

NATURAL RESOURCE PARTNERS LP  
Form 8-K  
October 05, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 4, 2010**

**Natural Resource Partners L.P.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of  
incorporation)

**001-31465**

(Commission File Number)

**35-2164875**

(IRS Employer  
Identification No.)

**601 Jefferson, Suite 3600**

**Houston, Texas 77002**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(713) 751-7507**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On October 4, 2010, a subsidiary of Natural Resource Partners L.P. (the Partnership ) entered into Amendment No. 2 (the Amendment ) to the Purchase and Sale Agreement by and among WPP LLC ( WPP ) and Colt, LLC ( Colt ).

A copy of the Amendment is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

On October 4, 2010, the Partnership completed the third of seven acquisitions of coal reserves at the Deer Run mine in Illinois for \$55 million from Colt, an affiliate of the Cline Group. The acquisition was funded through NRP's credit facility. NRP has paid \$105 million of the \$255 million slated for the acquisition of approximately 200 million tons of reserves. Future closings will be associated with the completion of certain milestones relating to the new mine's construction. The Deer Run mine is located near Hillsboro in Montgomery and Bond Counties, Illinois and the coal reserves are leased to the mining company Hillsboro Energy, an affiliate of the Cline Group.

A copy of the press release announcing the transaction is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
10.1	Amendment No. 2 to Purchase and Sale Agreement, dated as of October 4, 2010, by and between WPP LLC and Colt, LLC.
99.1	Press Release dated October 5, 2010.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Natural Resource Partners L.P.**

**By: NRP (GP) LP,  
its general partner**

**By: GP Natural Resource Partners LLC,  
its general partner**

By: /s/ Wyatt Hogan

Name: Wyatt Hogan

Title: Vice President and General Counsel

October 5, 2010