

ATTACHMENT B

**UPDATE 1303 – APPLICATION FOR PERMIT TRANSFER APPROVAL
IN CONJUNCTION WITH ENTITY CONVERSION**

BHP Navajo Coal Company



May 10, 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
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 1303 – Application for Permit Transfer Approval in Conjunction with Entity Conversion (Attachment B)

Dear Mr. Yellowman,

BHP Navajo Coal Company (BNCC) is submitting for your review and approval, nine (9) copies of Update 1303 – Application for Permit Transfer Approval in Conjunction with Entity Conversion. Navajo Mine Coal Company (NMCC) will convert from a Delaware corporation to a Delaware limited liability company. 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. Instructions for the replacement of updated SMCRA permit contents follow:

Revisions

Comments/Instructions

All Volumes

Add Name Change Notification page to the front of each volume.

Ch. 1 Vol. 1, *Appendix*

Replace 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.

Appendix 1-F Affidavit of Publication – Once the public comment period has concluded this Appendix will be forwarded

to OSM for incorporation in the PAP.

Ch. 1 Vol.1, *Table*

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 Kara Hart at 505-598-2134.

Sincerely,



Steven Perkins

Superintendent Environmental Permitting and Technical Services

Enc: Permit Transfer Application (Conversion)

Permit Transfer Application (Conversion) May 3rd, 2013

- Permit Number:** NM-0003F
- Current Permit Holder:** BHP Navajo Coal Company
(Post-Name Change – Navajo Mine Coal Company)
P.O. Box 1717, Fruitland, NM 87416
- Transfer Permit To:** Navajo Mine Coal Company, LLC
P.O. Box 1717, Fruitland, NM 87416
- Reason for Transfer:** BHP Navajo Coal Company (“BNCC”), the current Surface Mining Control and Reclamation Act (“SMCRA”) permittee and applicant, seeks OSM approval of a permit transfer from BNCC (to be renamed Navajo Mine Coal Company (“NMCC”)) to NMCC, LLC. NMCC will convert from a Delaware corporation to a Delaware limited liability company (“NMCC, LLC”). This conversion triggers Office of Surface Mining, Reclamation, and Enforcement’s (“OSM’s”) transfer, assignment and sale regulations (30 C.F.R. 774.17), and thus requires OSM approval. Therefore, BNCC submits for your review and approval an application for a transfer of Permit No. NM-0003.
- The conversion will have no on-the-ground impacts. The conversion is a transitory step and 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.
- Public Notice:** A draft public notice of the filing of the application for a permit transfer is enclosed with this application. Once OSM approves the form of public notice, the public notice will be published as stated in the public notice.
- Bonding Requirements:** A General Purpose Rider for Surety Bond will be submitted to OSM prior to the Stock Sale.
- 30 C.F.R. § 774.17(b)(1)(iii) Requirements:** Ownership and control information was enclosed with the same submittal as this Permit Transfer Application. The Permit Application Package (“PAP”) was updated with all the information the Transfer Application required. See the letter dated May 3, 2013, “*Re: Navajo Mine SMCRA Permit No. NM-0003F : (a) Notification of Name Change; (b) Application for Permit Transfer in conjunction with Entity Conversion; (c) Updated Ownership and Control Information; and (d) Application for Permit Transfer Approval in Conjunction with Merger*”
- Certificate of Organization for NMCC, LLC** NMCC, LLC will not be organized until after the permit transfer application is approved by OSM. NMCC, LLC provides with this application a copy of the application it will provide to the Delaware Division of Corporations upon approval of the permit transfer.

VERIFICATION OF PERMIT TRANSFER

NAVAJO MINE COAL COMPANY LLC
NAVAJO MINE PERMIT TRANSFER
SAN JUAN COUNTY, NEW MEXICO

I swear and affirm, under oath and in writing that the information regarding this application is accurate and complete in accordance with Federal regulations under 30 CFR 774.17.

The following was submitted for the Transfer Application:

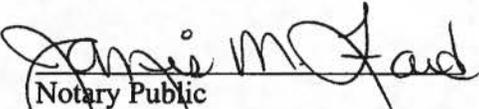
- Transfer Application.

Signature: 
Shawn Goeckner
Mine Manager
Navajo Mine Coal Company LLC

STATE OF NEW MEXICO §

COUNTY OF SAN JUAN §

SUBSCRIBED AND SWORN to before me, in my presence, this 10 day of May, 2013, a Notary Public in and for the State of New Mexico.


Notary Public

My Commission Expires: 08/14/13



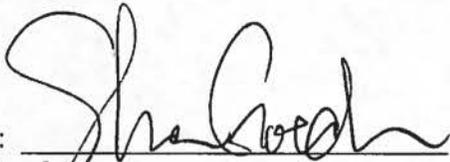
VERIFICATION OF PERMIT UPDATE

NAVAJO MINE COAL COMPANY LLC
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.

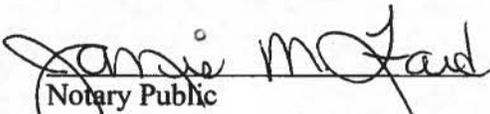
The following changes have occurred to the PAP:

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

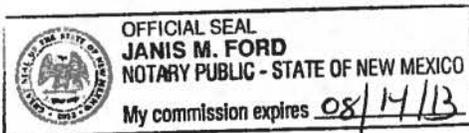
Signature: 
Shawn Goeckper
Mine Manager
Navajo Mine Coal Company LLC

STATE OF NEW MEXICO §
COUNTY OF SAN JUAN §

SUBSCRIBED AND SWORN to before me, in my presence, this 10 day of May, 2013, a Notary Public in and for the State of New Mexico.


Notary Public

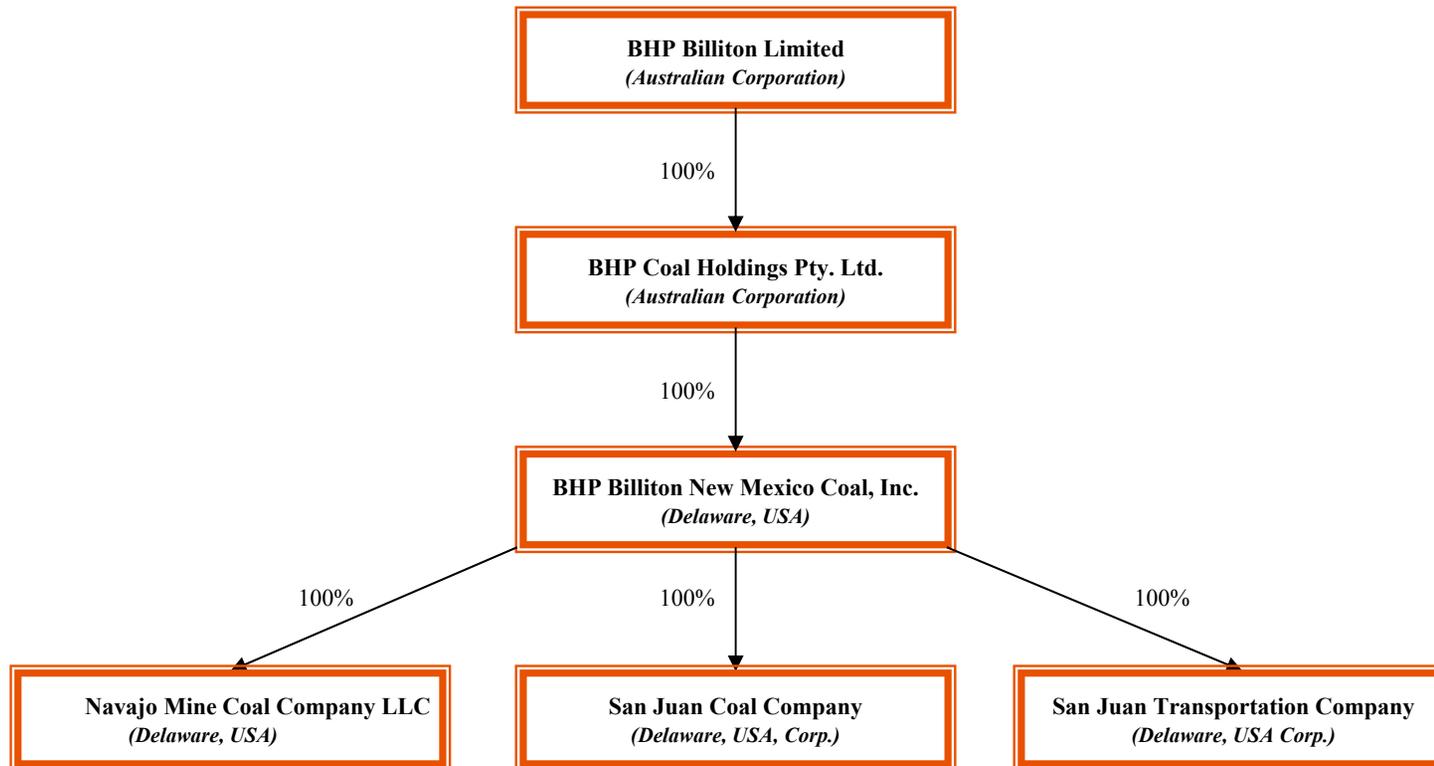
My Commission Expires: 08/14/13



On or shortly after July 1, 2013 Navajo Mine Coal Company (“NMCC”) will change its name to Navajo Mine Coal Company LLC (“NMCC, LLC”). Any references in this application (Permit #NM-0003F) to Navajo Mine Coal Company, NMCC, BHP Navajo Coal Company, BNCC, BHP, BHP Billiton, or BHP Minerals International are replaced after the date noted above by Navajo Mine Coal Company, LLC or NMCC, LLC.

APPENDIX 1-A
BHP BILLITON
OWNERSHIP & CONTROL

Navajo Mine Coal Company LLC Corporate Organizational Structure



**BHP BILLITON LIMITED
ACTIVE OFFICERS**

Name	Title	Date Elected
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

Name	Title	Date Elected	Date Resigned
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**

Name	Title	Date Elected
Dennis, Michael Allan	Secretary	1/1/2012
Johnson, Paul Richmond	Director	11/14/2012
Summerhayes, Frances	Director	8/24/2012

RESIGNED OFFICERS

Name	Title	Date Elected	Date Resigned
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	12/1/2009	7/5/2010
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

Names in Bold indicate new changes since last report

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

Name	Title	Date Elected
Clarke, Steve C.	Director & Treasurer	4/18/2011
Goeckner, Shawn D	Director	11/5/2012
Risner, Patrick	COO & President & Director	11/5/2012 & 04/18/2011

RESIGNED OFFICERS

Name	Title	Date Elected	Date Resigned
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	7/1/2008	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
Ford, Kristen	Secretary	7/6/2012	3/22/2013

Names in Bold indicate new changes since last report

**NAVAJO MINE COAL COMPANY, LLC
ACTIVE OFFICERS**

Name	Title	Date Elected
Francis, Alfred	Vice President	7/14/2004
Clarke, Steve C.	Director & Treasurer	2/7/2011 & 8/31/2011
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

RESIGNED OFFICERS

Name	Title	Date Elected	Date Resigned
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	3/9/1999	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
Ford, Kristen	Secretary	7/6/2012	3/22/2013

Names in Bold indicate new changes since last report

REVISED 5/10/2013

**SAN JUAN COAL COMPANY
ACTIVE OFFICERS**

Name	Title	Date Elected
Jones, James Scott	Vice President	8/11/2008
Clarke, Steve C.	Director & Treasurer	2/7/2011 & 8/31/2011
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

RESIGNED OFFICERS

Name	Title	Date Elected	Date Resigned
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	3/9/1999	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
Ford, Kristen	Secretary	7/6/2012	3/22/2013

Names in Bold indicate new changes since last report

**SAN JUAN TRANSPORTATION COMPANY
ACTIVE OFFICERS**

Name	Title	Date Elected
Jones, James Scott	Vice President	8/11/2008
Clarke, Steve C.	Director & Treasurer	2/7/2011 & 8/31/2011
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

RESIGNED OFFICERS

Name	Title	Date Elected	Date Resigned
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	3/9/1999	2/15/2011
Moore, Earl Kenneth	Director	1/17/2000	2/15/2011
Moore, Earl Kenneth	Assistant Treasurer	3/9/1999	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
Ford, Kristen	Secretary	7/6/2012	3/22/2013

Names in Bold indicate new changes since last report

TABLE 1-1

INFORMATION FOR ENTITIES WITH OWNERSHIP AND CONTROL INTEREST IN NAVAJO MINE

Business	Address & Telephone No.	Federal ID No.
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 LLC	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