

BHP Navajo Coal Company



October 17, 2013

BHP Billiton Limited  
BHP Navajo Coal Company  
PO Box 1717  
16 Miles South of Fruitland on CR 6675  
Fruitland, New Mexico 87416 USA  
Tel +1 505 598 4200 Fax +1 505 598 3361  
bhpbilliton.com

Mr. Mychal Yellowman  
Navajo Mine Team Leader  
Office of Surface Mining Reclamation and Enforcement  
Western Region Program Support Division  
1999 Broadway, Suite 3320  
Denver, Colorado 80202-3050

13-10-23-01

**Re: Navajo Mine Permit Number NM-0003F; Update to TAS application package submitted on August 30, 2013.**

Dear Mr. Yellowman,

BHP Navajo Coal Company (BNCC) is submitting for your review and approval, seven (7) copies of the updated Transfer, Assignment and Sale (TAS) application package submitted by BNCC on August 30, 2013. The TAS application package has been updated per 30 CFR § 774.12(c), 30 CFR § 778.9, 30 CFR § 778.11, and 30 CFR § 778.14(c). Other than the noted updates, the package substance is not affected.

As described in BNCC's original TAS application on May 3, 2013, and reiterated in the TAS update submitted on September 3, 2013, NTEC and the Navajo Nation desire to control the mineral rights and operations of Navajo Mine. As part of the Transaction, BNCC intends to change its name and convert to a Delaware limited liability company ("LLC"). NTEC then intends to acquire 100% of the equity of the Delaware LLC as a subsidiary of NTEC, and shortly thereafter (within several days), NTEC plans to merge with subsidiary, with NTEC as the surviving entity and permittee under the SMCRA permit. If the permit transfer is approved, NTEC will continue engaging in surface mining and reclamation activities at Navajo Mine in accordance with the existing SMCRA permit and the approved mine plan. As part of this process, NTEC will comply with SMCRA's regulatory requirements regarding bond and insurance.

The Transaction will have no on-the-ground impacts. Although the SMCRA permit will be held by NTEC after the Transaction, another BHP Billiton New Mexico Coal, Inc. ("BBNMC") owned company, BHP Billiton Mine Management Company ("MMCo."), will continue to operate the mine, consistent with the OSM approved mine plan and permit terms and conditions, on behalf of NTEC under a mine management agreement.

The following is a summary of the steps of the Transaction:

- BNCC plans to change its name to Navajo Mine Coal Company (“NMCC”). This name change is purely administrative and requires no approval by OSM. SMCRA’s regulations require timely submittal of appropriate information advising of these changes and updating specified SMCRA permit information, which we are providing with this letter. See Attachment A.
- Following, NMCC will convert from a Delaware corporation to a Delaware LLC. The post-conversion entity is referred to herein as NMCC, LLC. This conversion is a transitory step intended to facilitate financial efficiencies occasioned by the sale of BNCC to NTEC, requires only administrative filings in the State of Delaware, and most importantly, only involves a change of entity-type. It will not result in any changes to the officers, ownership or operations of the company. However, this change in entity-type may technically trigger the Transfer, Assignment and Sale provisions of the regulations implementing SMCRA. See 30 C.F.R. § 774.17. In the event this conversion does trigger these regulations, we submit for your review and approval an application transferring Permit No. NM-0003F to NMCC, LLC. As part of this application, we provide ownership and control information for both BNCC and NMCC, LLC, however the ownership and control information for these two entities is the same. See Attachment B.
- Immediately following the conversion, BBNMC (NMCC, LLC’s parent company) plans to sell 100% of NMCC, LLC’s membership interest to NTEC. The change in ownership and control does not require OSM approval. See 30 C.F.R. § 774.17; 72 Fed. Reg. 68000, 68008-09 (December 3, 2007). The regulations require timely submittal of appropriate information advising of these changes and updating specified SMCRA permit information. See Attachment C.
- Following NTEC’s purchase of NMCC, LLC’s membership interests, NTEC will merge with NMCC, LLC, and NTEC will be the surviving entity. The merger will result in a permit transfer, triggering the Transfer, Assignment and Sale provisions of the regulations implementing SMCRA. See 30 C.F.R. § 774.17. Therefore, BNCC and NTEC submit for your review and approval an application for a permit transfer in which BNCC and NTEC seek OSM’s approval of the transfer of Permit No. NM-0003F. See Attachment D.

Please let us know if you have any questions or if we can provide additional information to assist your review and approval of this four part submittal.

Sincerely,



**Steven Perkins**

Superintendent Environmental Permitting and Technical Services

cc. John Grubb, NTEC Management Committee Executive  
Harrison Tsosie, Attorney General, Navajo Nation; Project Lead  
Dana Bobroff, Deputy Attorney General, Navajo Nation  
Pat Risner, President, BHP Navajo Coal Company  
Charles Roybal, Senior Counsel, BHP Navajo Coal Company  
Craig Moyer, Manatt, Counsel to Navajo Nation and NTEC  
Bryan LeRoy, Manatt, Counsel to Navajo Nation and NTEC

Enc: Attachment A (Update 1302 – Notification of Name Change)  
Attachment B (Update 1303 – Application for Permit Transfer Approval in Conjunction with Entity Conversion)  
Attachment C (Update 1304 – Ownership and Control Information)  
Attachment D (Update 1305 – Transfer Application in Conjunction with Merger)

**ATTACHMENT A**

**UPDATE 1302 – NOTIFICATION OF NAME CHANGE**

BHP Navajo Coal Company



BHP Billiton Limited  
BHP Navajo Coal Company  
PO Box 1717  
16 Miles South of Fruitland on CR 6675  
Fruitland, New Mexico 87416 USA  
Tel +1 505 598 4200 Fax +1 505 598 3361  
bhpbilliton.com

October 17, 2013

Mr. Mychal Yellowman  
Navajo Mine Team Leader  
Indian Programs Branch  
Office of Surface Mining/Western Regional Coordinating Center  
1999 Broadway, Suite 3320  
Denver, Colorado 80202-3050

**Re: Navajo Mine Permit Number NM-0003F; Update 1302 – Notification of Name Change  
(Attachment A)**

Dear Mr. Yellowman,

BHP Navajo Coal Company (BNCC) has previously submitted for your review and approval an application for the transfer of Permit No. NM-0003F. Consistent with SMCRA's regulatory requirements, BNCC is now submitting seven (7) copies of Update 1302 – Notification of Name Change, which updates information previously provided in the Transfer Application Package. Apart from the noted updates, the Transfer Application permit application package is not affected.

As previously explained, BNCC plans to change its name to Navajo Mine Coal Company ("NMCC"). This name change is purely administrative and requires no approval by OSM. SMCRA's regulations require timely submittal of appropriate information advising of these changes and updating specified SMCRA permit information.

This letter provides notification of the name change, and Instructions for the replacement of updated SMCRA permit contents follow:

<u>Revisions</u>	<u>Comments/Instructions</u>
All Volumes	<b>Add</b> Name Change Notification page to the front of each volume.
Ch. 1 Vol. 1, <i>Appendix</i>	<b>Replace</b> Appendix 1-A BHP Billiton Ownership and Control and certification with revised copy.  Appendix 1-E Certification of Liability Insurance – Will be provided to OSM prior to the name change.
Ch. 1 Vol.1, <i>Table</i>	<b>Replace</b> Tables 1-1 Information for Entities with Ownership and Control Interest in Navajo Mine (page 1-4) with revised page.

General Purpose Rider for Surety Bond to be submitted prior to name change.

If you have any questions, please contact Vivie Melendez at 505-598-3284.

Sincerely,

A handwritten signature in black ink, appearing to read 'S. Perkins', with a stylized flourish at the end.

**Steven Perkins**  
Superintendent Environmental Permitting and Technical Services

BHP Navajo Coal Company (“BNCC”) intends to change its name to Navajo Mine Coal Company (“NMCC”). Any references in this application (Permit #NM-0003F) to BHP Navajo Coal Company, BNCC, BHP, BHP Billiton, or BHP Minerals International are replaced by Navajo Mine Coal Company or NMCC.

VERIFICATION OF PERMIT UPDATE

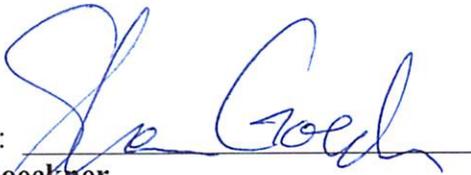
NAVAJO MINE COAL COMPANY  
NAVAJO MINE PERMIT UPDATE  
SAN JUAN COUNTY, NEW MEXICO

I swear and affirm, under oath and in writing that the information regarding this submittal contained in the Navajo Mine PAP is accurate and complete in accordance with Federal regulations under 30 CFR 778.

The following changes have occurred to the PAP:

- Name of Owner; and,
- Officers and Directors;

Signature:

  
**Shawn Goeckner**

Mine Manager

Navajo Mine Coal Company

STATE OF NEW MEXICO §

COUNTY OF SAN JUAN §

SUBSCRIBED AND SWORN to before me, in my presence, this 11 day of October, 2013, a Notary Public in and for the State of New Mexico.

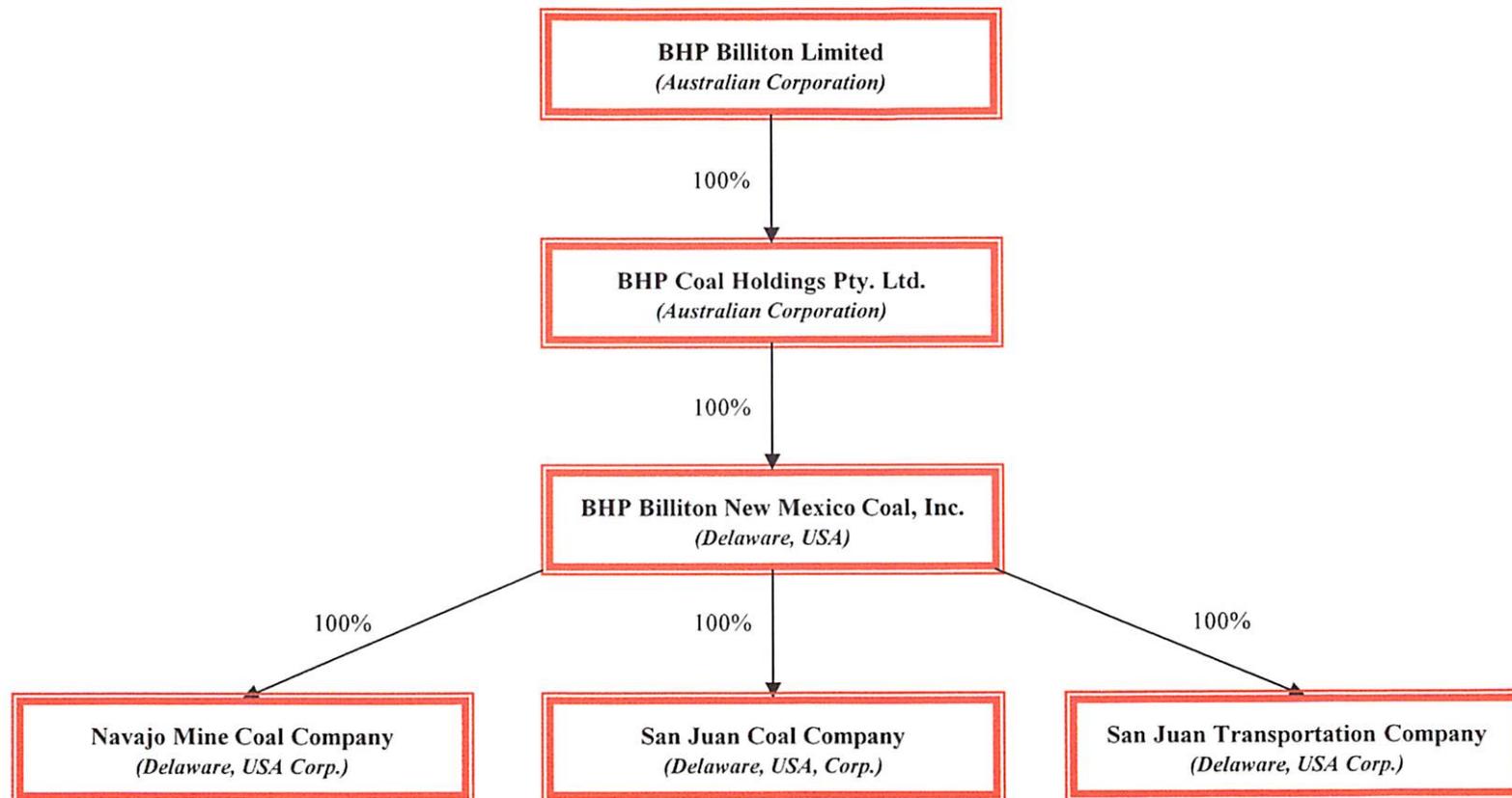
  
\_\_\_\_\_  
Notary Public

My Commission Expires: 7/26/2014



**APPENDIX 1-A**  
**BHP BILLITON**  
**OWNERSHIP & CONTROL**

# Navajo Mine Coal Company Corporate Organizational Structure



**BHP BILLITON LIMITED  
ACTIVE OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Date Elected</b>
Crawford, David Alexander	Director	5/1/1994
Schubert, John Michael	Director	6/1/2000
Buchanan, John Gordon St. Clair	Director	2/1/2003
Codeiro, Carlos Antonio Souza	Director	8/26/2005
Kloppers, Marius Jacques	Director	1/1/2006
Nasser, Jacques	Director	6/6/2006
McAloon, Jane	Secretary	10/25/2006
Rumble, Keith Christopher	Director	9/1/2008
Murdy, Wayne William	Director	6/18/2009
Broomhead, Malcolm William	Director	3/31/2010
Hewson, Carolyn Judith	Director	3/31/2010
Vadera, Shriti	Director	1/1/2011
Maxsted, Lindsay Philip	Director	3/23/2011
Kleynhans, Nicola Emma	Secretary	12/16/2011
Davies, Lawrence Patrick Adrian	Director	6/1/2012

**RESIGNED OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Date Elected</b>	<b>Date Resigned</b>
Anderson, Paul Milton	Director	6/6/2006	1/31/2010
de Planque, Eileen Gail	Director	10/19/2005	1/31/2010
Argus, Donald Robert	Director	11/30/1996	3/30/2010
Boeckmann, Alan Lee	Director	9/1/2008	3/23/2011
Smith, Fiona Catherine Davis	Secretary	6/28/2007	3/24/2011
Joyner, Elisabeth Jane	Secretary	3/24/2011	12/16/2011

**Names in Bold** indicate new changes since last report

**BHP COAL HOLDINGS PTY. LIMITED  
ACTIVE OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Date Elected</b>
Dennis, Michael Allan	Secretary	1/1/2012
<b>Parker, Joy Kittikhoun</b>	<b>Director</b>	<b>7/19/2013</b>
<b>Oberholzer, Gideon Johannes</b>	<b>Director</b>	<b>7/19/2013</b>

**RESIGNED OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Date Elected</b>	<b>Date Resigned</b>
Heath, Gerard John	Director	8/25/2000	6/26/2008
Scott, Neil John	Director	3/1/2006	12/16/2008
McKaig, Natalie Ellen	Secretary	10/4/2007	9/1/2008
Wong, Susie	Secretary	10/4/2007	9/1/2008
Peter, Paul	Alternate Director	12/1/2010	12/31/2010
Peter, Paul	Alternate Director	6/17/2011	7/4/2011
Wiltshire, Toni	Secretary	9/5/2011	10/10/2011
Oberholzer, Gideon Johannes	Director	12/15/2008	1/1/2012
Buckle, Jill Margaret	Secretary	9/22/2008	1/1/2012
Ruddell, David	Alternate Director	7/28/2011	1/1/2012
Liebenberg, Andre Leon	Director	1/1/2012	8/24/2012
Johnson, Paul Richmond	Alternate Director	1/20/2012	8/24/2012
Johnson, Paul Richmond	Alternate Director	9/4/2012	11/15/2012
<b>Johnson, Paul Richmond</b>	<b>Director</b>	<b>11/14/2012</b>	<b>7/19/2013</b>
<b>Summerhayes, Frances</b>	<b>Director</b>	<b>8/24/2012</b>	<b>7/19/2013</b>

**Names in Bold** indicate new changes since last report

**BHP BILLITON NEW MEXICO COAL INC.**  
**(formerly Chaco Valley Energy LLC)**  
**ACTIVE OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Date Elected</b>
Goekner, Shawn D	Director	11/5/2012
Risner, Patrick	COO & President & Director	11/5/2012 & 04/18/2011
<b>Long, Geoffrey</b>	<b>Secretary</b>	<b>3/22/2013</b>
<b>Allen, J Robert</b>	<b>Director &amp; Treasurer</b>	<b>9/19/2013</b>

**RESIGNED OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Date Elected</b>	<b>Date Resigned</b>
Kellow, Glenn Leslie	President	3/14/2007	4/1/2010
Clarke, Steve C.	Assistant Treasurer	3/19/2004	4/18/2011
Roybal, Charles E.	Secretary	3/3/2009	4/18/2011
Jr., David T. Grand	Assistant Secretary	12/22/2009	4/16/2011
Groves, Darrell	Treasurer	2/15/2011	4/18/2011
Moore, Earl Kenneth	Vice President	3/19/2004	7/15/2011
Teel, Paul Lawrence	Vice President	6/1/2005	2/25/2011
Jones, Evan Y.	Vice President	3/19/2004	2/7/2011
Jr., David T. Grand	Secretary	4/18/2011	7/6/2012
Fourie, Jacobus Gerhardus	President & COO & Director	4/1/2010 & 4/18/2011	11/5/2012
Risner, Patrick	Vice President	4/18/2011	11/5/2012
<b>Ford, Kristen</b>	<b>Secretary</b>	<b>7/6/2012</b>	<b>3/22/2013</b>
<b>Clarke, Steve C.</b>	<b>Director &amp; Treasurer</b>	<b>4/18/2011</b>	<b>9/19/2013</b>

**Names in Bold** indicate new changes since last report

**NAVAJO MINE COAL COMPANY  
ACTIVE OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Date Elected</b>
Francis, Alfred	Vice President	7/14/2004
Jacobs, Carin	Vice President	10/1/2011
Goeckner, Shawn D	Director	11/5/2012
Risner, Patrick	COO & President & Director	11/5/2012 & 2/7/2011
<b>Long, Geoffrey</b>	<b>Secretary</b>	<b>3/22/2013</b>
<b>Allen, J Robert</b>	<b>Director &amp; Treasurer</b>	<b>9/19/2013</b>

**RESIGNED OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Date Elected</b>	<b>Date Resigned</b>
Kellow, Glenn Leslie	President & COO	3/14/2007	4/1/2010
Kellow, Glenn Leslie	Director	4/24/2007	4/1/2010
Moore, Earl Kenneth	Vice President	1/17/2000	2/15/2011
Moore, Earl Kenneth	Director	1/17/2000	2/15/2011
Moore, Earl Kenneth	Assistant Treasurer	3/9/1999	1/17/2000
Jones, Evan Y.	Director & Vice President	3/1/2001	2/15/2011
Teel, Paul Lawrence	Vice President	6/1/2005	2/25/2011
Clarke, Steve C.	Assistant Treasurer	10/30/2001	8/31/2011
Roybal, Charles E.	Secretary	3/3/2009	8/31/2011
Jr., David T. Grand	Assistant Secretary	12/22/2009	8/31/2011
Groves, Darrell	Treasurer	2/15/2011	8/31/2011
Jr., David T. Grand	Secretary	8/31/2011	7/6/2012
Fourie, Jacobus Gerhardus	Director, President & COO	4/1/2010	11/5/2012
Risner, Patrick	Vice President	2/15/2011	11/5/2012
<b>Ford, Kristen</b>	<b>Secretary</b>	<b>7/6/2012</b>	<b>3/22/2013</b>
<b>Clarke, Steve C.</b>	<b>Director &amp; Treasurer</b>	<b>2/7/2011 &amp; 8/31/2011</b>	<b>9/19/2013</b>

**Names in Bold** indicate new changes since last report

REVISED 10/11/2013

**SAN JUAN COAL COMPANY  
ACTIVE OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Date Elected</b>
Jones, James Scott	Vice President	8/11/2008
Jacobs, Carin	Vice President	10/1/2011
Goeckner, Shawn D	Director	11/5/2012
Risner, Patrick	COO & President & Director	11/5/2012 & 2/15/2011
<b>Long, Geoffrey A.</b>	<b>Secretary</b>	<b>3/22/2013</b>
<b>Allen, J Robert</b>	<b>Director &amp; Treasurer</b>	<b>9/19/2013</b>

**RESIGNED OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Date Elected</b>	<b>Date Resigned</b>
Kellow, Glenn Leslie	President & COO	3/14/2007	4/1/2010
Kellow, Glenn Leslie	Director	4/24/2007	4/1/2010
Moore, Earl Kenneth	Vice President	1/17/2000	2/15/2011
Moore, Earl Kenneth	Director	1/17/2000	2/15/2011
Moore, Earl Kenneth	Assistant Treasurer	3/9/1999	1/17/2000
Jones, Evan Y.	Vice President & Director	3/1/2001	2/15/2011
Teel, Paul Lawrence	Vice President	6/1/2005	2/25/2011
Clarke, Steve C.	Assistant Treasurer	10/30/2001	8/31/2011
Jr., David T. Grand	Assistant Secretary	3/3/2009	8/31/2011
Roybal, Charles E.	Secretary	3/3/2009	8/31/2011
Groves, Darrell	Treasurer	2/15/2011	8/31/2011
Jr., David T. Grand	Secretary	8/31/2011	7/6/2012
Fourie, Jacobus Gerhardus	Director, President & COO	4/1/2010	11/5/2012
Risner, Patrick	Vice President	2/15/2011	11/5/2012
<b>Ford, Kristen</b>	<b>Secretary</b>	<b>7/6/2012</b>	<b>3/22/2013</b>
		<b>2/7/2011 &amp;</b>	
<b>Clarke, Steve C.</b>	<b>Director &amp; Treasurer</b>	<b>8/31/2011</b>	<b>9/19/2013</b>

**Names in Bold** indicate new changes since last report

**SAN JUAN TRANSPORTATION COMPANY  
ACTIVE OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Date Elected</b>
Jacobs, Carin	Vice President	10/1/2011
Goeckner, Shawn D	Director	11/5/2012
Risner, Patrick	COO & President & Director	11/5/2012 & 2/15/2011
<b>Long, Geoffrey, A</b>	<b>Secretary</b>	<b>3/22/2013</b>
<b>Allen, J Robert</b>	<b>Director &amp; Treasurer</b>	<b>9/19/2013</b>

**RESIGNED OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Date Elected</b>	<b>Date Resigned</b>
Kellow, Glenn Leslie	President & COO	3/14/2007	4/1/2010
Kellow, Glenn Leslie	Director	4/24/2007	4/1/2010
Jones, Evan Y.	Director	3/1/2001	2/7/2011
Jones, Evan Y.	Vice President	3/1/2001	2/15/2011
Moore, Earl Kenneth	Vice President	1/17/2000	2/15/2011
Moore, Earl Kenneth	Director	1/17/2000	2/15/2011
Moore, Earl Kenneth	Assistant Treasurer	9/3/1999	1/17/2000
Teel, Paul Lawrence	Vice President	6/1/2005	2/25/2011
Clarke, Steve C.	Assistant Treasurer	10/30/2001	8/31/2011
Jr., David T. Grand	Assistant Secretary	12/22/2009	8/31/2011
Roybal, Charles E.	Secretary	3/3/2009	8/31/2011
Groves, Darrell	Treasurer	2/15/2011	8/31/2011
Jr., David T. Grand	Secretary	8/31/2011	7/6/2012
Risner, Patrick	Vice President	2/15/2011	11/5/2012
Fourie, Jacobus Gerhardus	Director, President & COO	4/1/2010	11/5/2012
<b>Ford, Kristen</b>	<b>Secretary</b>	<b>7/6/2012</b>	<b>3/22/2013</b>
<b>Jones, James Scott</b>	<b>Vice President</b>	<b>8/11/2008</b>	<b>9/19/2013</b>
		<b>2/7/2011 &amp;</b>	
<b>Clarke, Steve C.</b>	<b>Director &amp; Treasurer</b>	<b>8/31/2011</b>	<b>9/19/2013</b>

**Names in Bold** indicate new changes since last report

TABLE 1-1

## INFORMATION FOR ENTITIES WITH OWNERSHIP AND CONTROL INTEREST IN NAVAJO MINE

<b>Business</b>	<b>Address &amp; Telephone No.</b>	<b>Federal ID No.</b>
BHP Billiton Limited	Level 27 BHP Billiton Centre 180 Lonsdale Street Melbourne, VICTORIA 3000 Australia Telephone No: +61 1300 554757	N/A
BHP Coal Holdings Pty. Ltd.	Level 20, Waterfront Place 1 Eagle Street Brisbane, QUEENSLAND 4000 Australia Telephone No. +61 07 3227 5600	N/A
BHP Billiton New Mexico Coal Inc.	c/o The Corporation Trust Company 1209 Orange Street Wilmington DE, 19801 USA Telephone No. 44 (0) 207 802 4098	45-2485938
Navajo Mine Coal Company	300 West Arrington, Suite 200 Farmington, NM 87401 USA Telephone No. (505) 598-4200	85-0436672
San Juan Coal Company	300 West Arrington, Suite 200 Farmington, NM 87401 USA Telephone No. (505) 598-4200	94-2557286
San Juan Transportation Company	300 West Arrington, Suite 200 Farmington, NM 87401 USA Telephone No. (505) 598-4200	94-2785883