

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

(See Reverse Side for Filing Instructions)

RECORD # 0065685

DUE JUNE 30, 1997

(4) FILING FEE

15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

PONTIAC COAL CORPORATION
ATTN TAX DEPT
1800 S BALTIMORE AVE
TULSA, OK 74119-0000

(5) STATE OR COUNTRY OF
INCORPORATION

DE

(2) PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO:

74119-5210

(6) DATE OF INCORPORATION OR
AUTHORIZATION TO TRANSACT BUSINESS

12/23/1974

(3) REGISTERED AGENT AND REGISTERED OFFICE ADDRESS:

C. T. CORP. SYS.
KY. HOME LIFE BLDG., RM. 1102
LOUISVILLE, KY 40202-0000

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

MAY 30 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 See attached list
VICE PRESIDENT _____
SECRETARY _____
TREASURER _____

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 See attached list

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

AUTHORIZED SIGNATURE [Signature] TITLE Controller DATE 5-14-97

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 _____

PONTIKI COAL CORPORATION
OFFICERS AND DIRECTORS

OFFICERS

President and Chief Executive Officer	Joseph W. Craft III
Senior Vice President - Law and Administration, and Secretary	Thomas L. Pearson
Senior Vice President and Treasurer	Michael L. Greenwood
Senior Vice President - Operations	Charles R. Wesley, III
Senior Vice President - Marketing	Gary J. Rathburn
Vice President - Controller and Assistant Secretary	Dale G. Wilkerson
Vice President - Engineering and Planning	W. Dell Jagers
Vice President - Information and Technology Service	David A. Gilbert
Assistant Treasurer	Cary P. Marshall
Assistant Secretary	A. Wellford Tabor

DIRECTORS

John P. Neafsey, Chairman
Joseph W. Craft III
John J. MacWilliams
Preston R. Miller, Jr.

The address of the above officers and directors is as follows:

1717 S. Boulder Ave., 6th Floor
Tulsa, Oklahoma 74119
(918) 592-7200