Risk Factors Comparison 2024-02-26 to 2023-02-23 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

Certain financial institutions, including banks and insurance companies, have adopted policies that prevent or limit those institutions from providing financing, insurance, bonding, and other services to entities that produce, generate power from or use fossil fuels. These policies, and others that may be adopted in the future, may limit our ability to obtain financing, insurance, surety bonds, and other services and may have similar effects upon our customers, which may in turn reduce future global demand for coal. Further, some investors and investment advisors support divestiture of securities issued by companies, such as us, involved in the fossil fuel extraction market. These developments may negatively affect the market for our securities, our access to capital and financial markets and our ability to obtain insurance in the future, which may in turn have significant negative effects on our business, financial condition and results of operations. The concurrent loss of, or significant reduction in, purchases by several of our largest customers could materially and adversely affect our revenues and profitability. Coal sales to our largest customer during the year ended December 31, ~~2022~~ **2023** accounted for approximately ~~25~~ **13** % of our total revenues, and coal sales to our 10 largest customers accounted for approximately ~~70~~ **74** % of our total revenues. These customers could decide to discontinue purchasing coal from us in the volumes that they have previously purchased or decide not to purchase coal from us at all. If several of these customers were ~~to~~ concurrently and significantly **to** reduce their purchases of coal, or if we were unable to sell coal to them on terms as favorable to us as previous sales, we could face a significant reduction in sales while we attempt to sell the coal to other customers in the global marketplace. If such concurrent loss of large ~~customers~~ **customersor** ~~or~~ a significant reduction in our sales volume to such customers were to happen, our revenues and profitability could be materially and adversely affected. Competition within the coal industry may adversely affect our ability to sell coal, and excess production capacity in the industry could put downward pressure on coal prices. We compete with numerous other coal producers in various regions of the U. S. for domestic and international sales. We also compete in international markets against coal producers in other countries. International demand for U. S. coal exports also affects coal demand in the U. S. This competition affects domestic and international coal prices and our ability to retain or attract coal customers. The threat of increased production from competing mines and natural gas price declines with large basis differentials have all historically contributed, and may in the future contribute, to lower coal prices. In the past, high demand for coal and attractive pricing brought new investors to the coal industry, leading to the development of new mines and added production capacity. Subsequent overcapacity in the industry contributed, and may in the future contribute, to lower coal prices. Potential changes to international trade agreements, trade concessions, foreign currency fluctuations or other political and economic arrangements may benefit coal producers operating in countries other than the United States. Additionally, North American steel producers face competition from foreign steel producers, which could adversely impact the financial condition and business of our customers. We cannot provide assurance that we will be able to compete on the basis of price or other factors with companies that in the future may benefit from favorable foreign trade policies or other arrangements. Coal is priced internationally in U. S. dollars, and, as a result, general economic conditions in foreign markets and changes in foreign currency exchange rates may provide our foreign competitors with a competitive advantage. If our competitors' currencies decline against the U. S. dollar or against our foreign customers' local currencies, those competitors may be able to offer lower prices for coal to customers. Furthermore, if the currencies of our overseas customers were to significantly decline in value in comparison to the U. S. dollar, those customers may seek decreased prices for the coal we sell to them. Consequently, currency fluctuations could adversely affect the competitiveness of our coal in international markets, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. See " Item 1. Business — Competition. " Similarly, currency fluctuations could adversely affect demand for U. S. steel. Our ability to collect payments from our...... under multi- year sales contracts. Downturns and disruptions in the global economy and financial markets have had, and could in the future have, a material adverse effect on the demand for and price of coal, which could have a material negative effect on our sales, costs, margins and profitability and ability to obtain financing. Downturns and disruptions in the global economy and financial markets have from time to time resulted in, among other things, extreme volatility in securities prices, severely diminished liquidity and credit availability, rating downgrades of certain investments and declining valuations of others, including real estate. Significant economic disruptions can result from numerous unpredictable factors, including but not limited to market forces, natural disasters, pandemics, trade disputes and armed conflicts. For example: • During the COVID- 19 pandemic, global supply chain disruptions, including COVID- 19- related factory closures and port congestion ~~have~~ reduced our ability to obtain some materials used in our operations, ~~have~~ reduced the demand for steel, and therefore for met coal, and ~~have~~ affected railroad and other transportation systems. • The Chinese government has from time to time implemented regulations and promulgated new laws or restrictions on its domestic coal industry, sometimes with little advance notice, which may affect worldwide coal demand, supply and prices. **•** ~~During the past several years, for example, the Chinese government has initiated a number of anti-smog measures aimed at reducing hazardous air emissions through~~ - **Although** ~~temporary production capacity restrictions within~~ **we do not have assets in** the ~~steel~~ **Middle East** , ~~coal~~ **we do have customers in the region,** and ~~coal- fired power sectors~~ **if the scope of the ongoing conflicts in that region were to expand materially, the international transport of some goods could become more difficult, even to certain areas outside the Middle East, and shipping costs could increase substantially** . Future disruptions of this sort, and in particular the tightening of credit in financial markets or any other disruption that negatively affects global economic growth, could adversely affect our customers' ability to obtain financing for operations and result in a decrease in demand, lower coal prices, the cancellation of some orders for our coal and the restructuring of agreements with some of our customers. Changes in the value of the U. S. dollar relative to other currencies, particularly where imported products are required for the mining process, could result in materially increased operating expenses. Any prolonged global, national or regional economic recession or other similar events could have a material adverse effect on the demand for and price of coal, on our sales, margins and profitability, and on our own ability to obtain financing. We are unable to predict the timing, duration and severity of any potential future disruptions in financial markets and potential future adverse economic conditions in the U. S. and other countries and the impact these events may have on our operations and the industry in general. The Russia- Ukraine war, and sanctions brought by the United States and other countries against Russia, have caused significant market disruptions that may lead to increased volatility in the price of certain commodities, including oil, natural gas, coal and other sources of energy. The **ongoing** ~~extent and duration of the~~ military conflict ~~involving~~ **between** Russia and Ukraine ~~, resulting~~ **has resulted in substantial** sanctions **upon Russia** and ~~future~~ **certain supply and** market ~~or supply~~ disruptions ~~in the region are impossible to predict but could be significant and may have a severe adverse effect on the region. Globally~~ , ~~various~~ **particularly in energy markets. Many** governments have banned imports from Russia, including commodities such as oil, natural gas and coal. These events have caused volatility in the aforementioned commodity markets. Although we have not experienced any material adverse effect on its results of operations, financial condition or cash flows as a result of the war or the resulting volatility as of the date of this report, such volatility, including market expectations of potential changes in coal prices and inflationary pressures on steel products, may significantly affect prices for our coal or the cost of supplies and equipment, as well as the prices of competing sources of energy for our customers, like natural gas. **This conflict may cause additional, severe adverse effects in the region and for international markets.** Resulting disruptions could reduce demand for steel made through the use of metallurgical coal and coal- fired electricity, causing a reduction in our revenues or an increase in our costs and thereby materially and adversely affecting our results of operations, financial condition and cash flows. Our ability to collect payments from our customers could be impaired if their creditworthiness and financial health deteriorate.Our ability to receive payment for coal sold and delivered depends on the continued creditworthiness and financial health of our customers.Competition with other coal suppliers could force us to extend credit to customers and on terms that could increase the risk we bear on payment default.In recent years,downturns in the economy and disruptions in the global financial markets have,from time to time,affected the creditworthiness of our customers and limited their liquidity and credit availability.In addition,purchasers of our met coal may increasingly be required to implement costly new emissions and other technologies,thereby increasing the risk we bear for customer payment default.For the year ended December 31, ~~2023~~ **2022** we derived ~~74~~ **81** % of our coal revenues from coal sales made to customers outside the U.S.Our customers in other countries may be subject to other pressures and uncertainties that may also affect their ability to pay,including trade barriers,exchange controls and local economic conditions,threat of military action,and political conditions.Continuing low demand for thermal coal,or further declines in demand,by North American electric power generators could reduce the price of our thermal coal,which would reduce our revenues.Thermal coal accounted for approximately 5 % of our coal revenues for the year ended December 31, ~~2023~~ **2022** .The majority of our sales of thermal coal were to U.S.electric power generators.The North American demand for thermal coal is affected primarily by the overall demand for electricity,the availability,quality and price of competing fuels,such as natural gas,nuclear fuel,oil and alternative energy sources such as wind,solar,and hydroelectric power,increasingly stringent environmental and other governmental regulations and the coal inventories of utilities.A reduction in the amount of coal consumed by North American electric power generators would reduce the amount of thermal coal that we sell and the price that we receive for it,thereby reducing our revenues and adversely impacting our earnings and the value of our coal reserves.In addition,uncertainty caused by federal and state regulations could cause thermal coal customers to be uncertain of their coal requirements in future years,which could adversely affect our ability to sell coal to such customers under multi- year sales contracts. Risks Relating to Regulatory and Legal Developments The ~~extensive~~ **increasingly stringent** regulation of the mining industry imposes significant costs on us, and future regulations or violations could increase those costs or limit our ability to produce coal. Our operations are subject to a wide variety of federal, state and local environmental, health and safety, transportation, labor and other laws and regulations relating to matters such as: • blasting; • controls on emissions and discharges; • the effects of operations on surface water and groundwater quality and availability; • the storage, treatment and disposal of wastes and the authorizations necessary to create new waste management facilities; • the remediation of contaminated soil, surface water and groundwater; • surface subsidence from underground mining; • the classification of plant and animal species near our mines as endangered or threatened species; • the reclamation of mined sites; and • employee health and safety, and benefits for current and former employees (described in more detail below). These laws and regulations are becoming increasingly stringent. For example: • federal and state agencies and citizen groups have increasingly focused on the amount of selenium and other constituents in mine- related water discharges; • The U. S. Mine Safety and Health Administration (**“** MSHA **”**) and the states of Virginia and West Virginia have implemented and proposed changes to mine safety and health requirements to impose more stringent health and safety controls, enhance mine inspection and enforcement practices, increase sanctions, and expand monitoring and reporting; and • Greenhouse gas (**“** GHG **”**) emissions reductions are being considered that could increase our costs, require additional controls, or compel us to limit our current operations. In addition, these laws and regulations require us to obtain numerous governmental permits and comply with the requirements of those permits, which are described in more detail below. We incur substantial costs to comply with the laws, regulations and permits that apply to our mining and other operations and to address the outcome of inspections. The required compliance and actions to address inspection outcomes are often time consuming and costly and may delay commencement or continuation of exploration or production. In addition, due in part to the extensive and comprehensive regulatory requirements, violations of laws, regulations and permits occur at our operations from time to time and may result in significant costs to us to correct the violations, as well as substantial civil or criminal penalties and limitations or shutdowns of our operations. In particular, President Biden’ s administration has expressed support for policies that may result in stricter environmental, health and safety standards applicable to our operations and those of our customers **.** See " Item 1. Business — Environmental and Other Regulatory Matters — Clean Water Act — Wastewater Discharge. " MSHA and state regulators may also order the temporary or permanent closing of a mine in the event of certain violations of safety rules, accidents or imminent dangers. In addition, regulators may order changes to mine plans or operations due to their interpretation or application of existing or new laws or regulations. Any required changes to mine plans or operations may result in temporary idling of production or addition of costs. These factors have had and will continue to have a significant effect on our costs of production and competitive position and, as a result, on our results of operations, cash flows and financial condition. New laws and regulations, as well as future interpretations or different enforcement of existing laws and regulations, may have a similar or more significant impact on us, including delays, interruptions or a termination of operations. **Increasing attention to environmental, social and governance (ESG) matters may negatively affect our business and financial results. Increasing attention has been given to corporate activities related to ESG matters in public discourse and the investment community. A number of advocacy groups, both domestically and internationally, have campaigned for governmental and private action to promote ESG- related change at public companies, including, but not limited to, through the investment and voting practices of investment advisers, pension funds, universities and other members of the investing community. These activities have also aimed to increase the attention on and demand for action related to various ESG matters, which has contributed to increasing societal, investor, and legislative focus and pressure on ESG practices and disclosures, including those related to climate change, GHG emissions targets, business resilience under the assumptions of demand- constrained scenarios, net- zero ambitions, transition plans, actions related to diversity and inclusion, political activities, racial equity audits, and governance standards. As a result, we may face increasing pressure regarding our ESG practices and disclosures, which could in turn result in the cancellation or delay of projects, the revocation or delay of permits, termination of contracts, lawsuits, regulatory action, and policy change that may adversely affect our business strategy, increase our costs, and adversely affect our reputation and financial performance. These developments could result in the implementation of certain ESG practices and / or disclosure requirements that present heightened legal, regulatory and reputational risks for us, and complying with these requirements may be costly and time- consuming.** Climate change or carbon dioxide emissions reduction initiatives could significantly reduce the demand for coal and reduce the value of our coal assets. Global climate issues continue to attract considerable public and scientific attention. Numerous reports have expressed concern about the impacts of human activity, and in particular the emissions of GHG, such as carbon dioxide and methane, on global climate issues. Combustion of fossil fuels like coal results in the creation of carbon dioxide, which is emitted into the atmosphere by coal end users such as coal- fired electric power generators, coke plants and steelmaking plants, and, to a lesser extent, by the combustion of fossil fuels by the mining equipment we use. In addition, coal mining can release methane from the mine, directly into the atmosphere. Concerns associated with global climate change, and GHG emissions reduction initiatives designed to address them, have resulted, and are expected to continue to result, in materially increased operating costs for steel producers who use met coal, particularly in Europe. Emissions from coal consumption and production are subject to pending and proposed regulations as part of regulatory initiatives to address global climate change and global warming. Various international, federal, regional, foreign and state proposals are currently in place or being considered to limit emissions of GHGs, including possible future U. S. treaty commitments, new federal or state legislation, and regulation under existing environmental laws by the EPA and other regulatory agencies and litigation by private parties. These include: • the 2015 Paris climate summit agreement, which resulted in voluntary commitments by 197 countries to reduce their GHG emissions and could result in additional firm commitments by various nations and states with respect to future GHG emissions. On June 1, 2017, the Trump administration announced that the U. S. would withdraw from the agreement, however, on February 19, 2021, the U. S. formally rejoined the Paris Agreement **; • the EPA' s regulations to reduce the transport of nitrogen oxide and ozone on prevailing winds from the Midwest and South U. S. to states in the Northeast; • proposed EPA regulations to increase the stringency of the National Ambient Air Quality Standards for particulate matter emissions; • the EPA' s February 2024 regulations increasing the stringency of the National Ambient Air Quality Standards for the primary (health- based) annual standard for PM2. 5** ; • state and regional climate change initiatives implementing renewable portfolio standards or cap- and- trade schemes; • challenges to or denials of permits for new coal- fired power plants or retrofits to existing plants by state regulators and environmental organizations due to concerns related to GHG emissions from the new or existing plants; • private litigation against coal companies or power plant operators based on GHG- related concerns; • the Glasgow Climate Pact resulting from the 2021 United Nations Climate Change Conference (COP26) held from October 31 to November 13, 2021, which, though not legally binding, contains a plan to reduce use of coal by 40 % **; and • the agreement of the participating countries at the 2023 COP28 conference to call on governments worldwide to speed up the transition away from fossil fuels to renewables such as wind and solar power** . On August 3, 2015, the EPA released a final rule establishing the Power Plant NSPS. The final rule requires that newly constructed fossil fuel- fired steam generating units achieve an emission standard for carbon dioxide of 1, 400 lb CO_2 / MWh- gross. The standard is based on the performance of a supercritical pulverized coal boiler implementing partial CCS. Modified and reconstructed fossil fuel fired steam generating units must implement the most efficient generation achievable through a combination of best operating practices and equipment upgrades, to meet an emission standard consistent with best historical performance. In addition, on July 8, 2019, the EPA published the ACE Rule, a replacement of the CPP. In contrast to the CPP, which called for the shifting of electricity generation away from coal- fired sources towards natural gas and renewables, the ACE Rule focuses on reducing GHG emissions from existing coal- fired plants by requiring states to mandate the implementation of a range of technologies at power plants designed to improve their heat rate (i. e., decrease the amount of fuel necessary to generate the same amount of electricity). However, on January 19, 2021, the Court of Appeals of the District of Columbia struck down the ACE rule. The EPA has since announced an intent to consider new regulations governing carbon emissions from existing power plants. The EPA' s draft strategic plan issued in November 2021 emphasizes climate change and environmental justice as its top two priorities. More stringent standards for carbon dioxide pollution as a result of these rulemakings could further reduce demand for coal, and our business would be adversely impacted. In addition, certain banks and other financing sources have taken actions to limit available financing for the development of new coal- fueled power plants, which also may adversely impact the future global demand for coal. Furthermore, several well- funded non- governmental organizations have explicitly undertaken campaigns to minimize or eliminate the use of coal as a source of electricity generation. These efforts, as well as concerted conservation and efficiency efforts that result in reduced electricity consumption and consumer and corporate preferences for non- coal fuel sources, could cause coal prices and sales of our coal to materially decline and could cause our costs to increase. Any future laws, regulations or other policies or initiatives of the nature described above may adversely impact our business in material ways. The degree to which any particular law, regulation or policy impacts us will depend on several factors, including the substantive terms involved, the relevant time periods for enactment and any related transition periods. Considerable uncertainty is associated with these regulatory initiatives and legal developments, as the content of proposed legislation and regulation is not yet fully determined and many of the new regulatory initiatives remain subject to governmental and judicial review. In particular, President Biden' s administration has expressed support for the regulation of GHG emissions. In prior Congressional sessions, legislative proposals regulating GHG emissions (such as the Green New Deal) have been introduced, and Congressional leadership may introduce similar legislation this Congressional term. We routinely attempt to evaluate the potential impact on us of any proposed laws, regulations or policies, which requires that we make certain material assumptions. From time to time, we may determine that the impact of one or more such laws, regulations or policies, if adopted and ultimately implemented as proposed, may result in materially adverse impacts on our operations, financial condition or cash flow; however, we often are not able to reasonably quantify such impacts. In general, any laws, regulations or other policies aimed at reducing GHG emissions have imposed, and are likely to continue to impose, significant costs on many coal- fired power plants, steel- making plants and industrial boilers, which may make them unprofitable. Accordingly, some existing power generators have switched to other fuels that generate fewer emissions and others are likely to switch, some power plants have closed and others are likely to close, and fewer new coal- fired plants are being constructed, all of which reduce demand for coal and the amount of coal that we sell and the prices that we receive for it, thereby reducing our revenues and adversely impacting our earnings and the value of our coal reserves. Other extensive environmental laws, including existing and potential future legislation, treaties and regulatory requirements relating to air emissions, waste management and water discharges, affect our customers and could further reduce the demand for coal as a fuel source and cause prices and sales of our coal to materially decline. Our customers' operations are subject to extensive laws and regulations relating to environmental matters, including air emissions, wastewater discharges and the storage, treatment and disposal of wastes and operational permits. In particular, the Clean Air Act and similar state and local laws extensively regulate the amount of sulfur dioxide, particulate matter, nitrogen oxides, mercury and other compounds emitted into the air from fossil fuel fired power plants, which are the largest end- users of our thermal coal. A series of more stringent requirements will or may become effective in coming years, including: • implementation of the current and more stringent proposed ambient air quality standards for sulfur dioxide, nitrogen oxides, particulate matter and ozone, including the EPA' s issuance of NAAQS in October 2015 of a more stringent ambient air quality standard for ozone and the EPA' s determinations of attainment designations with respect to these rules; • implementation of the EPA **' s February 2024 revised primary (health- based) annual standard for PM2. 5, from 12. 0 µg / m3 to 9. 0 µg / m3; • implementation of the EPA** ' s Revised CSAPR to significantly reduce nitrogen oxide and sulfur dioxide emissions from power plants in 12 states in the eastern United States; • continued implementation of the EPA' s MATS, which impose stringent limits on emissions of mercury and other toxic air pollutants from electric power generators, issued in December 2011 and in effect pending completion of judicial review proceedings **; • the EPA' s Good Neighbor Plan rules, which secured significant reductions in ozone- forming emissions of nitrogen oxides (NOx) from power plants and industrial facilities in 23 states; • multiple and inconsistent future GHG emission reporting obligations imposed in federal and state laws** ; • the exposure of workers to silica dust; • implementation of the EPA' s August 2014 final rule on cooling water intake structures for power plants; • more stringent EPA requirements governing management and disposal of coal ash pursuant to a rule finalized in December 2014 and new amendments effective as of August 2018; • implementation of the COE / EPA final rule revising and reissuing Nationwide Permits under Section 404 of the Clean Water Act **and applying the conforming rule Revised Definition of Waters of the United States** ; and • implementation of the EPA' s November 2015 final rule setting effluent discharge limits on the levels of metals that can be discharged from power plants. These environmental laws and regulations impose significant costs on our customers, which are increasing as these requirements become more stringent. These costs make coal more expensive to use and make it a less attractive fuel source of energy for our customers. Accordingly, some existing power generators have switched to other fuels that generate fewer emissions and others are likely to switch, some power plants have closed and others are likely to close, and no coal- fired plants are currently being constructed in the U. S., all of which reduce demand for coal, the amount of coal that we sell and the prices that we receive for it, thereby reducing our revenues and adversely impacting our earnings and the value of our coal reserves. In addition, regulations regarding sulfur dioxide emissions under the Clean Air Act, including caps on emissions and the price of emissions allowances, have a potentially significant impact on the demand for our coal based on its sulfur content. We sell both higher sulfur and low sulfur coal. More widespread installation by power generators of technology that reduces sulfur emissions may make high sulfur coal more competitive with our low sulfur coal. Decreases in the price of emissions allowances could have a similar effect. Significant increases in the price of emissions allowances could reduce the competitiveness of higher sulfur coal compared to low sulfur coal and possibly natural gas at power plants not equipped to reduce sulfur dioxide emissions. Any of these consequences could result in a decrease in revenues from some of our operations, which could adversely affect our business and results of operations. We may be unable to obtain and renew permits, mine plan modifications and approvals, leases or other rights necessary for our operations, which would reduce our production, cash flows and profitability. Mining companies must obtain numerous regulatory permits that impose strict conditions on various environmental and safety matters in connection with coal mining. The permitting rules are complex and change over time, potentially in ways that may make our ability to comply with the applicable requirements more difficult or impractical or even preclude the continuation of ongoing operations or the development of future mining operations. **Further, regulatory agencies responsible for the review and approval of these permits may not do so in a timely fashion due to lack of resources or other factors.** The public, including special interest groups and individuals, have certain rights under various statutes to comment upon, submit objections to and otherwise engage in the permitting process, including bringing citizens' lawsuits or administrative actions to challenge permits or mining activities. In the states where we operate, applicable laws and regulations also provide that a mining permit or modification can, under certain circumstances, be delayed, refused or revoked if we or any entity that owns or controls or is under common ownership or control with us or is determined to be linked to us under OSM' s AVS, have unabated permit violations or have been the subject of permit or reclamation bond revocation or suspension. These regulations define certain relationships, such as owning over 50 % of stock in an entity or having the authority to determine the manner in which the entity conducts mining operations, as constituting ownership and control. Certain other relationships are presumed to constitute ownership or control, including being an officer or director of an entity or owning between 10 % and 50 % of the mining operator. This presumption, in some cases, can be rebutted where the person or entity can demonstrate that it in fact does not or did not have authority directly or indirectly to determine the manner in which the relevant coal mining operation is conducted. Thus, past or ongoing violations of federal and state mining laws by us or by coal mining operations owned or controlled by our significant stockholders, directors or officers or by entities linked to us through OSM' s AVS could provide a basis to revoke existing permits and to deny the issuance of additional permits or modification or amendment of existing permits. This is known as being " permit- blocked. " In recent years, the permitting required for coal mining has been the subject of increasingly stringent regulatory and administrative requirements and extensive litigation by environmental groups. As a result, the permitting process is costly and time- consuming, required permits may not be issued or renewed in a timely fashion (or at all), and permits that are issued may be conditioned in a manner that may restrict our ability to conduct our mining activities efficiently. In some circumstances, regulators could seek to revoke permits previously issued. We are required under certain permits to provide data on the impact on the environment of proposed exploration for or production of coal to governmental authorities. In particular, certain of our activities require a dredge and fill permit from the COE under Section 404 of the CWA. In recent years, the Section 404 permitting process has been subject to increasingly stringent regulatory and administrative requirements and a series of court challenges, which have resulted in increased costs and delays in the permitting process. Additionally, we may rely on nationwide permits under the CWA Section 404 program for some of our operations. These nationwide permits are issued every five years, and the 2021 nationwide permit program was ~~recently~~ reissued in 2021. If we are unable to use the nationwide permits and require an individual permit for certain work, that could delay operations. Many of our permits are subject to renewal from time to time, and renewed permits may contain more restrictive conditions than our existing permits. For example, many of our permits governing surface stream and groundwater discharges and impacts will be subject to new and more stringent conditions to address various new water quality requirements upon renewal over the next several years. Although we have no estimates at this time, our costs to satisfy these conditions could be substantial. Future changes or challenges to the permitting and mine plan modification and approval process could cause additional increases in the costs, time, and difficulty associated with obtaining and complying with the permits and could delay or prevent commencing or continuing exploration or production operations and, as a result, adversely affect our coal production, cash flows and profitability **. Recent actions by the EPA, including the Good Neighbor Plan, the EPA' s February 2024 revision of the primary (health- based) annual standard for PM2. 5, from 12. 0 µg / m3 to 9. 0 µg / m3, the proposed rule for more stringent emission standards for particulate matter emissions, and the proposed MATS rule to regulate emissions of mercury and other metals, fine particulates, and acid gases such as hydrogen chloride from coal- and oil- fired power plants, referred to as " MATS, " may make it more difficult for our customers to continue to use our coal in their operations. Proposed SEC GHG reporting rules, if finalized and upheld by the courts, could potentially act as a deterrent to the use of our coal due to pressure from customers, shareholders and / or the media. California' s enactment of its own GHG reporting laws in October 2023 also suggests the possibility of inconsistent and / or duplicative future GHG reporting requirements, which would likely add to our operating costs** . Our operations may impact the environment or cause exposure to hazardous substances, and our properties may have environmental contamination, which could result in material liabilities to us. Our operations use certain hazardous materials, and, from time to time, we generate limited quantities of hazardous wastes. We may be subject to claims under federal or state law for toxic torts, natural resource damages and other damages as well as for the investigation and clean- up of soil, surface water, sediments, groundwater and other natural resources. Such claims may arise out of current or former conditions at sites that we own or operate, or formerly owned or operated, and at contaminated sites owned or operated by third parties to which we sent wastes for treatment, storage or disposal. Our liability for such claims may be joint and several, so that we may be held responsible for more than our share of the contamination or other damages, or even for the entire share. We operate and maintain a number of coal slurry impoundments. These impoundments are subject to extensive regulation. Some slurry impoundments maintained by other coal mining operations have failed, causing extensive damage to the environment and natural resources, as well as liability for related personal injuries and property damages. Some of our impoundments overlie mined out areas, which can pose a heightened risk of failure and of resulting damages. If one of our impoundments were to fail, we could be subject to substantial claims for the resulting environmental contamination and associated liability, as well as for fines and penalties, and potential third- party claims for personal injury, property damage or other losses. In addition, we may become subject to such claims related to surface expressions of methane gas, which can result from underground coal mining activities. These and other environmental impacts that our operations may have, as well as exposures to hazardous substances or wastes associated with our operations, could result in costs and liabilities that could render continued operations at certain mines economically unfeasible or impractical or otherwise materially and adversely affect our financial condition and results of operations. Decreases in consumer demand for electricity and changes in general energy consumption patterns attributable to energy conservation trends could adversely affect our business, financial condition and results of operations. Due to efforts to promote energy conservation in recent years, there is a risk that both the demand for electricity and the general energy consumption patterns of consumers worldwide will decrease. The ability of energy conservation technologies, public initiatives and government incentives to reduce electricity consumption or to support other forms of renewable energy could also lead to a reduction in the demand for and the price of coal. If prices for coal are not competitive, our business, financial condition and results of operations may be materially harmed. Our systems and procedures for internal control over financial reporting or the disclosure controls related to them may in the future have material weaknesses, which may adversely affect the value of our common stock. We are responsible for maintaining systems and documentation necessary to evaluate the effectiveness of our internal control over financial reporting. These activities may divert management' s attention from other business concerns. To maintain and improve our controls and procedures, we must commit significant resources, may be required to hire additional staff and need to continue to provide effective management oversight, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. Federal and state regulatory agencies have the authority to order any of our facilities to be temporarily or permanently closed under certain circumstances, which could materially adversely affect our ability to meet our customers' demands. Federal and state regulatory agencies have the authority following significant health and safety incidents, such as fatalities, to order a facility to be temporarily or permanently closed. If this were to occur, we may be required to incur capital expenditures to re- open the facility. In the event that these agencies order the closing of our facilities, our coal sales agreements and our take- or- pay contracts related to our export terminals may permit us to issue force majeure notices, which suspend our obligations to deliver coal under these contracts. However, our customers may challenge our issuances of force majeure notices. If these challenges are successful, we may have to purchase coal from third- party sources, if it is available, to fulfill these obligations, incur capital expenditures to re- open the facilities and / or negotiate settlements with the customers, which may include price reductions, the reduction of commitments or the extension of time for delivery, or terminate customers' contracts. Any of these actions could have a material adverse effect on our business and results of operations. Certain U. S. federal income tax provisions currently available with respect to coal percentage depletion and exploration and development may be eliminated by future legislation. From time to time, legislation is proposed that could result in the reduction or elimination of certain U. S. federal income tax provisions currently available to companies engaged in the exploration, development, and production of coal reserves. These proposals have included, but are not limited to: (1) the elimination of current deductions, the 60- month amortization period and the 10- year amortization period for exploration and development costs relating to coal and other hard mineral fossil fuels, (2) the repeal of the percentage depletion allowance with respect to coal properties and (3) the repeal of capital gains treatment of coal and lignite royalties. The passage of these or other similar proposals could increase our taxable income and negatively impact our cash flows and the value of an investment in our common stock. Changes in tax laws, ~~particularly~~ in the areas of **both income taxes and** non- income taxes, **may materially affect our results of operations and** could cause our financial position and profitability to deteriorate. We pay non- income taxes on the coal we produce. A substantial portion of our non- income taxes are levied as a percentage of gross revenues, while others are levied on a per ton basis. If such liabilities were to arise, or if non- income tax rates were to increase significantly, our results of operations could be materially and adversely affected **. Further, changes in tax laws may materially affect our results of operations and could cause our financial position and profitability to deteriorate** . On August 16, 2022, the Inflation Reduction Act of 2022 (" IRA ") was signed into law. Among other provisions, the IRA enacted a 15 % corporate alternative minimum tax and a 1 % excise tax on repurchases of corporate stock for tax years beginning after December 31, 2022. **As** ~~We are currently assessing the impact~~ of **December 31, 2023, we** ~~the IRA but do not expect it to~~ have **accrued** a ~~material impact on~~ **stock repurchase excise tax of $ 4. 7 million related to our share repurchase program, which is recorded in treasury stock at cost. Our income is taxable in the U. S., with a significant portion qualifying for preferential treatment as foreign- derived intangible income (" FDII "). If U. S. tax rates increase** ~~our~~ **or the FDII deduction is eliminated or reduced, both of which have been proposed by the current U. S. presidential administration, our provision for income taxes,** results of operations **, net income, and cash flows would be adversely affected. Also, if our customers move manufacturing operations to the U. S., our FDII deduction may be reduced. Beginning in 2026, the FDII deduction will be reduced from 37. 5 % to 21. 875 % of FDII** . Risks Relating to Our Operations Our coal mining production and delivery is subject to conditions and events, many of which are beyond our control, that could result in higher operating expenses and decreased production and sales. The occurrence of a significant accident or other event that is not fully insured could adversely affect our business and operating results and could result in impairments to our assets. Our coal production at our mines is subject to operating conditions and events, many of which are beyond our control, that could disrupt operations, affect production and the cost of mining for varying lengths of time and have a significant impact on our operating results. Adverse operating conditions and events that we have experienced in the past and / or may experience in the future include: • changes or variations in geologic, hydrologic or other conditions, such as the thickness of the coal deposits and the amount of rock, clay or other non- coal material embedded in or overlying the coal deposit; • mining, processing and loading equipment failures and unexpected maintenance problems; • limited availability or increased costs of mining, processing and loading equipment and parts and other materials from suppliers; • difficulties associated with mining under or around surface obstacles; • unfavorable conditions with respect to proximity to and availability, reliability and cost of transportation facilities; • adverse weather and natural disasters, such as heavy snows, heavy rains and flooding, lightning strikes, hurricanes or earthquakes; • accidental mine water discharges, coal slurry releases and failures of an impoundment or refuse area, including inadvertent environmental impacts to the local community; • mine safety accidents, including fires and explosions from methane and other sources; • hazards or occurrences that could result in personal injury and loss of life; • a shortage of skilled and unskilled labor; • security breaches, cyber attacks or terroristic acts; • strikes and other labor- related interruptions; • delays or difficulties in, the unavailability of, or unexpected increases in the cost of acquiring, developing or permitting new acquisitions from the federal government and other new mining reserves and surface rights; • competition and / or conflicts with other natural resource extraction activities and production within our operating areas; • the termination of material contracts by state or other governmental authorities; and • fatalities, personal injuries or property damage arising from train derailments, mined material or overburden leaving permit boundaries, underground mine blowouts, impoundment failures, subsidence or other unexpected incidents. If any of these or other conditions or events occur in the future at any of our mines or affect deliveries of our coal to customers, they may increase our cost of mining, delay or halt production or sales to our customers, result in regulatory action or lead to customers initiating claims against us. Any of these consequences could adversely affect our operating results or result in impairments to our assets. In addition, our mining operations are concentrated in a small number of material mines. As a result, the effects of any of these conditions or events may be exacerbated and may have a disproportionate impact on our results of operations and assets. We maintain insurance policies that provide limited coverage for some, but not all, of these risks. Even where covered by insurance, these risks may not be fully covered, and insurers may contest their obligations to make payments. Failures by insurers to make payments could have a material adverse effect on our cash flows, results of operations or financial condition. Disruptions in transportation services **or port facilities,** and increased transportation costs **,** could impair our ability to supply coal to our customers, reduce demand and adversely affect our business. For the year ended December 31, ~~2022~~ **2023** , ~~84~~ **89** % of our coal volume was transported from our shipping points to a vessel loading point or customer location by rail. Deterioration in the reliability of the service provided by rail carriers because of, for example, insufficient allocation of resources to us by rail companies or a strike by railroad workers, would result in increased internal coal handling costs and decreased shipping volumes. If we were unable to find alternatives, our business would be adversely affected, possibly materially. Most of our operations are serviced by a single rail carrier. Due to the difficulty in arranging alternative transportation, these operations are particularly at risk of disruptions, capacity issues or other difficulties with that carrier' s transportation services, which could adversely and materially affect our revenues and results of operations. **Further, we depend significantly upon the reliable operation of the DTA coal export terminal in Newport News, Virginia. DTA, in which we hold a 65. 0 % ownership interest, provides us with the ability to fulfill a broad range of customer coal quality requirements through coal blending, while also providing storage capacity and transportation flexibility. Any significant disruption in DTA' s functions and operations or other limitations upon the capacity of DTA or other transportation facilities could adversely and materially affect our revenues and results of operations.** We also depend upon trucks, barges and ocean vessels to deliver coal to our customers. In addition, much of our coal is transported from our mines to our loading facilities by trucks owned and operated by third parties. Disruption of any of these transportation services due to weather- related problems, mechanical difficulties, fuel and supply costs, strikes, lockouts, bottlenecks **, accidents** , terrorist attacks or other events could impair our ability to supply coal to our customers, resulting in decreased shipments and revenue. Disruption in shipment levels over long periods of time could cause our customers to look to other sources for their coal needs, negatively affecting our revenues and results of operations. An increase in transportation costs could have an adverse effect on our ability to increase or to maintain production on a profit- making basis and could therefore adversely affect our revenues and earnings. Because transportation costs represent a significant portion of the total cost of coal for our customers, increases in transportation costs could also reduce overall demand for coal or make our coal production less competitive than coal produced from other sources or other regions. Expenditures for certain employee benefits could be materially higher than we have anticipated, which could increase our costs and adversely affect our financial results **. Litigation regarding employee compensation could have a material adverse effect upon our liquidity and results of operations** . We are responsible for certain liabilities under a variety of benefit plans and other arrangements with employees. The unfunded status of these obligations as of December 31, ~~2022~~ **2023** included $ ~~71~~ **63** . ~~8~~ **2** million of workers' compensation obligations, net of expected insurance receivable amounts, $ ~~110~~ **101** . ~~8~~ **9** million of pension obligations and $ ~~90~~ **107** . ~~9~~ **3** million of black lung obligations. These obligations have been estimated based on assumptions including actuarial estimates, discount rates, and changes in health care costs. We could be required to expend greater amounts than anticipated. In addition, future regulatory and accounting changes relating to these benefits could result in increased obligations or additional costs, which could also have a material adverse effect on our financial results. Several states in which we operate consider changes in workers' compensation laws from time to time, which, if enacted, could adversely affect us. In addition, the U. S. Department of Labor has a legislative directive to periodically review operators' financial standing and federal black lung liabilities, which could result in a substantial increase in required security, negatively impacting liquidity. The Department of Labor has proposed for public comment new regulations which, if adopted, would substantially increase the collateral required to secure self- insured federal black lung obligations. Under the proposed 120 % minimum collateral requirement, we estimate we could be required to provide approximately $ 80. 0 million to $ 100. 0 million of collateral to secure certain of our black lung obligations. A significant increase in these collateral obligations would have a materially adverse effect on our liquidity. We **are party to litigation that has been initiated against certain of our subsidiaries in which the plaintiffs allege violations of the Fair Labor Standards Act due to alleged failure to compensate for time " donning " and " doffing " equipment and to account for the effects in the calculation of overtime rates and pay. The plaintiffs seek collective action certification. We cannot reasonably estimate a range of potential exposure at this time. We believe the plaintiffs' claims are without merit, but if we were ultimately unsuccessful in defending against this litigation, it could have a material, adverse effect upon our liquidity and results of operations. We** require a skilled workforce and a dedicated senior management team to run our business. If we cannot hire and retain qualified persons, including to meet replacement or expansion needs, we may not be able to achieve planned results. Efficient coal mining using modern techniques and equipment requires skilled laborers with mining experience and proficiency as well as qualified managers, supervisors and other staff. We, along with the mining industry generally, are currently facing a significant shortage of operating staff. Moreover, we are seeing an increasing number of those who leave our employment accept new positions outside the coal industry, further reducing the number of skilled employees available to us and leading to increased labor costs. When coal producers compete for skilled miners, recruiting becomes more difficult, and employee turnover rates typically increase, each of which negatively affect operating efficiency and costs. If we are unable to train or retain the necessary number of staff, it could adversely affect our productivity, costs and ability to maintain or expand production. In addition, we depend on the experience and industry knowledge of our officers and other key employees to design and execute our business plans. If we experience a substantial turnover in our leadership and other key employees, and those persons are not replaced by individuals with comparable skills, our performance could be materially adversely impacted. Furthermore, we may be unable to attract and retain additional qualified executives as needed in the future. We believe that our future success will depend on our continued ability to attract and retain highly skilled and qualified personnel. There is a high level of competition for experienced, successful personnel in our industry. Our inability to meet our executive staffing requirements in the future could impair our growth and harm our business. Cybersecurity attacks, natural disasters, terrorist attacks and other similar crises or disruptions may negatively affect our business, financial condition and results of operations, or those of our customers and suppliers. Our business, or the businesses of our customers and suppliers, may be impacted by disruptions such as terrorist or cybersecurity attacks or failures, threats to physical security, and extreme weather conditions or other natural disasters. These disruptions or any significant increases in energy prices that follow could result in government-imposed price controls. Our insurance **, or the insurance of third- party service providers,** may not protect us against such occurrences. It is possible that any of these occurrences, or a combination of them, could have a material adverse effect on our business, financial condition and results of operations **. We have become increasingly dependent upon digital technologies, including information systems, infrastructure and cloud applications and services, to operate our businesses, process and record financial and operating data, communicate with our employees and business partners, analyze seismic and drilling information, estimate quantities of met coal reserves, as well as other activities related to our businesses. We own and operate some of these systems and applications while others are owned and operated by our third- party service providers. In the ordinary course of business, we and our service providers collect, process, transmit and store data, such as proprietary business information and personally identifiable information. Our IT systems and those of third parties, including third- party service providers, are vulnerable to malicious and intentional cyberattacks involving ransomware, malware and viruses, accidental or inadvertent incidents, the exploitation of security vulnerabilities or " bugs " in software or hardware, among other scenarios. Both the frequency and magnitude of cyberattacks are expected to increase, and attackers are becoming more sophisticated, particularly given the increasing availability and sophistication of " artificial intelligence " systems. Further, security vulnerabilities may be introduced from the use of artificial intelligence by us, our customers or third parties. The development of quantum computing technology, if successful, may also eventually pose very significant encryption and other data security risks. Geopolitical tensions or conflicts, such as Russia' s invasion of Ukraine, conflicts in the Middle East or increased tension with China, may also create a heightened risk of cybersecurity attacks. A cyber- attack may involve persons gaining unauthorized access to our digital systems for purposes of gathering, monitoring, releasing, misappropriating or corrupting proprietary or confidential information, or causing operational disruption. Unauthorized physical access to one of our facilities or electronic access to our information systems could result in, among other things, unfavorable publicity and reputational harm, litigation by affected parties, damage to sources of competitive advantage, disruptions to our operations, loss of customers, financial obligations for damages related to the theft or misuse of such information and costs to remediate such security vulnerabilities, any of which could have a substantial impact on our results of operations, financial condition or cash flows. Additionally, we may be unable to anticipate, detect or prevent future attacks, particularly as the methodologies utilized by attackers change frequently or are not recognized until launched, and we may be unable to investigate or remediate incidents because attackers are increasingly using techniques and tools designed to circumvent controls, to avoid detection, and to remove or obfuscate forensic evidence** . Strategic targets, such as energy- related assets, may be at greater risk of future cybersecurity attacks than other targets in the U. S. Our defensive preparedness against cybersecurity attacks includes limited technological capabilities for prevention and detection of cybersecurity disruptions; internal governance processes that assist to identify, protect, and remediate security risks routinely; non- technological measures such as threat information sharing with industry groups; internal training and awareness campaigns including testing of employee awareness and an emphasis on resiliency. If the measures we and our cloud service providers are taking to protect against cybersecurity disruptions prove to be insufficient or if our proprietary data is otherwise not protected, we as well as our customers, employees, or third parties could be adversely affected. Cybersecurity disruptions could cause physical harm to people or the environment; damage or destroy assets; compromise business systems; result in proprietary information being altered, lost, or stolen; result in employee, customer, or third- party information being compromised; or otherwise disrupt our business operations. We could incur significant costs to remedy the effects of a major cybersecurity disruption in addition to costs in connection with resulting regulatory actions, litigation or reputational harm. Further, as cybersecurity attacks continue to evolve, we may be required to expend additional resources to continue to modify or enhance our protective measures or to investigate and remediate any vulnerability to cybersecurity attacks. If the assumptions underlying our accruals for reclamation and mine closure obligations prove to be inaccurate, we could be required to expend greater amounts than anticipated. SMCRA establishes operational, reclamation and closure standards for all aspects of surface mining as well as deep mining. We accrue for the costs of current mine disturbance and final mine closure, including the cost of treating mine water discharge where necessary. Our estimated total reclamation and mine- closing liabilities were $ ~~179~~ **205** . ~~0~~ **4** million as of December 31, ~~2022~~ **2023** , based upon permit requirements, the historical experience at our operations and a number of variables involving assumptions and estimates. Total reclamation and mine- closing liabilities are, therefore, subject to change due to a variety of factors, including estimates of future asset retirement costs and the timing of these costs, estimates of proven reserves, assumptions involving profit margins of third-party contractors, inflation rates and discount rates. Our future operating results and financial position could be materially adversely affected by these factors. In addition, significant changes from period to period could result in significant variability in our operating results, which could reduce comparability between periods and impact our liquidity. See " Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates " for a description of our estimated costs of these liabilities. Decreased availability or increased costs of key equipment and materials, including certain items mandated by regulations, increased commodities costs, sustained inflation or increased costs of coal that we purchase from third parties, could increase our cost of production and decrease our profitability. We depend on reliable supplies of mining equipment, replacement parts and materials such as explosives, diesel fuel, tires, steel, magnetite and other raw materials and consumables, which in some cases, do not have ready substitutes. Some equipment and materials are needed to comply with regulations, such as proximity detection devices on continuous mining machines ~~and steel~~ . The supplier base providing mining materials and equipment has been relatively consistent in recent years, although there continues to be consolidation, which has resulted in a limited number of suppliers for certain types of equipment and supplies. Any significant reduction in availability or increase in cost of any mining equipment or key supplies could adversely affect our operations and increase our costs, which could adversely affect our operating results and cash flows. Diesel fuel ~~supply, which~~ is one of our largest variable costs ~~, is unusually limited at present due to the current global economy,~~ and a sustained ~~or worsened~~ shortage of diesel fuel could negatively and materially impact our results of operations. In addition, the prices we pay for materials are strongly influenced by the global commodities markets. Coal mines consume large quantities of these commodities, such as steel, copper, rubber products, explosives and diesel and other liquid fuels. A rapid or significant increase in the cost of these commodities would increase our mining costs. Further, if the value of the U. S. dollar declines relative to foreign currencies with respect to certain imported supplies or other products, our operating expenses will increase, which could materially adversely impact our profitability. The U. S. and global economies have recently experienced high levels of inflation. If inflation were to remain at high levels for an extended period, or increase further, a related increase in our input costs could materially adversely affect our profitability. We purchase coal from third parties, for use in coal blending and for other purposes, for which ready substitutes may not be immediately available. The failure of these third parties to provide coal in a timely fashion or a significant reduction in availability or an increase in the cost of these supplies could adversely affect our operations and increase our costs, which could adversely affect our operating results and cash flows. A decline in demand for met coal would limit our ability to sell our high quality thermal coal as higher **-** priced met coal, which would reduce our revenues and profitability, and could affect the economic viability of some of our mines with higher operating costs. We are able to mine, process and market some of our coal reserves as either met coal or high- quality thermal coal. In deciding our approach to these reserves, we assess the conditions in the met and thermal coal markets, including factors such as the current and anticipated future market prices of met coal and thermal coal, the generally higher price of met coal as compared to thermal coal, the lower volume of saleable tons that results when producing coal for sale in the met market rather than the thermal market, the increased costs of producing met coal, the likelihood of being able to secure a longer term sales commitment for thermal coal and our contractual commitments to deliver different types of coal to our customers. A decline in demand for met coal relative to thermal coal could cause us to shift coal from the met market to the thermal market, thereby reducing our revenues and profitability. Our business will be adversely affected if we are unable to timely develop or acquire additional coal reserves that are economically recoverable. Our profitability depends substantially on our ability to mine in a cost- effective manner coal reserves of the quality our customers need. Although we have coal reserves that we believe could support current production levels for multiple decades, **estimating** ~~we have not yet developed~~ the ~~mines for all our~~ **size and quality of** reserves **requires significant judgment and could prove to be inaccurate** . We may not be able to mine all of our reserves as profitably as we do at our current operations. Under adverse market conditions, some reserves could not be mined profitably at all. In addition, in order to develop our reserves, we must receive various governmental permits. As discussed above, some of these permits are becoming increasingly more difficult and expensive to obtain, and the review process continues to lengthen. We may be unable to obtain the necessary permits on terms that would allow us to operate profitably or at all. Because our reserves are depleted as we mine our coal, our future success and growth depend in part on our ability to timely acquire additional coal reserves that are economically recoverable. Our planned development projects and acquisition activities may not result in significant additional reserves, and we may not succeed in developing new mines or expanding existing mines beyond our existing reserves. Replacement reserves may not be available when required or, if available, may not be able to be mined at costs comparable to those of the depleting mines. We may not be able to accurately assess the geological characteristics of any reserves that we now own or subsequently acquire, which may adversely affect our profitability and financial condition. Exhaustion of reserves at particular mines also may have an adverse effect on our operating results due to lost production capacity from diminished or discontinued operations at those mines, as well as lay- offs, write- off charges and other costs, potentially causing an adverse effect that is disproportionate to the percentage of overall production represented by those mines. Our ability to acquire other reserves in the future could be limited by restrictions under our existing or future debt agreements, competition from other coal companies for attractive properties or the lack of suitable acquisition candidates available on commercially reasonable terms, among other factors. If we are unable to replace or increase our coal reserves on acceptable terms, our production and revenues will decline as our reserves are depleted. If we are unable to acquire surface rights to access our coal reserves, we may be unable to obtain a permit to mine coal we own and may be required to employ expensive techniques to mine around those sections of land we cannot access in order to access other sections of coal reserves, which could materially and adversely affect our business and our results of operations. After we acquire coal reserves, we are required to obtain a permit to mine the reserves through the applicable state agencies prior to mining the acquired coal. In part, permitting requirements provide that, under certain circumstances, we must obtain surface owner consent if the surface estate has been severed from the mineral estate, which is commonly known as a " severed estate. "

At certain of our mines where we have obtained the underlying coal and the surface is held by one or more third- party owners, we are engaged in negotiations for surface rights with multiple parties. If we are unable to successfully negotiate surface rights with any or all of these surface owners, or to do so on commercially reasonable terms, we may be denied a permit to mine some or all of our coal or may find that we cannot mine the coal at a profit. If we are denied a permit, that would create significant delays in our mining operations and materially and adversely impact our business and results of operations. Furthermore, if we decide to alter our plans to mine around the affected areas, we could incur significant additional costs to do so, which could increase our operating expenses considerably and could materially and adversely affect our results of operations. Conflicts with competing holders of mineral rights and rights to use adjacent, overlying or underlying lands could materially and adversely affect our ability to mine coal or do so on a cost- effective basis. Our operations at times face potential conflicts with holders of other mineral interests such as coalbed methane, natural gas and oil reserves. Some of these minerals are located on, or are adjacent to, some of our coal reserves and active operations, potentially creating conflicting interests between us and the holders of those interests. From time to time we acquire these minerals ourselves to prevent conflicting interests from arising. If, however, conflicting interests arise and we do not acquire the competing mineral rights, we may be required to negotiate our ability to mine with the holder of the competing mineral rights. Furthermore, the rights of third parties for competing uses of adjacent, overlying or underlying lands, such as oil and gas activity, coalbed methane, pipelines, roads, easements and public facilities, may affect our ability to operate as planned if our title is not superior or arrangements cannot be negotiated. If we are unable to reach an agreement with the holders of such rights, or to do so on a cost- effective basis, we may incur increased costs, and our ability to mine could be impaired, which could materially and adversely affect our business and results of operations. Mining in Central Appalachia is more complex and involves more regulatory constraints than mining in other areas of the U. S., which could affect our mining operations and cost structures in these areas. The geological characteristics of Central Appalachian coal reserves, such as depth of overburden and coal seam thickness, make them complex and costly to mine. As mines become depleted, replacement reserves may not be available or, if available, may not be able to be mined at costs comparable to those of the depleting or depleted mines. In addition, compared to mines in other areas of the country, permitting, licensing and other environmental and regulatory requirements in Central Appalachia are more costly and time consuming to satisfy. These factors could materially adversely affect the mining operations and cost structures of, and our customers' ability to use coal produced by, our mines in Central Appalachia. We contract with third parties to operate or reclaim certain of our mines, and our results of operations could be adversely affected if those third- party operators are ineffective. We contract with third parties to operate certain of our mines. Under those arrangements, we retain certain contractual rights of oversight over these mines, which are operated under our permits or leases, but we do not control, and our employees do not participate in, the day- to- day operations of these mines. Operational difficulties at these mines, increased competition for contract miners from other coal producers and other factors beyond our control could affect the availability, cost and quality of coal produced for us by contractors. Disruption in our supply of contractor- produced coal could impair our ability to fill our customers' orders or require us to pay higher prices to obtain the required coal from other sources. Any increase in the per- ton compensation for services we pay for the production of contractor- produced coal could increase our costs and, therefore, lower our earnings and adversely affect our results of operations. We also contract with third parties to perform reclamation services for properties that are no longer in operation. If these third parties fail to meet their obligations under those contracts or are otherwise ineffective, it could increase our costs and, therefore, lower our earnings and adversely affect our results of operations. Estimates of our economically recoverable coal reserves and coal resources involve uncertainties, and any inaccuracies in our estimates could result in lower than expected revenues, higher than expected costs, decreased profitability and asset impairments. Our estimates of economically recoverable coal reserves and coal resources are based on engineering, economic and geological data and assumptions. Our estimates as to the quantity and quality of the coal in our reserves depend upon a variety of factors and estimates, many of which involve uncertainties and factors beyond our control and may vary considerably from actual results, such as: • geological and mining conditions that may not be fully identified by available exploration data or that may differ from experience in current operations; • historical production from the area compared with production from other similar producing areas; • the assumed ability to obtain future permits and effects of regulation and taxes by governmental agencies; and • assumptions about coal prices, operating costs, mining technology improvements, development costs and reclamation costs. For these reasons, estimates of the economically recoverable quantities and qualities attributable to any particular property, classifications of reserves and coal resources based on risk of recovery and estimates of net cash flows expected from particular reserves prepared by different engineers or by the same engineers at different times may vary substantially. In addition, actual coal tonnage recovered from identified reserve areas or properties and revenues and expenditures with respect to our reserves and resources may vary materially from estimates. Accordingly, our estimates may not accurately reflect our actual reserves and resources. Any inaccuracy in our reserve estimates could result in lower than expected revenues, higher than expected costs, decreased profitability and asset impairments. Provisions in our lease agreements, defects in title in our mine properties or loss of leasehold rights could limit our ability to recover coal from our properties or result in significant unanticipated costs. We conduct a significant part of our mining operations on properties that we lease. Title to most of our leased properties and mineral rights is not thoroughly verified until a permit to mine the property is obtained, and, in some cases, title is not verified at all. Accordingly, actual or alleged defects in title or boundaries may exist, which may result in the loss of our right to mine on the property or in unanticipated costs to obtain leases or mining contracts to allow us to conduct our mining operations on the property, which could adversely affect our business and profitability. Furthermore, some leases require us to produce a minimum quantity of coal and / or pay minimum production royalties. If those requirements are not met, the leasehold interest may terminate. Strategic transactions, including acquisitions, involve a number of risks, any of which could result in a material adverse effect on our business, financial condition or results of operations. ~~In~~ **We have in the past, and may in** the future, ~~we may~~ undertake strategic transactions such as the acquisition or disposition of coal mining and related infrastructure assets, interests in coal mining companies, joint ventures or other strategic transactions involving companies with coal mining or other energy assets. Our ability to complete these transactions is subject to the availability of attractive opportunities, including potential acquisition targets that can be successfully integrated into our existing business and provide us with complementary capabilities, products or services on terms acceptable to us, as well as general market conditions, among other things. Risks inherent in these strategic transactions include, but are not limited to: • accurately assessing the geological conditions of acquired properties; • the ability to obtain and maintain surety bonds, at acceptable rates, related to acquired properties **and other obligations** ; • uncertainties in assessing the value, strengths, and potential profitability, and identifying the extent of all weaknesses, risks, contingent liabilities and other liabilities of acquisition candidates and strategic partners; • the potential loss of key customers, management and employees of an acquired business; • the ability to achieve identified operating and financial synergies from an acquisition or other strategic transactions in the amounts and on the time frame due to inaccurate assumptions underlying estimates of expected cost savings, the deterioration of general industry and business conditions, unanticipated legal, insurance and financial compliance costs, or other factors; • the ability of management to manage successfully our exposure to pending and potential litigation and regulatory obligations; • the ability of a purchaser to complete the transfer of operating permits related to our divested operations **and to otherwise properly fulfill all assumed contractual, legal and regulatory obligations** ; • unanticipated increases in competition that limit our ability to expand our business or capitalize on expected business opportunities, including retaining current customers; and • unanticipated changes in business, industry, market, or general economic conditions that differ from the assumptions underlying our rationale for pursuing the acquisition or other strategic transactions. The ultimate success of any strategic transaction we may undertake will depend in part on our ability to continue to realize the anticipated synergies, business opportunities and growth prospects from those transactions. We may not be able to successfully integrate the companies, businesses or properties that we acquire, invest in or partner with. Problems that could arise from the integration of an acquired business may involve: • coordinating management and personnel and managing different corporate cultures; • applying our safety and environmental programs at acquired mines and facilities; • establishing, testing and maintaining effective internal control processes and systems of financial reporting for the acquired business; • the diversion of our management' s and our finance and accounting staff' s resources and time commitments, and the disruption of either our or the acquired company' s ongoing businesses; • tax costs or inefficiencies; and • inconsistencies in standards, information technology systems, procedures or policies. Any one or more of these factors could cause us not to realize the benefits anticipated from a strategic transaction, adversely affect our ability to maintain relationships with clients, employees or other third parties or reduce our earnings. Moreover, any strategic transaction we pursue could materially affect our liquidity and capital resources and may require us to incur indebtedness, seek equity capital or both. Future transactions could also result in our assuming more long- term liabilities relative to the value of the acquired assets. Further, acquisition accounting rules require changes in certain assumptions made subsequent to the measurement period, as defined in current accounting standards, to be recorded in current period earnings, which could affect our results of operations. Our business requires substantial capital investment and maintenance expenditures, which we may be unable to provide. Our business plan and strategy require substantial capital expenditures. We require capital for, among other purposes, acquisition of surface rights, equipment and the development of our mining operations, capital renovations, maintenance and expansions of plants and equipment and compliance with safety, health and environmental laws and regulations. Future debt or equity financing may not be available on satisfactory terms or at all or, if available, may result in dilution. If we are unable to obtain additional capital, we may not be able to maintain or increase our existing production rates, and we could be forced to reduce or delay capital expenditures or change our business strategy, sell assets or restructure or refinance our indebtedness, all of which could have a material adverse effect on our business or financial condition. Our workforce could become increasingly unionized in the future and our unionized or union- free workforce could strike, which could adversely affect the stability of our production and reduce our profitability. Approximately 97 % of our total workforce and approximately 96 % of our hourly workforce was union- free as of December 31, ~~2022~~ **2023** . However, under the National Labor Relations Act, employees have the right at any time to form or affiliate with a union. Any further unionization of our employees or the employees of third- party contractors who mine coal for us could adversely affect the stability of our production and reduce our profitability. Our union- represented employees could strike, which would disrupt our production, increase our costs and disrupt shipments of coal to our customers, and could result in the closure of affected mines, all of which could reduce our profitability. Certain provisions in our coal supply agreements may result in economic penalties upon our failure to meet specifications. Most of our coal supply agreements contain provisions requiring us to deliver coal meeting quality thresholds for certain characteristics such as ~~British Thermal Units (" BTU~~ **BTUs** ~~")~~ , sulfur content, ash content, grindability, moisture and ash fusion temperature. Failure to meet these specifications could result in economic penalties, including price adjustments, the rejection of deliveries or termination of the contracts. Further, some of our coal supply agreements allow our customers to terminate the contract in the event of regulatory changes that restrict the type of coal the customer may use at its facilities or the use of that coal or increase the price of coal or the cost of using coal beyond specified limits. In addition, our coal supply agreements typically contain force majeure provisions allowing temporary suspension of performance by us or the customer during specified events beyond the control of the affected party. As a result of these issues, we may not achieve the revenue or profit we expect to achieve from our coal supply agreements. Risks Relating to Our Liquidity The need to maintain capacity for required **LCs** ~~letters of credit~~ could limit our ability to provide financial assurance for self- insured obligations and negatively impact our ability to fund future working capital, capital expenditure or other general corporate requirements. On ~~December 6~~ **October 27** , ~~2021~~ **2023** , we ~~entered into the~~ **terminated our existing** Second ~~Amended and Restated Asset- Based Revolving Credit Agreement (the " ABL Agreement ") which amended and restated the~~ Amended and Restated Asset- Based Revolving Credit Agreement dated ~~November 9~~ **December 6** , ~~2018~~ - **2021** ~~, in its entirety,~~ **(" ABL Agreement ")** and ~~includes~~ **along with certain of our directly and indirectly owned subsidiaries entered into** a ~~senior secured~~ **new Credit Agreement (the " New ABL Agreement "). The New ABL Agreement continues**

to include an asset- based revolving credit facility (the “ **New** ABL Facility ”) ~~. Additionally~~ , ~~on December 6, 2021, we entered into the Second Amended and Restated Letter of Credit Agreement and a Credit and Security Agreement~~ which ~~amended and restated the Amended and Restated Letter of Credit Agreement and a Credit and Security Agreement dated November 9, 2018, in its entirety. Each of these agreements includes,~~ among other things, ~~provisions that provide~~ **provides** for the issuance of **LCs** ~~letters of credit~~ . Obligations secured by **LCs** ~~letters of credit~~ may increase in the future, for example due to increased collateral obligations associated with ~~Black~~ **black** ~~Lung~~ **lung** obligations. If we do not maintain sufficient borrowing capacity under our letter of credit facilities, we may be unable to provide financial assurance for self- insured obligations ~~and~~ **which** could negatively impact our ability to fund future working capital, capital expenditure or other general corporate requirements. The terms of our **New** ~~Asset- Based Revolving Credit Agreement (~~ ABL ~~)~~ **Facility** impose operating and financial restrictions on us, which may limit our ability to respond to changing business and economic conditions. Under the **New** ABL Facility, we may borrow cash ~~from the Lenders (as defined therein)~~ or **obtain LCs** ~~cause the L / C Issuers (as defined therein) to issue letters of credit~~ , on a revolving basis, in an aggregate amount of up to $ 155. 0 million ~~,~~ **. We may request an increase to the capacity** of ~~which no more than~~ **the facility of up to** $ ~~150~~ **75. 0 million provided that $ 25** . 0 million may ~~represent outstanding letters~~ **be solely for the purpose** of ~~credit (~~ **providing additional availability to obtain cash collateralized LCs. Availability under the New ABL Facility is calculated monthly and fluctuates based on qualifying amounts of coal inventory, trade accounts receivable and in certain circumstances specified amounts of cash. We must maintain minimum Liquidity, as defined in the New ABL Agreement, of** $ ~~125~~ **75** . 0 million **. The New ABL Facility matures** on **October 27, 2027** ~~a committed basis and another $ 25~~ . ~~0 million on an uncommitted~~ **As part of the transition from the previous ABL Facility to the New ABL Facility, we temporarily** cash collateralized ~~basis)~~ **outstanding LCs until replacement LCs could be issued under the New ABL Facility. As of December 31, 2023, we had $ 31 thousand of cash collateralized LCs remaining to be replaced. During the first quarter of 2024, the remaining cash collateralized LCs from the previous ABL Facility were cancelled** with ~~the facility having a maturity date of December 6, 2024. The ABL Agreement extended the maturity date of the facility from the previous maturity of April 3, 2022. The revolving loan facility permits us, subject to approval of the administrative agent and the lenders providing the financing, to request incremental revolving commitment increases up to an aggregate amount of $ 50. 0 million, in increments not~~ - **no replacement required** ~~less than $ 10. 0 million or the remaining availability~~ and ~~subject to specified conditions~~ **the cash collateral was returned** . The terms of the **New** ABL Facility impose operating and financial restrictions on us and our subsidiaries, which may limit our ability to respond to changing business and economic conditions. For example, we are limited in our ability to incur additional indebtedness, make particular types of investments, incur certain types of liens, engage in fundamental corporate changes, enter into transactions with affiliates, make substantial asset sales, make certain restricted payments, enter into amendments or waivers to certain agreements, conduct certain sale leasebacks or enter into certain burdensome agreements. These covenants could adversely affect our ability to finance our future operations or capital needs or to execute preferred business strategies. In addition, complying with these covenants may make it more difficult for us to successfully execute our business strategy and compete against companies who are not subject to such restrictions. We regularly evaluate opportunities to enhance our capital structure and financial flexibility through a variety of methods, including repayment or repurchase of outstanding debt, amendment of our credit facility and other facilities, and other methods. As a result of any of these actions, the restrictions and covenants that apply to us may become more restrictive or otherwise change. Any failure to comply with those covenants may constitute a breach under the ~~revolving credit~~ **New ABL** ~~facility~~ **Facility** that could result in the acceleration of all or a substantial portion of any outstanding indebtedness and termination of revolving credit commitments under the ~~revolving credit~~ **New ABL** ~~facility~~ **Facility** . As of December 31, ~~2022~~ **2023** , we are in compliance with the operating and financial covenants under the ~~revolving credit~~ **New ABL** ~~facility~~ **Facility** . Our inability in the future to maintain our ~~revolving credit~~ **New ABL** ~~facility~~ **Facility** could materially adversely affect our liquidity and our business. Operating results below current levels, or other adverse factors, including a significant increase in interest rates, could result in our being unable to comply with our covenants and payment obligations contained in our borrowing arrangements. If we violate these covenants or obligations under any of these agreements and are unable to obtain waivers from our lenders, our debt under all of these agreements would be in default and could be accelerated by our lenders. If our indebtedness is accelerated, we may not be able to repay our debt or borrow sufficient funds to refinance it. Even if we were able to obtain new financing, it may not be on commercially reasonable terms or on terms that are acceptable to us. If our debt is in default for any reason, our business, financial condition, results of operations and cash flows could be materially and adversely affected. Failure to obtain or renew surety bonds on acceptable terms could affect our ability to secure reclamation and coal lease obligations, which could adversely affect our ability to mine or lease coal. Federal and state laws require us to obtain surety bonds to secure payment of certain long- term obligations such as mine closure or reclamation costs, federal and state workers’ compensation costs (including related to black lung), coal leases and other obligations. These bonds are typically renewable annually. Under applicable regulations, self- bonding may not be available to us as a means to comply with our reclamation bonding obligations for the foreseeable future. Surety bond issuers and holders may not continue to renew the bonds, may demand less favorable terms upon renewal or may impose new or increased collateral requirements. As of December 31, ~~2022~~ **2023** , we had outstanding surety bonds with third parties of approximately $ ~~165~~ **177** . ~~6~~ **1** million. Surety bond issuers and holders may demand additional collateral, unfavorable terms or higher fees. Our failure to retain, or inability to acquire, surety bonds or to provide a suitable alternative could adversely affect our ability to mine or lease coal, which would materially adversely affect our business and results of operations. That failure could result from a variety of factors, including lack of availability, higher expense or unfavorable market terms, the exercise by third- party surety bond issuers of their right to refuse to renew the surety bonds, restrictions on availability of collateral for current and future third- party surety bond issuers under the terms of any credit arrangements then in place, or our inability to comply with our reclamation bonding obligations through self- bonding. In addition, as a result of increasing credit pressures on the coal industry, it is possible that surety bond providers could demand cash collateral as a condition to providing or maintaining surety bonds. Any such demands, depending on the amount of any cash collateral required, could have a material adverse impact on our liquidity and financial position. If we are unable to meet cash collateral requirements and cannot otherwise obtain or retain required surety bonds, we may be unable to satisfy legal requirements necessary to conduct our mining operations. Difficulty in acquiring surety bonds, or additional collateral requirements, would increase our costs and likely require greater use of alternative sources of funding for this purpose, which would reduce our liquidity. If we are unable to provide the financial assurance that is required by state and federal law to secure our reclamation and coal lease obligations, our ability to mine or lease coal and, as a result, our results of operations could be materially and adversely affected. Pressure on our business, cash flow and liquidity could materially and adversely affect our ability to fund our business operations or react to and withstand changing market and industry conditions. Additional sources of funds may not be available. A significant source of liquidity is our cash balance. Access to additional funds from liquidity- generating transactions or other sources of external financing may not be available to us and, if available, would be subject to market conditions and certain limitations, including our credit rating and covenant restrictions in our revolving credit facility. Our indebtedness **, as it may exist from time to time,** exposes us to various risks. At December 31, ~~2022~~ **2023** , we had $ ~~11~~ **10** . ~~0~~ **4** million of indebtedness outstanding, of which $ ~~9~~ **8** . ~~0~~ **6** million is scheduled to mature in the next three years. Our indebtedness could have important consequences to our business, particularly if the amount of our indebtedness should materially increase in the future. For example, it could: • make it more difficult for us to pay or refinance our debts as they become due during adverse economic and industry conditions because any related decrease in revenues could cause us to not have sufficient cash flows from operations to make our scheduled debt payments; • force us to seek additional capital, restructure or refinance our debts, or sell assets; • cause us to be less able to take advantage of significant business opportunities such as acquisition opportunities and to react to changes in market or industry conditions; • cause us to use a portion of our cash flow from operations for debt service, reducing the availability of working capital and delaying or preventing investments, capital expenditures, research and development and other business activities; • cause us to be more vulnerable to general adverse economic and industry conditions; • expose us to the risk of increased interest rates because certain of our borrowings are at variable rates of interest; • expose us to the risk of foreclosure on substantially all of our assets and those of most of our subsidiaries, which secure certain of our indebtedness if we default on payment or are unable to comply with covenants or restrictions in any of the agreements; • limit our ability to borrow additional monies in the future to fund working capital, capital expenditures and other general corporate purposes; and • result in a downgrade in the credit ratings of our indebtedness, which could harm our ability to incur additional indebtedness and result in more restrictive borrowing terms, including increased borrowing costs and more restrictive covenants, all of which could affect our internal cost of capital estimates and therefore impact operational and investment decisions. We may incur additional secured or unsecured indebtedness in the future, subject to compliance with covenants in our existing debt agreements. Our ability to meet future debt service obligations will depend on our future cash flow from operations and our ability to restructure or refinance our debt, which will depend on the condition of the capital markets and our financial condition at that time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations, and the terms of existing or future debt instruments may restrict us from adopting some of these alternatives. Risks Relating to the Ownership of Our Common Stock The requirements of being a public company, including compliance with the reporting requirements of the Securities Exchange Act of 1934, as amended (the " Exchange Act "), and the requirements of the Sarbanes- Oxley Act, require application of significant resources and management attention, and we may be unable to comply with these requirements in a timely or cost- effective manner. As a public company, we must comply with laws, regulations and requirements, certain corporate governance provisions of the Sarbanes- Oxley Act of 2002, related regulations of the SEC and the requirements of the New York Stock Exchange. Complying with these statutes, regulations and requirements occupies a significant amount of time for our Board of Directors (the " Board ") and management and requires us to incur significant costs. We are required to: • maintain a comprehensive compliance function; • comply with rules promulgated by the New York Stock Exchange; • prepare and distribute periodic public reports in compliance with our obligations under the federal securities laws; • maintain internal policies; and • engage outside counsel and accountants in the above activities. We are responsible for assessing the operating effectiveness of internal controls over financial reporting and we may conclude that our internal controls over financial reporting are ineffective. Additionally, our independent registered public accounting firm may issue an adverse report indicating that our internal controls are not effective due to deficiencies in how our controls are documented, designed, operated or reviewed. Efforts to remediate any such deficiencies and otherwise comply with these requirements may strain our resources, and we may be unable to do so in a timely or cost- effective manner. Our share repurchase program could affect the price of our common stock and increase volatility and may be suspended or terminated at any time, which may result in a decrease in the trading price of our common stock. On ~~March 4~~ **February 21** , ~~2022~~ **2023 and October 31, 2023** , the Board ~~authorized a new~~ **approved increases to the existing common** share repurchase program **adopted March 4** ~~for up to $ 150. 0 million of our common stock with no expiration date. On May 3~~ , 2022, **bringing** the **total authorization to** ~~Board amended the share~~ repurchase ~~program to increase the aggregate amount the Company is permitted to repurchase to $ 600. 0 million of the Company' s common stock. On November 4, 2022, the Board amended the share repurchase program to increase the aggregate amount the Company is permitted to repurchase to $ 1. 0 billion of~~ the Company' s ~~common~~ stock **to $ 1. 2 billion and $ 1. 5 billion, respectively** . This share repurchase program does not obligate us to repurchase any dollar amount or number of shares of our common stock and may be suspended or discontinued at any time, which could cause the market price of our common stock to decline. Repurchases pursuant to our share repurchase program could affect the price of our common stock and increase its volatility. Important factors that could cause us to limit, suspend or delay our share repurchases, without prior notice, and that could in any event impact our management' s exercise of our discretion as to the amount and timing of such repurchases, include market conditions, the trading price of the stock, applicable legal requirements, compliance with the provisions of our debt agreements, and other factors. The existence of our share repurchase program could cause the price of our common stock to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our common stock. Additionally, repurchases under our share repurchase program would diminish our cash reserves, which could adversely affect our operating results. There can be no assurance that any share repurchases would enhance stockholder value because the market price of our common stock may decline below the levels at which we repurchased such shares. Any failure to repurchase shares could negatively impact our reputation, investor confidence in us and our stock price. ~~If our earnings and cash flow decline materially, we may be unable to continue to pay dividends on our common stock and / or execute our share repurchase program as intended. Our ability to pay dividends on our common stock and repurchase shares of common stock depends upon on our earnings and cash flows. If our earnings and cash flows were to decline materially, we may be unable to continue to pay dividends in the amounts previously paid, or at all. In addition, in such a circumstance, we may be unable to execute our share repurchase program in part or as a whole.~~ Dividends on our common stock are only payable if declared by the Board and permitted by Delaware law. **Although we have done so in the past, we do not currently pay dividends on our common stock.** Dividends on our common stock ~~will~~ **may** be paid only if declared by the Board. The Board is not legally obligated or required to declare dividends on our common stock even if we have funds available for that purpose. In addition, even if the Board wishes to declare a dividend, we cannot make payments of cash in respect of dividends to the extent such payments are not permitted under Delaware law. If we do not declare and pay dividends on our common stock as expected, the market price of our common stock is likely to be adversely affected. An active, liquid and orderly trading market for our common stock may not be maintained, and our stock price may be volatile. Alpha' s common stock trades on the New York Stock Exchange under the ticker symbol " AMR. " Active, liquid and orderly trading markets usually result in less price volatility and more efficiency in carrying out investors' purchase and sale orders. An active, liquid and orderly trading market for our common stock may not be maintained, however. The market price of our common stock could vary significantly as a result of a number of factors, some of which are beyond our control. In the event of a drop in the market price of our common stock, shareholders could lose a substantial part or all of their investment in our common stock. The following factors, among others, could affect our stock price: • our operating and financial performance, including reserve estimates; • an unexpected mine or environmental incident; • quarterly variations in the rate of growth of our financial indicators, such as net income per share, net income and revenues; • the public reaction to our press releases, our other public announcements and our filings with the SEC; • strategic actions by our competitors; • changes in revenue or earnings estimates, or changes in recommendations or withdrawal of research coverage, by equity research analysts; • speculation in the press or investment community; • research analysts' coverage of our common stock, or their failure to cover our common stock; • sales of our common stock by us, our directors or officers or the selling stockholders or the perception that such sales may occur; • our payment of dividends; • changes in accounting principles, policies, guidance, interpretations or standards; • additions or departures of key management personnel; • actions by our stockholders; • general market conditions, including fluctuations in commodity prices; • public sentiment regarding climate change and fossil fuels; • domestic and international economic, legal and regulatory factors unrelated to our performance; and • the realization of any of the other risks described under this " Risk Factors " section or described elsewhere in this document. The stock markets in general have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. ~~These~~ **One factor fueling this volatility has been information available in public media published by third parties, including blogs, articles, message boards and social and other media, that may include statements not attributable to the company under discussion and may not be reliable or accurate.** ~~broad~~ **Broad** market fluctuations **or inaccurate and unreliable information about our company** may adversely affect the trading price of our common stock ~~. Securities class action litigation has often been instituted against companies following periods of volatility in the overall market and in the market price of a company' s securities. Such litigation, if instituted against us, could result in very substantial costs, divert our management' s attention and resources and harm our business, operating results and financial condition~~ . Future sales of our common stock in the public market, or the perception that such sales may occur, could reduce our stock price, and any additional capital raised by us through the sale of equity or convertible securities may dilute your ownership. We may issue additional shares of common stock or convertible securities in subsequent public offerings. We cannot predict the size of future issuances of our common stock or securities convertible into common stock or the effect, if any, that future issuances and sales of shares of our common stock will have on the market price of our common stock or the dividend amount payable per share on our common stock **, if any** . Sales of substantial amounts of our common stock (including shares issued in connection with an acquisition), or the perception that such sales could occur, may adversely affect prevailing market prices of our common stock or the dividend amount payable per share on our common stock. We may issue preferred stock with terms that could adversely affect the voting power or value of our common stock. Our second amended and restated certificate of incorporation authorizes us to issue, without the approval of our stockholders, one or more classes or series of preferred stock having such designations, preferences, limitations and relative rights, including preferences over our common stock respecting dividends and distributions, as the Board may determine. The terms of one or more classes or series of preferred stock could adversely impact the voting power or value of our common stock. For example, we might grant holders of preferred stock the right to elect some number of our directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we might assign to holders of preferred stock could affect the residual value of the common stock **, as the Board may determine** . Provisions in our organizational documents and the instruments governing our debt may discourage a takeover attempt, even if doing so might be beneficial to our stockholders. Provisions contained in our certificate of incorporation and bylaws, as amended, could impose impediments to the ability of a third party to acquire us even if a change of control would be beneficial to our stockholders. Provisions of our certificate of incorporation and bylaws impose various procedural and other requirements, which could make it more difficult for stockholders to effect certain corporate actions. For example, our certificate of incorporation authorizes the Board to determine the rights, preferences, privileges and restrictions of unissued series of preferred stock, without any vote or action by our stockholders. Thus, the Board can authorize the issuance of shares of preferred stock with voting or conversion rights that could adversely affect the voting or other rights of holders of our common stock. These provisions may have the effect of delaying or deterring a change of control of our company and could limit the price that certain investors might be willing to pay in the future for shares of our common stock. A change of control (as defined under the instruments governing our debt) is an event of default, permitting our lenders to accelerate the maturity of certain borrowings. Further, our borrowing arrangements impose other restrictions on us, including with respect to mergers or consolidations with other companies and the sale of substantially all of our assets. These provisions could prevent or deter a third- party from acquiring us even where the acquisition could be beneficial to our stockholders. Our bylaws provide, subject to certain exceptions, that the Court of Chancery of the State of Delaware and the federal district courts of the United States are the exclusive forums for certain stockholder litigation matters, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or stockholders. Our bylaws provide, subject to limited exceptions, that the Court of Chancery of the State of Delaware is, to the fullest extent permitted by law, the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf; (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders; (iii) any action asserting a claim against us, any director or our officers or employees arising pursuant to any provision of the Delaware General Corporation Law, our certificate of incorporation (including any certificate of designations relating to any class or series of preferred stock) or our bylaws; or (iv) any action asserting a claim against us, any director or our officers or employees that is governed by the internal affairs doctrine. This provision does not apply to suits brought to enforce a duty or liability under the Exchange Act or any other claim for which the U. S. federal courts have exclusive jurisdiction. In addition, our bylaws provide that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and to have consented to the provisions of our bylaws described above. This choice of forum provision may limit a stockholder' s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, other employees or stockholders which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision that is contained in our bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could materially adversely affect our business, financial condition and results of operations.