") will be held before the Honorable Kevin R. Huennekens, United States Bankruptcy Judge, United States Bankruptcy Court, 701 East Broad Street, Courtroom 5000, Richmond, Virginia 23219 (the "Bankruptcy Court") **on July 7, 2016, at 10:00 a.m., Eastern Time.**

¹ References to Exhibits and capitalized terms not otherwise defined in this Notice have the meanings given to them in the *Motion of the Debtors for an Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Joint Plan of Reorganization, (III) Scheduling Hearing on Confirmation of Joint Plan of Reorganization and (IV) Approving Related Notice Procedures* (the "Motion"), filed by the Debtors on April 5, 2016, or, if not defined therein, in the Plan. Copies of the Motion are available upon request from the Debtors' counsel or may be accessed free of charge at kcellc.net/alpharestructuring.

4. Pursuant to the Solicitation Procedures Order, the Bankruptcy Court approved certain procedures for tabulation of votes to accept or reject the Plan. If you are the holder of a Claim against one of the Debtors as of May 18, 2016 (the record date as established by the Solicitation Procedures Order) (the "Record Date") in a class entitled to vote on the Plan, you have received with this Notice a ballot form (a "Ballot") and voting instructions appropriate for your Claim as well as a copy of the Disclosure Statement and related solicitation materials. The following procedures apply with respect to voting your Claim:

a. Except as provided in subparagraph (b) below, for your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot and return the completed Ballot to the address indicated on the Ballot so that it is received **no later than 5:00 p.m., Eastern Time, on June 29, 2016** (the "Voting Deadline"). Any failure to follow the voting instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify your Ballot and your vote. ***You are encouraged to read the voting instructions carefully and review the Disclosure Statement before you vote.***

b. IF YOUR CLAIM IS BASED ON OBLIGATIONS OWED UNDER A NOTE, SPECIAL VOTING PROCEDURES AND DEADLINES MAY APPLY. YOU ARE URGED TO READ CAREFULLY ALL INSTRUCTIONS RECEIVED WITH YOUR SOLICITATION MATERIALS TO ENSURE THAT YOUR BALLOT IS PROPERLY COMPLETED AND TIMELY SUBMITTED.

c. Your Claim has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with the following tabulation rules approved by the Bankruptcy Court in the Solicitation Procedures Order (collectively, the "Tabulation Rules"):

- Unless otherwise provided in the Tabulation Rules described below, a Claim will be deemed temporarily allowed for voting purposes in an amount equal to the full stated amount claimed by the holder of such Claim in any proof of Claim filed by the applicable bar date (or otherwise deemed timely filed under applicable law) to the extent that the proof of Claim specifies a fixed or liquidated amount. Any additional contingent or unliquidated amounts will be temporarily disallowed for voting purposes.
- If a Claim is deemed allowed in accordance with the Plan, such Claim will be temporarily allowed for voting purposes in the deemed allowed amount set forth in the Plan.
- If a Claim for which a proof of Claim has been timely filed is (a) wholly contingent, unliquidated or disputed (upon a reasonable review of the claim and the supporting documentation by the Debtors or the Solicitation and Tabulation Agent) and/or (b) does not otherwise specify a fixed or liquidated amount, such wholly

contingent, unliquidated or disputed Claim will be temporarily allowed for voting purposes in the amount of \$1.00.

- If a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, or by an agreement between the Debtors and the creditor estimating or otherwise allowing a Claim for voting purposes (an "Estimation Agreement"), such Claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Bankruptcy Court. The following shall apply to Estimation Agreements:
 - With respect to any Estimation Agreement, the Debtors must file a notice of such agreement (an "Estimation Notice") with the Bankruptcy Court and serve such Estimation Notice on the Notice Parties (as defined in paragraph 7 below).
 - Each Estimation Notice: (a) may address a single Claim or multiple Claims; (b) shall describe the pertinent terms of the Estimation Agreement between the parties (including the amount(s) in which the creditor's Claim(s) will be temporarily allowed for voting purposes) and (c) provide that the Notice Parties may file written objections to the Estimation Agreement described therein (an "Estimation Objection") and serve such objection on the Debtors and the other Notice Parties no later than five days after service of the Estimation Notice (the "Estimation Objection Deadline").
 - If no Estimation Objection is filed and served by the Estimation Objection Deadline with respect to a particular Estimation Agreement, the Claim(s) addressed in the relevant Estimation Agreement will be temporarily allowed for voting purposes as set forth in the Estimation Agreement without further action of the parties or the Bankruptcy Court.
 - If an Estimation Objection is timely filed and served, and such Estimation Objection is not resolved consensually by the parties, the Claim(s) addressed in the relevant Estimation Agreement will not be temporarily allowed for voting purposes as set forth therein unless approved by an order of the Bankruptcy Court. The Debtors may schedule any such Estimation Objection and the related Estimation Agreement for hearing at any omnibus hearing before the Bankruptcy Court on not less than five business days' notice. Along with any notice of hearing on a contested

Estimation Agreement, the Debtors may file additional briefing in support of the agreement (a "Supplemental Brief"), and parties that filed Estimation Objections will have three business days from the service of the Supplemental Brief to file with the Bankruptcy Court and serve on the Debtors a response to the Supplemental Brief.

- If a Claim is (a) either (i) not listed in the Schedules or (ii) listed in the Schedules as contingent, unliquidated or disputed and (b) a proof of Claim was not timely filed or deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, unless the Debtors have consented otherwise in writing, such Claim will be disallowed for voting purposes pursuant to Bankruptcy Rule 3003(c)(2).
- If the Debtors have filed and served an objection to a Claim at least 14 days before the Voting Deadline, such Claim will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection. If an objection does not identify the proposed amount of a Claim (e.g., if the Claim remains subject to estimation or liquidation), then such Claim will be temporarily allowed in the amount of \$1.00.
- If the automatic stay has been modified by an order of the Bankruptcy Court at least 14 days before the Voting Deadline to permit a Claim to be adjudicated, in whole or in part, in another court (including an appellate court), such Claim will be temporarily allowed in the liquidated, noncontingent and undisputed amount, if any, identified in the Schedules on account of such Claim, or, if such Claim is listed in the Schedules as contingent, unliquidated or disputed, the Claim will be temporarily allowed in the amount of \$1.00.
- With respect to Notes, holders of such Notes as of the Record Date shall be solicited and cast votes on the Plan in accordance with customary procedures for soliciting and tabulating votes of public securities holders. For the avoidance of doubt, any proofs of claim filed by individual Noteholders on their own behalf on account of ownership of the Notes shall be disallowed for voting purposes. In addition, any proofs of claim filed by individual equity holders on account of their equity ownership shall be disallowed for voting purposes, and such holders will be served with a Notice of Non-Voting Status in accordance with customary procedures for noticing public securities holders.
- If a Claim holder identifies a Claim amount on its Ballot that is less than the amount otherwise calculated in accordance with the

Tabulation Rules, the Claim will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot.

- If a proof of claim has been amended by a later filed proof of claim, the later filed amending claim shall be entitled to vote in a manner consistent with the Tabulation Rules, and the earlier filed claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended claim.
- For purposes of the numerosity and amount requirements of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class shall be aggregated (based on the reasonable efforts of the Debtors and the Solicitation and Tabulation Agent) as if such creditor held one Claim in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan (as applicable).
- If any portion of a single Claim has been transferred to a transferee, all holders of any portion of such single Claim will be (a) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other voting and solicitation procedures set forth herein) and (b) required to vote every portion of such Claim collectively to either accept or reject the Plan.
- If a creditor casts more than one Ballot voting the same Claim before the Voting Deadline, the last properly executed Ballot received before the Voting Deadline will be deemed to reflect the voter's intent and, thus, will supersede any prior Ballots.
- Creditors are required to vote all of their Claims, as the case may be, within a particular Class under the Plan either to accept or reject the Plan and may not split their votes. In the event that (a) a Ballot, (b) group of Ballots within a Plan class received from a single creditor or (c) a group of Ballots received from the various holders of multiple portions of a single Claim partially rejects and partially accepts the Plan, such Ballots will not be counted.
- Any proof of claim not asserted in U.S. dollars will be temporarily allowed in the amount of \$1.00 for voting purposes only.
- The Debtors, in their discretion, and subject to contrary order of the Bankruptcy Court, may waive any defect in any Ballot at any time, either before or after the close of voting and without notice. Except as provided below, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtors may, in their discretion, reject such Ballot as invalid and, therefore,

decline to utilize it in connection with confirmation of the Plan by the Bankruptcy Court; provided, however, that such invalid Ballots shall be documented in the voting results filed with the Bankruptcy Court.

- Subject to contrary order of the Bankruptcy Court, the Debtors reserve the absolute right to reject any and all Ballots not proper in form, the acceptance of which would, in the opinion of the Debtors, not be in accordance with the provisions of the Bankruptcy Code; provided, however, that such invalid Ballots shall be documented in the voting results filed with the Bankruptcy Court.
- The following additional procedures shall apply with respect to tabulating master ballots:
 - All Master Ballot Agents will be required to retain the Beneficial Owner Ballots cast by their respective Beneficial Owners for inspection for a period of one year following the Voting Deadline.
 - Votes cast by holders of public securities through Master Ballot Agents will be applied to the applicable positions held by such Master Ballot Agents as of the Record Date, as evidenced by the record and depository listings. Votes submitted by a Master Ballot Agent shall not be counted in excess of the amount of public securities held by such Master Ballot Agent as of the Record Date.
 - If conflicting votes or "over-votes" are submitted by a Master Ballot Agent, the Solicitation and Tabulation Agent shall use reasonable efforts to reconcile discrepancies with such Master Ballot Agent. The submission of a Beneficial Owner Ballot or a Master Ballot reflecting an aggregate amount of voting Claims that exceeds the record position as identified on record and depository listings, respectively, is referred to herein as an "over-vote."
 - To the extent that an over-vote or a conflicting vote on a Master Ballot is not reconciled prior to the Voting Deadline, the Solicitation and Tabulation Agent (a) will calculate the respective percentage of the total stated amount of the Master Ballot voted by each respective Beneficial Owner, (b) will multiply such percentage for each Beneficial Owner by the amount of aggregate holdings for the applicable Master Ballot Agent identified on the applicable Master Ballot Agent Register and (c) will tabulate votes to accept or reject the Plan based on the result of this

calculation. The Debtors reserve the right to challenge this calculation in any given case by seeking a determination of the Bankruptcy Court within three business days after the final voting results are certified by the Solicitation and Tabulation Agent.

- For the purposes of tabulating votes, each Beneficial Owner shall be deemed (regardless of whether such holder includes interest in the amount voted on its Ballot) to have voted only the principal amount of its public securities; any principal amounts thus voted may be thereafter adjusted by the Solicitation and Tabulation Agent, on a proportionate basis to reflect the corresponding claim amount, including any accrued but unpaid prepetition interest, with respect to the securities thus voted.
- A single Master Ballot Agent may complete and deliver to the Solicitation and Tabulation Agent multiple Master Ballots. Votes reflected on multiple Master Ballots shall be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the last properly executed Master Ballot received prior to the Voting Deadline shall, to the extent of such inconsistency, supersede any prior received Master Ballot.

d. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of receiving Distributions under the Plan and is without prejudice to the rights of the Debtors in any other context, including the right of the Debtors to contest the amount, validity or classification of any Claim for purposes of allowance and Distribution under the Plan. If you wish to challenge (i) the classification of your Claim or (ii) the allowance of your Claim for voting purposes in accordance with the Tabulation Rules, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors' counsel identified below so that it is received by the later of (i) June 15, 2016 or (ii) 10 days after the date of service of a notice of objection, if any, to your Claim. Unless the Bankruptcy Court orders otherwise, your Claim will not be counted for voting purposes in excess of the amount determined in accordance with the Tabulation Rules.

5. Classes 1 (Priority Claims), 5 (Other Secured Claims) and 11 (Subsidiary Debtor Equity Interests) under the Plan are unimpaired and, therefore, are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code. To the extent that Class 7 Claims (Prepetition Intercompany Claims) are not eliminated by operation of law in the Restructuring Transactions, such Claims will be deemed settled and compromised in exchange for the consideration and other benefits provided to the holders of such Claims and are not

entitled to any Distribution of Plan consideration under the Plan. Notwithstanding this treatment, however, each holder of a Claim in Class 7 will be deemed to have accepted the Plan. Classes 8 (Section 510(b) Securities Claims), 9 (Section 510(b) Old Common Stock Claims) and 10 (Old Common Stock of ANR Interests) under the Plan are impaired, but will not receive any Distribution pursuant to the Plan, and therefore, consistent with section 1126(g) of the Bankruptcy Code, will be deemed to have rejected the Plan. For these reasons, solicitation of Classes 1, 5, 7, 8, 9, 10 and 11 (collectively, the "Non-Voting Classes") under the Plan is not required and no Ballots have been proposed for creditors and equity security holders in these classes. Each holder of a Claim or Interest in the Non-Voting Classes that is not a Debtor or an affiliate of a Debtor will receive a Notice of Non-Voting Status.

6. In connection with confirmation of the Plan, the Debtors are seeking approval of certain releases, including releases of certain non-Debtor entities, that will become effective and binding on the Effective Date in accordance with the terms of the Plan and the Confirmation Order. These releases are described in detail in the Disclosure Statement.

7. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (c) state with particularity the basis and nature of any objection; and (d) be filed with the Bankruptcy Court and served on the following parties (collectively, the "Notice Parties") **so that they are received no later than June 29, 2016:**

- a. the Debtors, c/o Alpha Natural Resources, Inc., One Alpha Place, Bristol, Virginia 24202 (Attn: Mark M. Manno);
- b. counsel to the Debtors, Jones Day, North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: David G. Heiman, Carl E. Black and Thomas A. Wilson); Hunton & Williams LLP, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219 (Attn: Tyler P. Brown and Henry P. (Toby) Long, III);
- c. the Office of the United States Trustee, 701 East Broad Street, Suite 4304, Richmond, Virginia 23219 (Attn: Robert B. Van Arsdale and Shannon Pecoraro); the Office of the United States Trustee, 101 W. Lombard Street, Suite 2650, Baltimore, Maryland 21201 (Attn: Hugh M. Bernstein);
- d. counsel to the Creditors' Committee, Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Place, New York, New York 10005 (Attn: Dennis F. Dunne, Evan R. Fleck and Eric K. Stodola); Milbank, Tweed, Hadley & McCloy LLP, 1850 K Street, NW, Suite 1100, Washington, D.C. 20006 (Attn: Andrew M. Leblanc); Sands Anderson PC, P.O. Box 1998, Richmond, Virginia 23218-1998 (Attn: William A. Gray, W. Ashley Burgess and Roy M. Terry, Jr.);

- e. counsel to the Retiree Committee, Tavenner & Beran, PLC, 20 North Eighth Street, Second Floor, Richmond, Virginia 23219 (Attn: Lynn Lewis Tavenner, Paula S. Beran and David N. Tabakin); Harman, Claytor, Corrigan & Wellman, P.O. Box 70280, Richmond, Virginia 23235 (Attn: John R. Owen, Jeremy D. Capps and Melissa Y. York);
- f. counsel to the DIP Agent and the First Lien Agent, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Damian S. Schaible, Damon P. Meyer and Bradley A. Schecter); McGuireWoods LLP, 800 East Canal Street, Richmond, Virginia 23219 (Attn: Dion W. Hayes, Sarah B. Boehm and K. Elizabeth Sieg);
- g. counsel to the *Ad Hoc* Committee of Second Lien Noteholders, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022 (Attn: Paul M. Basta, Stephen E. Hessler and Gregory F. Pesce); Kutak Rock LLP, Bank of America Center, 1111 East Main Street, Suite 800, Richmond, Virginia 23219-3500 (Attn: Michael A. Condyles, Peter J. Barrett and Jeremy S. Williams);
- h. counsel to the Second Lien Notes Trustee, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (Attn: Jayme T. Goldstein, Kenneth Pasquale and Gabriel E. Sasson); Kutak Rock LLP, Bank of America Center, 1111 East Main Street, Suite 800, Richmond, Virginia 23219-3500 (Attn: Peter J. Barrett and Jeremy S. Williams);
- i. counsel to the UMWA, Saul Ewing LLP, One Riverfront Plaza, Suite 1520, 1037 Raymond Boulevard, Newark, New Jersey 07102-5426 (Attn: Sharon L. Levine); Kaplan Voekler Cunningham & Frank, PLC, 1401 East Cary Street, Richmond, Virginia 23219 (Attn: Troy Savenko); and
- j. all other parties in interest that have filed requests for notice pursuant to Bankruptcy Rule 2002 in the Debtors' chapter 11 cases.

9. For purposes of filing pleadings in these cases, the address of the Bankruptcy Court is 701 East Broad Street, Suite 4000, Richmond, Virginia 23219. Attorneys may also file pleadings on the Bankruptcy Court's Document Filing System (ECF) by completing and submitting the Electronic Filing Registration Form, available at vaeb.uscourts.gov.

10. Requests for copies of the Disclosure Statement and the Plan (excluding certain voluminous exhibits thereto) by parties in interest may be made in writing to Alpha Natural Resources Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245. In addition, any party may review the Plan, the Disclosure Statement and related exhibits without charge at kccllc.net/alpharestructuring.

11. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

Dated: _____, 2016

[BY ORDER OF THE COURT]

/s/ Henry P. (Toby) Long, III
Tyler P. Brown (VSB No. 28072)
J.R. Smith (VSB No. 41913)
Henry P. (Toby) Long, III (VSB No. 75134)
Justin F. Paget (VSB No. 77949)
HUNTON & WILLIAMS LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
Telephone: (804) 788-8200
Facsimile: (804) 788-8218

David G. Heiman (admitted *pro hac vice*)
Carl E. Black (admitted *pro hac vice*)
Thomas A. Wilson (admitted *pro hac vice*)
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212

Counsel to the Debtors and Debtors in Possession

ANNEX 3

Notice of Non-Voting Status

**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 NON-VOTING STATUS UNDER SECOND AMENDED JOINT
PLAN OF REORGANIZATION OF DEBTORS AND DEBTORS IN POSSESSION**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On August 3, 2015, (the "Petition Date"), the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

2. On May [__], 2016, the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") entered the *Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Joint Plan of Reorganization, (III) Scheduling Hearing on Confirmation of Joint Plan of Reorganization and (IV) Approving Related Notice Procedures* (Docket No. [____]) (the "Solicitation Procedures Order").

3. Among other things, the Solicitation Procedures Order: (a) approved the *Second Amended Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (Docket No. 2528) (the "Disclosure Statement"); (b) established certain procedures (collectively, the "Solicitation Procedures") for the solicitation and tabulation of votes to accept or reject the *Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession*, dated May 25, 2016 (Docket No. 2527) (as it may be amended or modified, the "Plan"); (c) approved the contents of the proposed solicitation packages to be distributed to the Debtors' stakeholders and other parties in interest who are entitled to vote in connection with the solicitation of votes on the Plan (collectively, the "Solicitation Packages"); and (d) scheduled a hearing on confirmation of the Plan (the "Confirmation Hearing") and approved certain related notice procedures.

4. Pursuant to Rule 3017(d) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and/or the Solicitation Procedures Order, the Debtors: (a) are required to provide Solicitation Packages to all creditors and equity security holders entitled to vote on the Plan; and (b) are not required to provide Solicitation Packages to holders of Claims or Interests

in classes under the Plan that are conclusively presumed to either accept or reject the Plan (collectively, the "Non-Voting Classes").

5. UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IN ONE OR MORE OF CLASSES 1, 5, 8, 9 AND 10, IS/ARE NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN. Accordingly, pursuant to the Solicitation Procedures approved at paragraph 8 of the Solicitation Procedures Order, you are receiving this Notice in lieu of a Solicitation Package containing, among other things, copies of the Disclosure Statement and the Plan. Should you wish to obtain a copy of either the Disclosure Statement or the Plan, copies of either document (including any exhibits thereto that have been filed with the Bankruptcy Court) are available at no charge at www.kccllc.net/alpharestructuring. Copies of the Disclosure Statement, the Plan and any exhibits to either document that have been filed with the Bankruptcy Court also are available upon a written request made to Alpha Natural Resources Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245.

6. If you wish to challenge the Debtors' classification of your Claim or Interest for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (a "Rule 3018 Motion"), for an order temporarily allowing your Claim or Interest in a different classification or amount for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) June 15, 2016 or (b) 10 days after the date of service of a notice of an objection, if any, to your Claim or Interest. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing prior to June 29, 2016 (*i.e.*, the last date fixed for creditors to vote to accept or reject the Plan). Rule 3018 Motions that are not timely filed and served in the manner as set forth above will not be considered.

7. The Confirmation Hearing will be held before the Honorable Kevin R. Huennekens, United States Bankruptcy Judge, in Courtroom 5000 of the Bankruptcy Court, 701 East Broad Street, Richmond, Virginia 23219 **on July 7, 2016, at 10:00 a.m., Eastern Time**. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

8. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection; and (d) be filed with the Bankruptcy Court at the address set forth in the preceding paragraph and served on the following parties so that they are received no later than June 29, 2016:

- a. the Debtors, c/o Alpha Natural Resources, Inc., One Alpha Place, Bristol, Virginia 24202 (Attn: Mark M. Manno);
- b. counsel to the Debtors, Jones Day, North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: David G. Heiman, Carl E. Black and Thomas A. Wilson); Hunton & Williams LLP, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond,

Virginia 23219 (Attn: Tyler P. Brown and Henry P. (Toby) Long, III);

- c. the Office of the United States Trustee, 701 East Broad Street, Suite 4304, Richmond, Virginia 23219 (Attn: Robert B. Van Arsdale and Shannon Pecoraro); the Office of the United States Trustee, 101 W. Lombard Street, Suite 2650, Baltimore, Maryland 21201 (Attn: Hugh M. Bernstein);
- d. counsel to the Creditors' Committee, Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Place, New York, New York 10005 (Attn: Dennis F. Dunne, Evan R. Fleck and Eric K. Stodola); Milbank, Tweed, Hadley & McCloy LLP, 1850 K Street, NW, Suite 1100, Washington, D.C. 20006 (Attn: Andrew M. Leblanc); Sands Anderson PC, P.O. Box 1998, Richmond, Virginia 23218-1998 (Attn: William A. Gray, W. Ashley Burgess and Roy M. Terry, Jr.);
- e. counsel to the Retiree Committee, Tavenner & Beran, PLC, 20 North Eighth Street, Second Floor, Richmond, Virginia 23219 (Attn: Lynn Lewis Tavenner, Paula S. Beran and David N. Tabakin); Harman, Claytor, Corrigan & Wellman, P.O. Box 70280, Richmond, Virginia 23235 (Attn: John R. Owen, Jeremy D. Capps and Melissa Y. York);
- f. counsel to the DIP Agent and the First Lien Agent, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Damian S. Schaible, Damon P. Meyer and Bradley A. Schecter); McGuireWoods LLP, 800 East Canal Street, Richmond, Virginia 23219 (Attn: Dion W. Hayes, Sarah B. Boehm and K. Elizabeth Sieg);
- g. counsel to the *Ad Hoc* Committee of Second Lien Noteholders, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022 (Attn: Paul M. Basta, Stephen E. Hessler and Gregory F. Pesce); Kutak Rock LLP, Bank of America Center, 1111 East Main Street, Suite 800, Richmond, Virginia 23219-3500 (Attn: Michael A. Condyles, Peter J. Barrett and Jeremy S. Williams);
- h. counsel to the Second Lien Notes Trustee, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (Attn: Jayme T. Goldstein, Kenneth Pasquale and Gabriel E. Sasson); Kutak Rock LLP, Bank of America Center, 1111 East Main Street, Suite 800, Richmond, Virginia 23219-3500 (Attn: Peter J. Barrett and Jeremy S. Williams);

- i. counsel to the UMWA, Saul Ewing LLP, One Riverfront Plaza, Suite 1520, 1037 Raymond Boulevard, Newark, New Jersey 07102-5426 (Attn: Sharon L. Levine); Kaplan Voekler Cunningham & Frank, PLC, 1401 East Cary Street, Richmond, Virginia 23219 (Attn: Troy Savenko); and
- j. all other parties in interest that have filed requests for notice pursuant to Bankruptcy Rule 2002 in the Debtors' chapter 11 cases.

Dated: _____, 2016

[BY ORDER OF THE COURT]

/s/ Henry P. (Toby) Long, III
Tyler P. Brown (VSB No. 28072)
J.R. Smith (VSB No. 41913)
Henry P. (Toby) Long, III (VSB No. 75134)
Justin F. Paget (VSB No. 77949)
HUNTON & WILLIAMS LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
Telephone: (804) 788-8200
Facsimile: (804) 788-8218

David G. Heiman (admitted *pro hac vice*)
Carl E. Black (admitted *pro hac vice*)
Thomas A. Wilson (admitted *pro hac vice*)
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212

Counsel to the Debtors and Debtors in Possession