

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT

(See Reverse Side for Filing Instructions)

RECORD # JC10171

DUE JUNE 30, 1997

(4) FILING FEE
15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

CLOVER FORK COAL COMPANY
P. O. BOX 1680
HARLAN, KY. 40831

(5) STATE OR COUNTRY OF INCORPORATION

KY

(2) PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO:

[Empty box for principal office address change]

(6) DATE OF INCORPORATION OR AUTHORIZATION TO TRANSACT BUSINESS

12/07/1911

(3) REGISTERED AGENT AND REGISTERED OFFICE ADDRESS:

THOMAS R. WHITFIELD
P.O. BOX 1680, HIGHWAY #38
HARLAN, KY. 40848

(7) PLEASE MAIL A STATEMENT OF CHANGE FORM TO:

William T. Whitfield
P.O. Box 1680
Harlan, Kentucky 40831

ANSWERED MAY - 8 1997

Changes made to the registered agent or registered office cannot be made on this form.
See Filing Instructions on reverse side.

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S CURRENT PRINCIPAL OFFICERS.

IF SOLE OFFICER, PLEASE CHECK

PRESIDENT William T. Whitfield P.O. Box 1680 Harlan, Ky. 40831
VICE PRESIDENT M. Whitfield Smith 109 West 10th St. Apt. 8 London Ky. 40741
SECRETARY J.G. Whitfield Jr. P.O. Box 161486 Mobile Alabama 36616
TREASURER J.G. Whitfield Jr.

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S DIRECTORS.

Directors are required to be listed. No listing of directors is verification that the corporation has dispensed with the board of directors. Non-profit corporations must list three (3) or more directors. See Filing Instructions on reverse side.

BOARD OF DIRECTORS Robert F. Porter 4616 Crooked Oak Lane Charlotte, NC. 28226
Doug W. Bailey P.O. Box 51448 Knoxville TN. 37950
W.R. Hayes 2825 Lakeridge Shores East Reno, Nevada 89509

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

AUTHORIZED SIGNATURE William T. Whitfield TITLE President DATE April 8, 1997

PROFESSIONAL SERVICE CORPORATIONS ONLY: In addition to the annual report content requirement, there shall be included a list of names and addresses of all shareholders of the professional service corporation and the president shall sign the certificate below.

CERTIFICATE OF PROFESSIONAL SERVICE CORPORATION

I, President of said corporation, do certify that all of the shareholders, not less than one half of the directors, and all officers other than secretary and treasurer of the professional service corporation are duly qualified as provided in KRS Chapter 274 and a copy of such annual report has been filed with the regulating board that licenses the shareholders described in this statement.

PRESIDENT'S SIGNATURE William T. Whitfield