EXHIBIT 1(a)

声明书

本人杨永庄严地宣誓声明如下:

本人已经年满 18 周岁,根据个人知道的情况陈述如下。本人的住址为中国云南省曲 靖 市 师 宗 县 葵 山 镇 者 黑 村 委 员 会 者 黑 村 132 号 。 本 人 的 身 份 证 号 码 为 530323198811150952。附件 A 为本人一份真实准确的身份证复印件。

我父亲名叫杨晓树,在 2008 年因车祸去世。我对他的笔迹及签名很熟悉。我仔细查看了这份在 2008 年 5 月 1 日签订的利维公司与大普安煤矿及树冲煤矿的协议复印件,协议复印件见附件 B。我确认是我父亲的亲笔签名,因为我父亲签名比较特殊,特别是他的姓"杨",他习惯用繁体字签署,而这份协议上签名的"杨"正是用繁体字签署的,所以我能确定协议上确实是我父亲的亲笔签字。

附件 C 中不是我本人的签字,但这份协议在签订的时候我是知道的,因为我的叔父杨老忠负责我们家庭的生意,煤矿的营业执照上登记的负责人先是我父亲,后来我父亲去世后是我,因此如果要对外签订合同的话是需要我的签字的,这份合同签订的时候我叔父杨老忠告诉过我,并征求过我的同意。

利维公司曾经与树冲煤矿签订过协议,持有树冲煤矿 80%的资产份额,现在我们还 剩有 20%的份额。

根据美国法律有关证人证言的规定, 我声明前述信息真实、正确。于 2013 年 3 月 6 日签署于中国云南省昆明市五华区南屏街华域大厦 18 楼北京大成(昆明)律师事务所。



委托见证事项:委托人在本律师面前按照上述《声明书》的内容所做的陈述并在 《声明书》上亲笔签名。

本律师事务所于 2013 年 3 月 6 日接受杨永先生的委托,指派和浩军、熊艳红律师办理此项见证事项。本所律师审查了委托人的身份证件,并与委托人进行了谈话。经审查,委托人具有完全民事行为能力,《声明书》所表述的内容是其本人真实意思的表示,在《声明书》上的签字是委托人本人的签字。

现根据审核情况,特做如下见证:

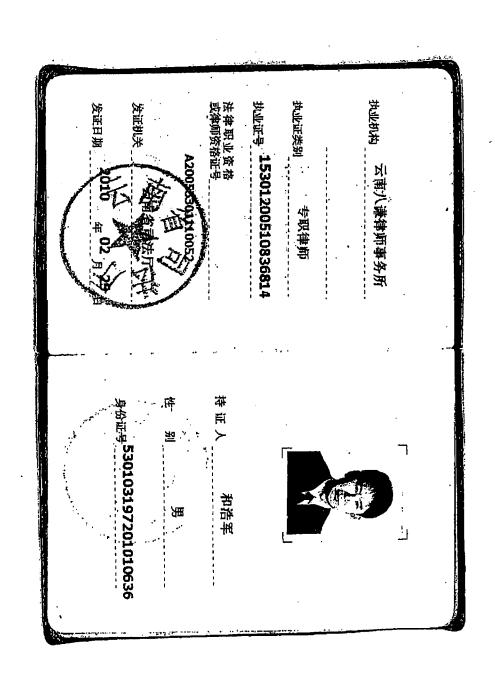
2013年3月6日,和浩军、熊艳红律师在北京大成(昆明)律师事务所办公室(云南省昆明市南屏街华域大厦18楼)亲自见证了委托人杨永在前述《声明书》上亲笔签字。

杨永己向本律师承诺对《声明书》内容的真实性承担法律责任。

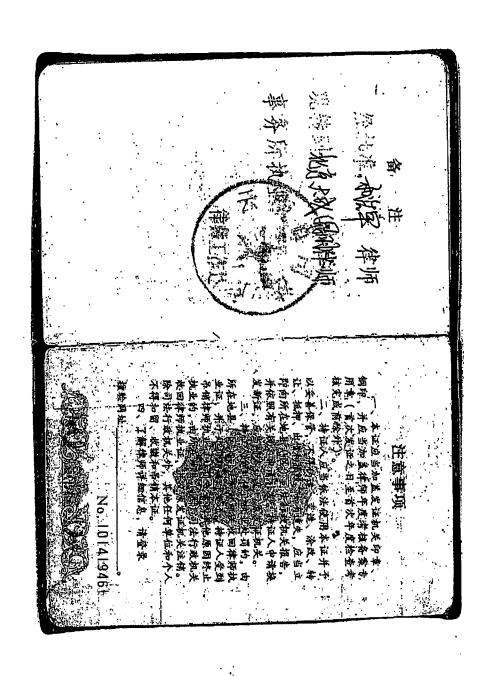
北京大成(昆明)律师事务所

见证律师: 和光年 直拖红

二〇一三年三月六日



* * at 150



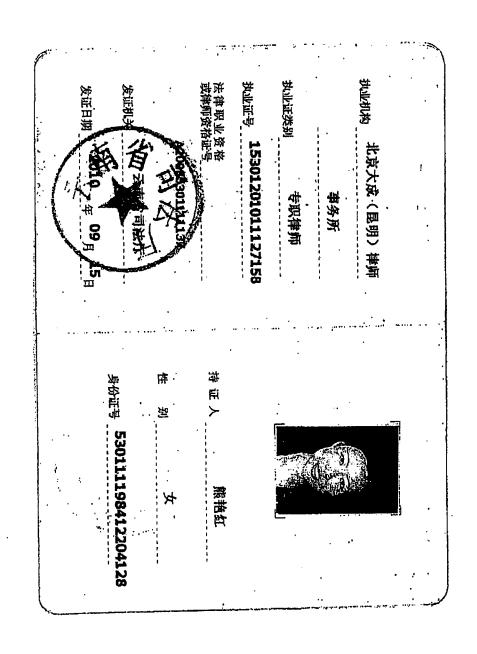


EXHIBIT A



EXHIBIT B

FRITT

FEX No.

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合。同

甲方: 美国利维国际有限公司 (L&L International Holdings, Inc.)

乙方: 师宗县大普安煤矿

法人代表: 徐边生

罗平县阿岗镇树冲煤矿。

法人代表:杨晓树

甲方美国利维国际有限公司(简称 "L&L", 或 "利维")为在美国内华达州 (Nevada) 注册的公司,公司成立于 1995 年,在中国从事做煤炭行业,已有 3 年多经验。公司已经于 2008 年 1 月 28 日获准在美国上市,并取得交易代码—"LLFH"。公司正在美国进行集资,由美国 Roth 证券公司为牵头人筹集资金,Roth 证券公司的高层管理人、律师已在昆明进行了实地考察,并到乙方煤矿考察。筹集资金预计近期内结束,并顶备在下个月(2008 年 7 月),利维公司股票将在美国开始公开交易。

乙方是在中国云南省注册的两问独立煤矿企业,已从事煤矿行业 多年。销售额在增长并有显著的利润并且无煤矿工业事故。

乙方的是由两家独立煤矿企业组成。

1) 徐边生拥有师宗县大普安煤矿,并田面积 0.7072 平方公里, 采矿证号,5300000630313,实际开采能力年产 15 万吨主焦煤,大普 安煤矿可采储量约 1300 万吨,2006 年利润达 3000 万元 RMB,2007 年利润达 3600 万元 RMB, 2008 年利润预计达 4500 万元 RMB。净资产约 6400 万 RMB。

2) 杨晓树先生拥有穸平县阿岗镇树冲煤矿,并田面积 0.3918 平方公里, 采矿证号: 5300000630366, 储量约 570 万吨, 2006 年利润 达 xxxx 万元 RMB, 2007 年年产 9 万吨无烟煤, 利润达 2000 万元 RMB。 2008 年预计年产 10 万吨无烟煤, 利润达 3000 万元 RMB。净资产约 3600 万 RMB。

即方经过实地考察煤矿的经营情况,愿意与乙方以现有煤矿为基础进行合作,进一步扩大乙方现有的煤矿生产量。乙方也愿意利用甲。 方在美国上市的集资的优势,扩大企业规模。

双方经过坦诚的商谈同意甲方参股乙方现有的两间煤矿,扩大 现有煤矿的生产及加速新建焦化厂的建设,并达成共识成立利维煤业 股份有限公司(中美合资企业)。,英文名经甲乙双方讨论后再确定。 合资企业细节如下:

- 2、为了合资企业的快速发展,使大普安煤矿的生产能力扩大为 年产 B0 方吨、树冲煤矿年产量为 15 万吨。甲方除了在(合资企业) 注册资金·600 万美金以外,愿意再分期分批汇入资金美金约。1400 万。

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第一期资金约合人民币 1100 万元 (约美金 160 万)以利维上市股票 40 万股 (以美金 4 元 1 股作价)投入。40 万利维股于签约后 30 天内 到位;第二期约人民币 2100 万元 (约美金 300 万),在合资企业政府 批准后 3 个月内以现金到位;第三期以现金 300 万美元或等值股票投入 (以上市交易股票的市价作价)。在合资企业政府批准后 1 年内到位;第四期以美金 1240 万,全部以现金投入或以股票入股,2 年内 分批到位,具体时间根据扩产工程资金需求再定 (若以股票入股,应以十四天的股票平均上市交易价作价)。

- 3、合资企业的年限不少于 10 年, 但在 1 年后, 任何一方有权在 书面通知另一方 14 天后, 可以要求修改章程和合作内容。
- 4、在合同签约后, (甲乙双方)将成立合资企业管理委员会,包括董事会公司章程,长期发展计划,即煤矿工业安全要求,防止煤矿 意外事件,和增大运作效率。
- 5、以满足美国证券会划甲方上市公司的要求。乙方应协助甲方 对乙方的上述两个煤矿资产和销售情况进行审计《审计费用由甲方支 付》,审计的结果是乙方合作财务的基础。在审计期间,乙方不可以 与其它公司洽谈合作事宜。
- 6、在合同签约 [年后,如乙方同意,甲方希望以每股增值 20% 收回甲方入资合资企业时投入的所有利维股票来减少甲方所有股票 在美国市场流动的数额,增加股票市值。

FEOR

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7、本合同在签署后于 2008 年 5 月 1 日生效。在此合同签署以前的所有的与师宗县太普安煤矿和罗平县阿岗镇树冲煤矿相关的合同及意向书均自动失效。

8、若甲乙双方在合作过程中产生分歧或争议,双方应友好协商, 宏协商不成,应寻找双方实同的朋友第三方进行调节,避免诉讼。

9、双方对合资前各自的债权债务负责。

本合同一式两份, 山甲、乙双方各持、份, 双方签字后确认。未 尽事宣, 双方友好协商, 另行加以补充。

甲方: 美国利维国际有限公司

乙方: 师宗县大晋安煤矿

L&L International Holdings, Inc.

法定代表人签字;

法定代表人签字: 分少生生余 下边 生命



2008年月29日

2008年,4月2日

EXHIBIT C

Supplemental Agreement 补充协议

Party A: HAN, Jun

Address:

ID No: 530103195910180614

甲方:韩军

住址:

身份证号: 530103195910180614

Party B: YANG, Yong

Address: ID No:

乙方: 杨永

住址:

身份证号: 530323 if88 11150月5 2

Party C: Luoping County A'ang Town SuTsong Coal Mine

Address: A'ang Town, Luoping County, Yunnan Province, China.

Person in charge: YANG, Xiaoshu 丙方: 罗平县阿岗镇树冲煤矿 地址: 中国云南省罗平县阿岗镇

负责人: 杨永

WHEREAS:

鉴于:

1. Party A and Party C executed a contract regarding investment of Luoping County A'ang Town SuTsong Coal Mine ("SuTsong Mine") and its supplemental agreement on May 1, 2008 (the "Contract").

甲丙双方于 2008 年 5 月 1 日签署有关投资罗平县阿岗镇树冲煤矿("树冲煤矿")的合同和补充协议("投资合同")。

2. After one year's cooperation among all parties, the income and management of Party C has improved.

经各方一年合作,业绩利润得到大幅提升,内部管理得到很好的改善。

After friendly negotiation, in respect of the Contract, Party A, Party B and Party C agree THAT:

甲、乙、丙三方就投资合同问题, 经友好协商达成如下一致协议:

- 1. Each Party acknowledges and agrees that the Contract is still effective and enforceable and each party will keep performing the Contract. 各方认可和同意投资合同仍然有效,并且各方同意继续履行合同。
- Each Party acknowledges and agrees that, to perform the Contract, Party B assigns his 20% ownership of SuTsong Mine and its all assets (the "Interests") to Party A. 各方认可和同意, 为履行投资合同, 乙方向甲方转让其持有树冲煤矿及其资产20%的所有权("权益")。
- 3. Each Party acknowledges and agrees that Party A, as one of the co-owners, holds 80% ownership of SuTsong Mine and its all assets and bear appropriate liabilities. 各方认可和同意甲方作为共有所有人之一,持有树冲煤矿及其资产 80%的所有权并承担相应责任。
- 4. Party B agree that he will hold Interests on behalf of Party A and dispose of the Interests upon the instruction of Party A in the event that Interests are transferable or disposable.
 乙方同意代甲方持有其权益,并当权益可转让或处分时依甲方指示处分权益。
- Without Party A's written consent, Party B and Party C shall not dispose of any of Party C's material assets.
 未经甲方书面同意, 乙方和丙方不得处分丙方任何重大资产。
- Governing Law and Dispute Resolution
 适用法律及争议的解决

The execution, validity, construing and performance of this Agreement and the resolution of disputes under this Agreement shall be governed by the laws of China. The parties shall strive to settle any dispute arising from the interpretation or performance in connection with this Agreement through friendly consultation. In case no settlement can be reached through consultation after such dispute is raised, each party can submit such matter to the court with appropriate jurisdiction.

本协议的订立、效力、解释、履行和争议均适用中华人民共和国法律。因履 行本协议所发生的或与本协议有关的一切争议,由各方友好协商解决;如各方未 能通过友好协商解决争议,各方中的任何一方均可依法向有管辖权的人民法院起 诉。

7. This agreement will be executed in 3 counterparts and each party will hold one. This agreement takes into effect after the execution of each party.

此协议一式三份,甲、乙、丙三方各执一份,各方签字或盖章后生效。

[The remainder of this page is intentionally left blanket and execution page follows] [以下无正文,签字页接后]

[Execution Page of Supplemental Agreement] [补充协议签字页]

Party A: HAN, Jun

甲方: 韩军

幕军____

Party B: YANG, Yong

乙方:杨永

超到

Party C: Luoping County A'ang Town SuTsong Coal Mine

丙方: 罗平县阿岗镇树冲煤矿

Person in Charge: YANG, Xiaoshu

负责人: 杨永

DATE: August 1, 2009 日期: 2009年8月1日

EXHIBIT 1(b)

Declaration Statement

I. YONG YANG solemnly swear and declare as follows:

I am more than 18 years of age, and I make the following statements based on my personal knowledge. My address is 132 Zhehei Village, Kuishan Township, Shizong County, Qujing City, Yunnan Province, PRC. My personal identification number is 530323198811150952. A true and authentic photocopy of my photo identification card is attached hereto as Exhibit A.

My father's name is Xiaoshu Yang. He was killed in a car accident in 2008. I am very familiar with my father's handwriting and signature. I have closely examined a photocopy of the Agreement between L&L and DaPuAn Mine and SuTsong Mine, signed on May 1st, 2008, attached hereto as Exhibit B. I confirm that the signature is my father's and it is authentic. My father's signature is quite unique, especially for his family name "Yang". He had the habit of signing with the traditional Chinese character, and the signature "Yang" on the Agreement is in the traditional Chinese character. Therefore, I can confirm that the signature on the Agreement is my father's and it is authentic.

The signature on **Exhibit C** is not mine, but I did know this Agreement at the time it was signed. My uncle Laozhong Yang was responsible for our family's business. The person in charge on the business license of the mine was first my father. After my father's death, it changed to me. Therefore, it is required to have my signature when concluding contracts with others. At the time when this Agreement was signed, my uncle Laozhong Yang did tell me about it and obtained my permission.

L&L has entered into agreements with SuTsong Mine to obtain 80% of the equity interest in SuTsong Mine. Now we have the remaining 20% equity interest.

I declare under the relevant laws of the United States of America governing witness testimony that the foregoing is true and correct. Executed on this 6th day of March, 2013 in Dacheng Law Office Kunming Office at 18F, Huayu Building, Nanping Street, Wuhua District, Kunming City, Yunnan Province, People's Republic of China.

Yong Yang/s

Yong Yang

The subject matter under attestation: Client declared in front of the undersigned the content of the attached Declaration Statement and executed his personal signature on the Declaration Statement.

Our office accepted the request from Mr. Yong Yang on March 6th, 2013, and assigned counsels Haojun He and Yanhong Xiong to perform this attorney attestation. The counsels inspected the client's ID card and interviewed him. Based on our review and observation, we confirm that the client has full capacity for civil conduct. The content of the Declaration Statement is a true reflection of the client's state of mind. The client himself signed the Declaration Statement.

Based on our review and observation, we attest that:

On March 6th, 2013, counsels Haojun He and Yanhong Xiong in the office of Beijing Dacheng (Kunming) Law Offices (18th Floor, Huayu Building, Nanping Street, Kunming City, Yunnan Province) personally witnessed that Yong Yang, the client, himself signed the aforementioned Declaration Statement.

Yong Yang has declared to us that he is willing to accept legal responsibility for the truthfulness of the Declaration Statement.

Dacheng Law Offices (Kunming)

Attesting counsels:

Haojun He /s, Yanghong Xiong /s

March 6th, 2013

EXHIBIT 2(a)

声明书

本人杨老忠庄严宣哲并声明如下:

本人出生于1963年 9月 6日,现年50岁。但址为中国公**方省市情中师家县丹尼镇。心门**身份证号码为 5503231963090 60012。附件 A 为本人的身份证复印件。下面我将我所知道的那实做出如下陈述:

附件 B 是一份真实准确的由云南利维天能实业有限公司("天能公司")及罗平县忠林 焦化厂("忠林厂")签订的收购协议,签订日期为2010年2月6日。我确认当时我以忠 林厂负责人及合法所有省的身份签订了该收购协议。

我从未与任何自称为利维公司美国诉讼案原告的代表或原告律师的代表接触过,也从 未有其他任何人就利维公司美国诉讼一事向我询问,并向我索要有关利维公司的信息。.

虽然我仍然被营业执照上登记为忠林厂的负责人,但我已不起忠林厂的所有者。正如 2009 年 11 月 1 日生效的收购协议(附件 B)所反映的,利维公司通过天能公司收购了我 对忠林厂 100%的资产,我确认收购协议上的签名是我本人所签。

本人从未授权侯树林先生为代表向原告或原告的调查员就有关利维公司的诉讼做出任何陈述或披露任何信息。若侯树林先生卢称天能公司没有收购忠林厂,或本人仍是忠林厂的所有者,那么他的陈述不实。

根据美国法下有关作伪证将受到处罚的规定,我声明前述信息真实、正确,于 2013 年 4 月 2 日签署于中国云南省师宗县。

签4. 和老长

委托见证事项:委托人在本律师面前按照上述《声明书》的内容所做的陈述非在 《声明书》上亲笔签名。

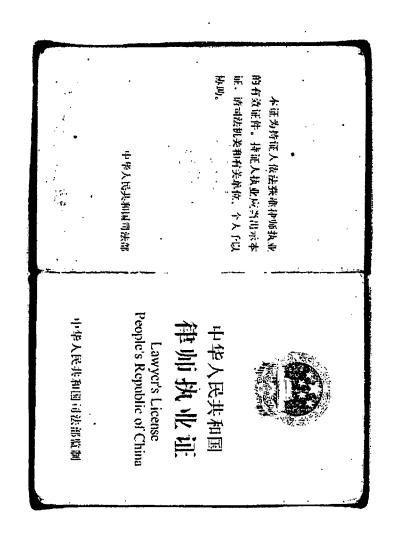
本律师于 2013 年 4 月 2 日接受杨老忠先生的委托办理此项见证事项。本律师审查了委托人的身份证件,并与委托人进行了读话。经审查,委托人具有完全民事行为能力,《声明书》所农述的内容是其本人真实意思的农标,在《声明书》上的签字是委托人本人的签字。

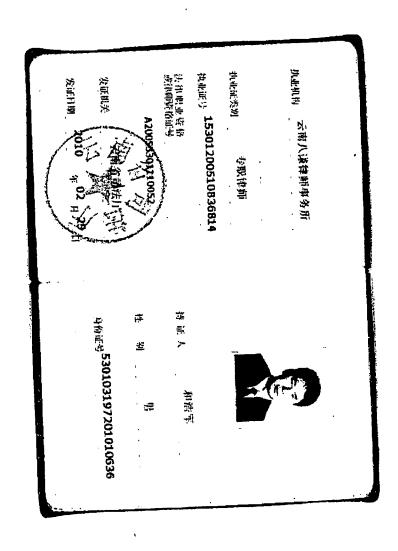
现根据中核情况,特做如下见证:

2013年4月2日,和沿军律师在中国云南省师宗县亲自见证了委托人杨老忠在前述《声明书》上亲笔签字。

杨老忠已向本律师承诺对《声明书》内容的真实性承担法律责任。

北京大成(昆明)律师事务所见证律师: 石冶





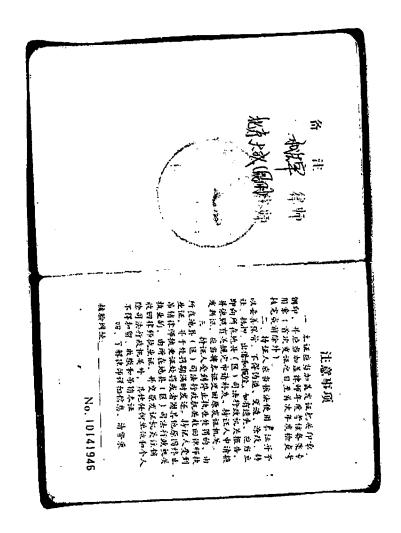


EXHIBIT A





EXHIBIT B

少、南州 海

收购协议

甲方:云南利维天能实业有限公司(以下简称天能)

法人代表: Dickson v. Lee

中国营业执照号: 530100400004890

地址: 昆明市经开区科技创新园 A25

乙方: 罗平忠林焦化厂(以下简称忠林或公司)

法人代表: 杨老忠

中国营业执照号: 530324100001586

地址: 云南省罗平县阿鲁乡清平绍村

甲方是一家由美国利维能源有限公司(L&L)控股 98%和云南天能实业公司控股 2%,在中国云南昆明注册登记的中美合资企业。

乙方是云南省一家年产15万吨个人独资的焦化厂。

为了充分利用甲方先进的技术和资金来提高乙方焦化厂的经济效益,双方经过友好协商,并依照相关法律法规,在双方自愿的基础上,同意由甲方100%收购乙方,条款如下:

- 1. 由于圆满合并,双方同意终止以前的承包合同,用此协议替代。
- 2. 收购前的公司名字:罗平县忠林焦化厂。
- 3. 收购后的公司名字:罗平县忠林焦化厂,法人代表:杨老忠 (L&L旗下子公司天能的股东)。
- 4. 收购方法: 甲方全资收购忠林焦化厂。乙方收到资金后即开始变更营业执照及相关经营许可证。

- 5. 收购总额,收购总额是 2,000,000美元。基于收购生效日 2009年 11月1日的评估报告,双方协商后同意可以用现金或 L&L 的普通股支付。鉴于天能已于 11月1日预付了人民币 5,000元 (约 730 美元)给卖方,本协议签署后的 10 天内,天能应用现金支付第一个 1 百美元 (1,000,000 美元)。
 - 余额约1百万美元应在合同签署后12个月内付清。
 - 6. 债务和负债, 乙方于 2009 年 11 月 1 日发布收购前的审计和评估报告之日, 乙方的所有债务由原来的主人忠林焦化厂承担。收购前的审计和评估报告发布之日后的所有债务和负债由甲方承担。
 - 7. 忠林焦化厂的收购从2009年11月1日起生效。
 - 8. 甲方的责任和义务
 - 8.1 美国投资者(L&L)有责任把收购资金从美国打入甲方银行 账户。甲方和乙方共同把此资金结汇成人民币存入乙方银行 账户。甲方将监督乙方使用此款。
 - 8.2 甲方应给乙方提供先进的生产技术和管理。
 - 8.3 甲方应执导乙方财务管理。
 - 8.4 收购期间,甲方不能扰乱乙方的日常经营。
 - 9. 乙方的责任和义务
 - 9.1 乙方对此次注入的资金只能用于生产经营。
 - 9.2 乙方应立即更改相关的经营许可证。
 - 9.3 乙方应保持良好的管理,安全生产,正常的日常运作。
- 10. 违反合同 如果甲方未能兑现资金, 甲方就将受到处罚。
- 11. 争议解决



双方在履行协议中所产生的争议,友好协商解决。如果协商不能解决,交由云南省外商投资仲裁委员会仲裁。

本协议由双方代表签署后于2009年11月1日生效。

甲方:云南利维天能等

法人代表: Dickson \

签名: 刀 】

乙方:罗平忠林焦化厂

法人代表:杨老思

签名: 為。

日期: 2010 年 2 月 6 日

有限公司

EXHIBIT 2(b)

DECLARATION STATEMENT

LAO ZHONG YANG solemnly swears and declares as follows:

I was born on September 6th, 1963, and I am at the age of 50 now. My address is No.100 Beimen Street, Danfeng Town, Shizong County, Qujing City, Yunnan Province, PRC. My personal identification number is 530323196309060012. A photocopy of my identification card is attached hereto as Exhibit A. I make the following statements based on my personal knowledge as below:

Attached hereto as Exhibit B is a true and authentic copy of an Acquisition Agreement between L&L Yunnan Tianneng Industry Co., Ltd. ("TNI") and Luoping County Zone Lin Coal Coking Factory ("Zone Lin"), executed on February 6, 2010. I confirm that I signed this Acquisition Agreement as the legal representative and legal owner of Zone Lin at that time.

I have not been contacted by anyone who told me that they were working on behalf of the Plaintiff's law firm in connection with a lawsuit involving L&L in the United States. I have not been contacted by anyone who asked me questions and wanted information about L&L in connection with a lawsuit involving L&L in the United States.

Although I continue to be registered as Zone Lin's legal representative on the business license, I am not the owner of Zone Lin any more. As reflected in the Acquisition Agreement (Exhibit B) effective as of November 1, 2009, L&L Energy, Inc., through TNI, acquired 100% of my equity ownership of Zone Lin. I confirm that the signature on the Acquisition Agreement is mine.

I have never authorized Mr. Hou Shulin to make any statements or disclose any information on my behalf to Plaintiff's investigator in connection with the L&L lawsuit. If Mr. Hou Shulin stated that TNI did not acquire Zone Lin or that I continue to be the owner of Zone Lin, then his statements were not true.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on this 2nd day of April, 2013 at Shizong County, Yunnan Province, People's Republic of China.

Signature: LAO ZHONG YANG

The subject matter under attestation: Client declared in front of the undersigned the content of the attached Declaration Statement and executed his personal signature on the Declaration Statement.

I accepted the request from Mr. Lao Zhong Yang on April 2nd, 2013, to perform this attorney attestation. I inspected the client's ID card and interviewed him. Based on my review and observation, I confirm that the client has full capacity for civil conduct. The content of the Declaration Statement is a true reflection of the client's state of mind. The client himself signed the Declaration Statement.

Based on the review and observation, I attest that:

On Apr 2nd, 2013, counsel Haojun He in Shizong County, Yunnan Province, People's Republic of China personally witnessed that Lao Zhong Yang, the client, himself signed the aforementioned Declaration Statement.

Lao Zhong Yang has declared to me that he is willing to accept legal responsibility for the truthfulness of the Declaration Statement.

Dacheng Law Offices (Kunming)

Attesting counsel:

Haojun He/s