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Via Overnight Delivery

June 25, 2009

Mr. John D. Kinneman, Chief
Materials Security and Industrial Branch
Division of Nuclear Materials Safety
U.S. NRC Region I
475 Allendale Road
King of Prussia, Pennsylvania 19406-1415

2009 JUN 26 AM 10:56
RECEIVED
REGION I

Re: Request for Prior Written Consent to Indirect Transfer of Control of
Materials License No. 47-25581-01, Brooks Run Mining Company, LLC (License Terminated 4/15/08)
Materials License No. 47-31260-01, Cobra Natural Resources, LLC

Dear Mr. Kinneman: 03037502

Alpha Natural Resources, Inc. ("Alpha"), a Delaware corporation, Foundation Coal Holdings, Inc. ("Foundation"), a Delaware corporation, Brooks Run Mining Company, LLC, a Delaware limited liability company ("Brooks Run"), and Cobra Natural Resources, LLC ("Cobra" and with Brooks Run, the "Licensees"), a Delaware limited liability company, hereby request prior written consent to a planned indirect transfer of control of the above-captioned licenses under Section 184 of the Atomic Energy Act of 1954 as amended and 10 CFR 30.34(b) in connection with a proposed merger transaction.

Licensees are currently indirect, wholly-owned subsidiaries of Alpha. In the proposed transaction, Alpha will merge with and into Foundation, and Foundation will be the surviving entity which will be renamed Alpha Natural Resources, Inc. ("New Alpha"). Alpha stockholders will own approximately 59% of New Alpha common stock and Foundation stockholders will own approximately 41% of New Alpha common stock. The Board of Directors of New Alpha will be comprised of ten members, six of whom are current members of the Alpha Board.

The proposed indirect transfer does not involve any change to licensed activities, the Licensees themselves, or the management of the Licensees. A simplified organizational chart of the Licensees and parents before and after the proposed merger is provided in Attachment 1. The proposed changes in the organizational chart will have no impact on the Licensees' day to day management of the licensed facilities. Consistent with NUREG-1556, further information

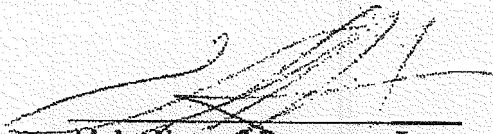
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supporting this request for prior written consent to an indirect transfer of control is provided below in Attachment 2.

The closing of the proposed transaction is expected to occur on or about July 31, 2009. In accordance with the legal requirements referenced above, we are seeking prior written consent for the planned indirect transfer of control of the subject licenses in advance of the merger closing. As such, Alpha, Foundation and Licensees respectfully request that this request be reviewed, and such consent provided, expeditiously.

If you have any questions or comments, please contact Alpha's Associate General Counsel, Suzan E. Moore at 276-619-4421 or by e-mail at smoore@alphanr.com.

Sincerely,



Alpha Natural Resources, Inc.
By: Vaughn R. Groves
Senior Vice President, Secretary and General Counsel
One Alpha Place
P.O. Box 2345
Abingdon, VA 24212



Foundation Coal Holdings, Inc.
By: Gary G. Pearson
Treasurer
999 Corporate Boulevard, Suite 300
Linthicum Heights, MD 21090



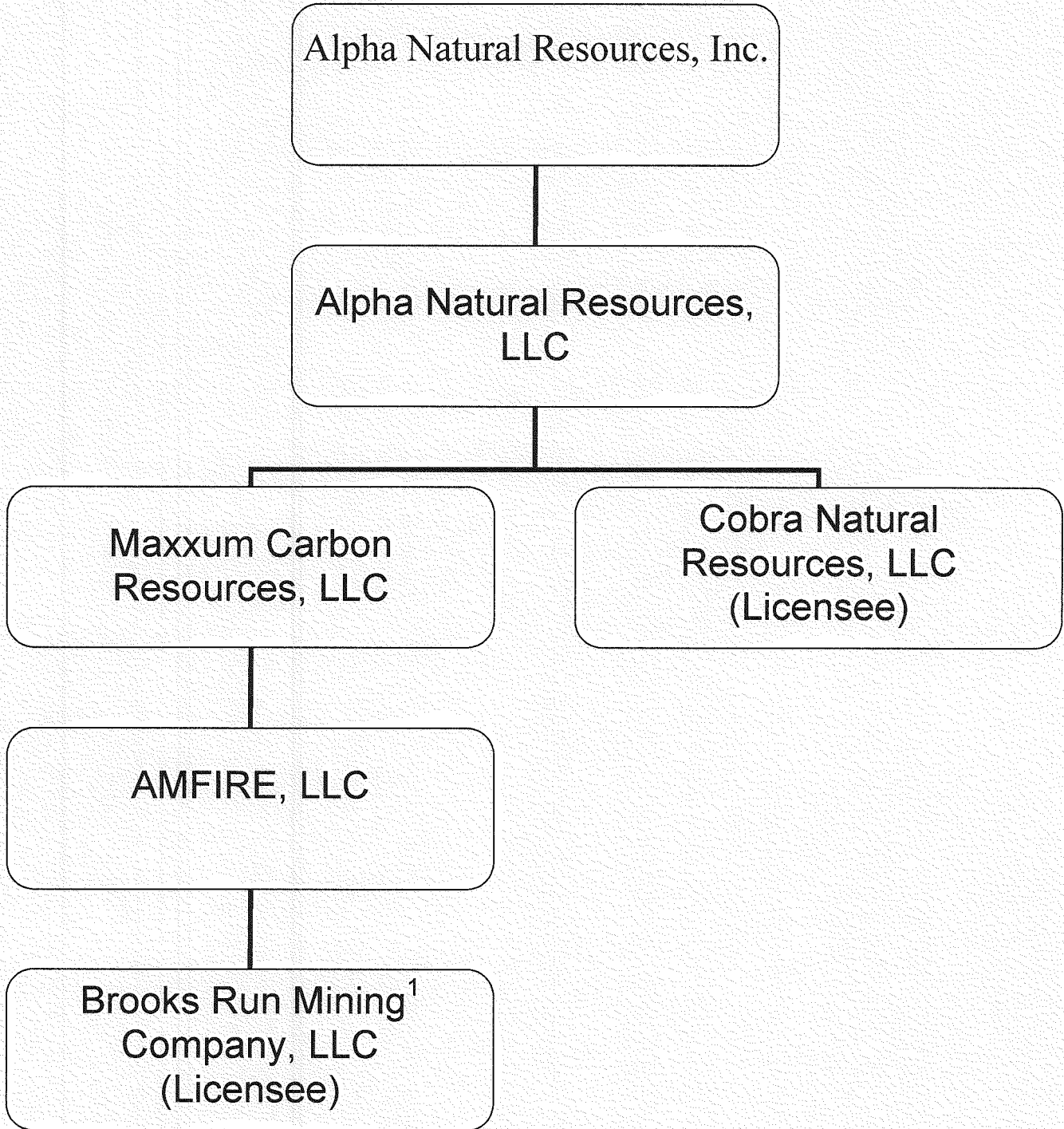
Brooks Run Mining Company, LLC
By: Frank J. Matras
President and Manager
208 Business Street
Beckley, WV 25801



Cobra Natural Resources, LLC
By: Gregory S. Blankenship
President and Manager
P.O. Box 40
1000 Mingo Logan Avenue
Wharncliffe, WV 25651

ATTACHMENT 1

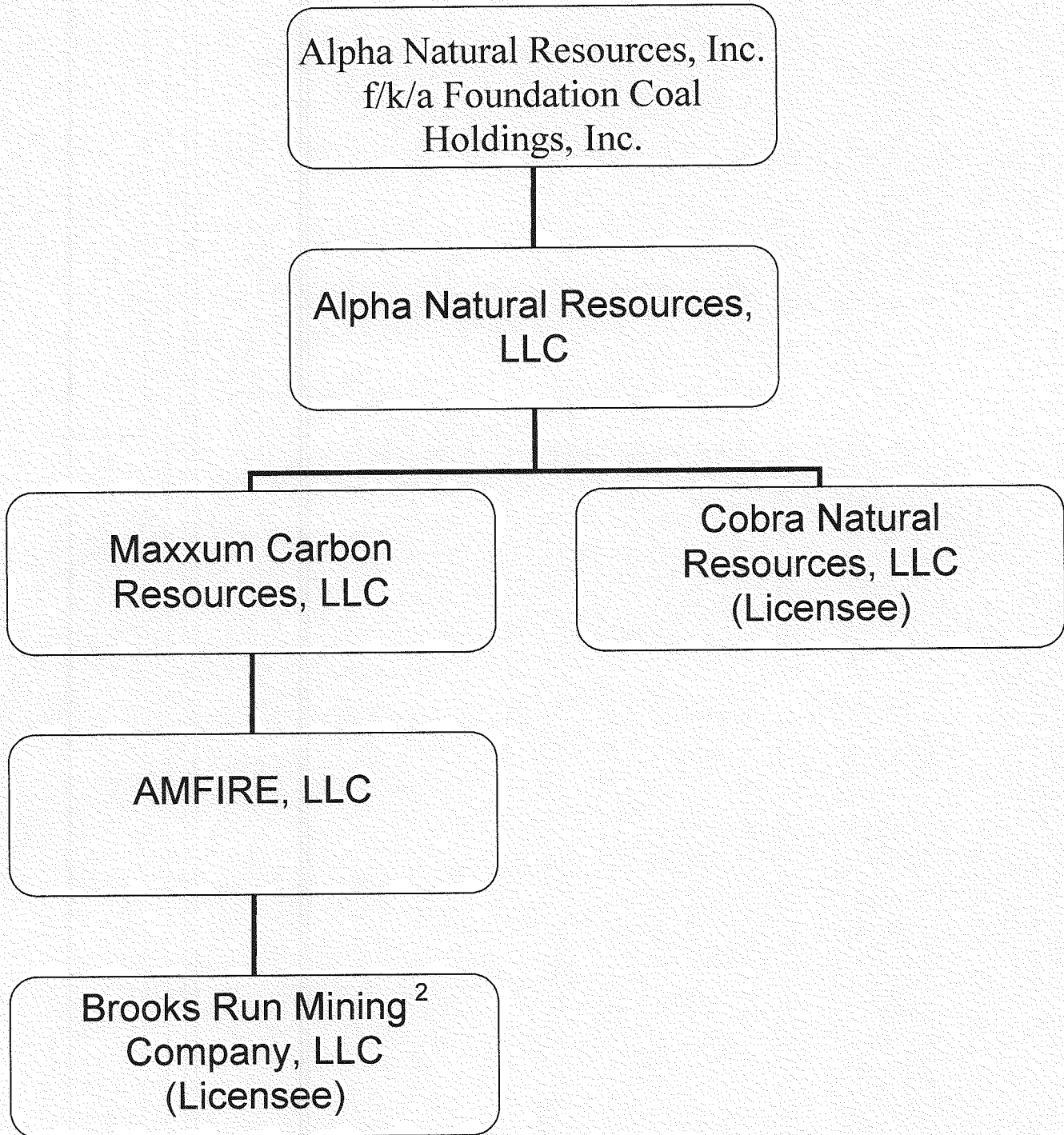
**SIMPLIFIED ORGANIZATIONAL CHART
BEFORE PROPOSED MERGER**



¹ Brooks Run Mining Company, LLC is 99% owned and controlled by AMFIRE, LLC and 1% owned by AMFIRE WV, L.P., another Alpha subsidiary. This ownership structure is not impacted by the proposed transaction.

ATTACHMENT 1 (CONTINUED)

SIMPLIFIED ORGANIZATIONAL CHART
AFTER PROPOSED MERGER



² Brooks Run Mining Company, LLC is 99% owned and controlled by AMFIRE, LLC and 1% owned by AMFIRE WV, L.P., another Alpha subsidiary. This ownership structure is not impacted by the proposed transaction.

Attachment 2

INFORMATION SUPPORTING REQUEST FOR PRIOR WRITTEN CONSENT TO INDIRECT TRANSFER OF CONTROL

This information is submitted consistent with Consolidated Guidance About Materials Licenses – Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses, U.S. Nuclear Regulatory Commission, NUREG - 1556, Vol.15 (November 2000).

Section 5.1 DESCRIPTION OF TRANSACTION

1. *A complete clear description of the transaction, including any transfer of stocks or assets, mergers, etc., so that legal counsel is able, when necessary, to differentiate between name changes and changes of ownership.*

As shown in Attachment 1, Brooks Run Mining Company, LLC (“Brooks Run”), and Cobra Natural Resources, LLC (“Cobra” and with Brooks Run, the “Licensees”) are indirect, wholly-owned subsidiaries of Alpha Natural Resources, Inc. (“Alpha”). In the proposed transaction, Alpha will merge with and into Foundation Coal Holdings, Inc. (“Foundation”), and Foundation will be the surviving entity which will be renamed Alpha Natural Resources, Inc. (“New Alpha”). Alpha stockholders will own approximately 59% of New Alpha common stock and Foundation stockholders will own approximately 41% of New Alpha common stock. The Board of Directors of New Alpha will be comprised of ten members, six of whom are current members of the Alpha Board and four of whom are current members of the Foundation Board. The proposed indirect transfer does not involve any change to licensed activities or the Licensees themselves. The proposed changes in the organizational chart will have no impact on the Licensees’ day to day management of the licensed facilities.

Additional information about Alpha, Foundation and the proposed merger can be found in the June 5, 2009 Securities and Exchange Commission, Form S-4 filing (available at: <http://ir.foundationcoal.com/secfiling.cfm?filingID=950123-09-11908>).

2. *The new name of the licensed organization. If there is no change, the licensee should so state.*

There are no planned changes in the names of the Licensees in connection with this indirect transfer of control.

3. *The new licensee contact and telephone number(s) to facilitate communications.*

The Licensees contact and telephone information will remain the same. Contact information for the Licensees is as follows:

Frank J. Matras
Brooks Run Mining Company, LLC
25 Little Birch Road
Sutton, WV 26601-9469
304-929-6643

Gregory S. Blankenship
Cobra Natural Resources, LLC
P.O. Box 40
Wharncliffe, WV 25651
304-929-6320

Section 5.2 CHANGES OF PERSONNEL

1. *Any changes in personnel having control over licensed activities (e.g., officers of a corporation and any changes in personnel named in the license such as radiation safety officer, authorized users, or any other persons identified in previous license applications as responsible for radiation safety or use of licensed material). The licensee should include information concerning the qualifications, training and responsibilities of new individuals.*

Following the proposed transfer, the current management team and personnel of the Licensees will remain the same. The Licensees currently plan to continue the employment of all personnel involved in licensed activities in accordance with all requirements in the licenses and applicable regulations and, in the event replacement of employees becomes necessary, only individuals of comparable or otherwise appropriate qualifications and experience will be hired.

2. *An indication of whether the transferor will remain in non-licensed business without the license.*

The proposed transaction is a merger. Accordingly, all licensed entities will continue as licensed entities.

Section 5.3 CHANGES OF LOCATION, EQUIPMENT & PROCEDURES

1. *A complete description of any planned changes in organization, location, facility, equipment, or procedures (i.e., changes in operating or emergency procedures).*

There are no planned changes in the organization, location, facility, equipment, or procedures associated with licensed activities in connection with the proposed indirect transfer of control.

2. *A detailed description of any changes in the use, possession, location or storage of the licensed materials.*

There are no planned changes in the use, possession, location or storage of the licensed materials in connection with the proposed indirect transfer of control.

3. *Any changes in organization, location, facilities, equipment, procedures, or personnel that would require a license amendment even without the change of ownership.*

There are no planned changes in the organization, location, facilities, equipment, procedures, or personnel in connection with the proposed indirect transfer of control.

Section 5.4 SURVEILLANCE RECORDS

1. *An indication of whether all surveillance items and records (e.g., calibrations, leak tests, surveys, inventories, and accountability requirements) will be current at the time of transfer. A description of the status of all surveillance requirements and records should also be provided.*

Surveillance items and records will continue to be maintained by the Licensees in accordance with the licenses and NRC regulations and will not be impacted by the proposed indirect transfer of control.

Section 5.5 DECOMMISSIONING AND RELATED RECORDS TRANSFERS

1. *Confirmation that all records concerning the safe and effective decommissioning/closure of the facility: public dose and waste disposal by release to sewers, incineration, radioactive material spills, and on-site burials, have been transferred to the new licensee if licensed activities will continue at the same location.*

The proposed transaction will have no impact on the Licensees' decommissioning plans. All required license records will continue to be maintained by the Licensees.

2. *A description of the status of the facility. Specifically, the presence or absence of contamination should be documented. If contamination is present, will decontamination occur before transfer? If not, is the transferee knowledgeable of the extent and levels of contamination and applicable decommissioning requirements, and does the transferee agree to assume full liability for the decontamination of the facility or site?*

There is no known radioactive contamination at the licensed facilities.

3. *A description of any decontamination plans, including financial surety arrangements of the transferee. This should include information about how the transferee and transferor propose to divide the transferor's assets and responsibility for any cleanup needed at the time of transfer.*

The proposed transaction will have no impact on the Licensees' decommissioning plans. This proposed indirect transfer of control will be the result of a merger at the parent company level, so there are no assets or responsibilities for any clean up to divide.

Section 5.6 TRANSFEREE'S COMMITMENT TO ABIDE BY THE TRANSFEROR'S COMMITMENTS

1. *Confirmation that the transferee agrees to abide by all commitments and representations previously made by the transferor. These include, but are not limited to: maintaining*

decommissioning records; implementing decontamination activities and decommissioning of the site; and completing corrective actions for open inspection items and enforcement actions.

With regard to contamination of facilities and equipment, the transferee should confirm, in writing, that it accepts full liability for the site, and should provide evidence of adequate resources to fund decommissioning; or the transferor should provide a commitment to decontaminate the facility before the change of control or ownership.

With regard to open inspection items, etc., the transferee should confirm, in writing, that it accepts full responsibility for open inspection items and/or any resulting enforcement actions; or the transferee proposes alternative measures for meeting the requirements; or the transferor provides a commitment to close out all such actions with NRC before license transfer.

Following the transaction, Alpha, Foundation and Licensees agree to abide by all commitments and representations previously made by the Licensees. The proposed indirect transfer of control will not affect these commitments and representations.

2. *Documentation that the transferor and transferee agree to the change in ownership or control of the licensed material and activity, and the conditions of the transfer; and the transferee is made aware of all open inspection items and its responsibility for possible resulting enforcement actions.*

There are currently no open inspection items. However, all parties to the proposed indirect transfer of control understand and agree to the responsibilities associated with any potential future inspection items.

3. *A commitment by the transferee to abide by all constraints, conditions, requirements, representations, and commitments identified in the existing licenses. If not, the transferee must provide a description of its program to ensure compliance with the license and regulations.*

Following the transaction, Alpha, Foundation and Licensees are committed to abide by all constraints, conditions, requirements, representations, and commitments identified in the existing license. The proposed indirect transfer of control will not affect these license constraints, conditions, requirements, representations, and commitments.

This is to acknowledge the receipt of your letter/application dated

6/25/09, and to inform you that the initial processing which includes an administrative review has been performed.

Notification (47-31260-01)
There were no administrative omissions. Your application was assigned to a technical reviewer. Please note that the technical review may identify additional omissions or require additional information.

Please provide to this office within 30 days of your receipt of this card

A copy of your action has been forwarded to our License Fee & Accounts Receivable Branch, who will contact you separately if there is a fee issue involved.

Your action has been assigned **Mail Control Number** 143836.
When calling to inquire about this action, please refer to this control number.
You may call us on (610) 337-5398, or 337-5260.

NRC FORM 532 (RI)
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Sincerely,
Licensing Assistance Team Leader