

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

(See Reverse Side for Filing Instructions)

RECORD # 0065685

DUE JUNE 30, 1999

(4) FILING FEE

\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

PONTIKI COAL CORPORATION

ATTN TAX DEPT
PO BOX 22027
TULSA OK 741212027

RECEIVED

MAY 20 1999

SECRETARY OF STATE
COMMONWEALTH OF KY

(5) STATE OR COUNTRY OF INCORPORATION

DE

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

(6) DATE OF INCORPORATION OR DATE AUTHORIZED TO TRANSACT BUSINESS

12/23/1974

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

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

(7) MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

[Empty box for mailing statement of change of agent or office to]

(8) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the address for each person listed. If (8) is blank, type or print the names & business addresses of the current principal officers. If sole officer, please note

President	Joseph W Craft III	<i>Please See Attached</i>
Vice President	Michael L Greenwood	Address
Secretary	Thomas L Pearson	Address
Treasurer	Michael L Greenwood	Address
		Address
		Address

(9) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors. Nonprofit corporations must list three (3) or more directors

<i>Please See Attached</i>	<i>Please See Attached</i>
Name	Address
Name	Address
Name	Address
Name	Address

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

AUTHORIZED SIGNATURE *John Y. Brown III* TITLE *V.P. & Controller* DATED *5/10/99*

**Pontiki Coal Corporation
Officers and Directors**

<u>Title</u>	<u>Officers</u>
President and Chief Executive Officer	Joseph W. Craft, III
Senior Vice President - Law and Administration, and Secretary	Thomas L. Pearson
Senior Vice President, CFO 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 Services	David A. Gilbert
Vice President - Land Management	Kendall S. Barret
General Counsel and Assistant Secretary	Thomas J. Dostart
Director - Corporate Finance and Assistant Treasurer	Cary P. Marshall
Assistant Secretary	A. Wellford Tabor
	<u>Directors:</u>
	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:

Physical Address:

1717 S. Boulder Ave., 6th Floor
Tulsa, OK 74119

Mailing Address:

PO Box 22027
Tulsa, OK 74121-2027

Phone Number:

(918) 295-7600

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