
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2016

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File No.: 0-51952

ALLIANCE HOLDINGS GP, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

03-0573898
(IRS Employer Identification No.)

1717 South Boulder Avenue, Suite 400, Tulsa, Oklahoma 74119
(Address of principal executive offices and zip code)

(918) 295-1415
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. [X] Yes [] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). [X] Yes [] No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one)

Large Accelerated Filer [X]

Accelerated Filer []

Non-Accelerated Filer []

Smaller Reporting Company []

(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
[] Yes [X] No

As of August 5, 2016, 59,863,000 common units are outstanding.

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PART I
FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ALLIANCE HOLDINGS GP, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except unit data)
(Unaudited)

	June 30, 2016	December 31, 2015
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 55,410	\$ 38,678
Trade receivables	151,824	122,875
Other receivables	776	696
Due from affiliates	29	38
Inventories, net	159,868	121,081
Advance royalties, net	4,719	6,820
Prepaid expenses and other assets	16,954	29,890
Total current assets	389,580	320,078
PROPERTY, PLANT AND EQUIPMENT:		
Property, plant and equipment, at cost	3,001,665	3,044,260
Less accumulated depreciation, depletion and amortization	(1,306,825)	(1,243,985)
Total property, plant and equipment, net	1,694,840	1,800,275
OTHER ASSETS:		
Advance royalties, net	32,257	21,295
Equity investments in affiliate	96,670	64,509
Goodwill	136,399	136,399
Other long-term assets	22,989	23,960
Total other assets	288,315	246,163
TOTAL ASSETS	\$ 2,372,735	\$ 2,366,516
LIABILITIES AND PARTNERS' CAPITAL		
CURRENT LIABILITIES:		
Accounts payable	\$ 58,722	\$ 84,058
Due to affiliates	15	129
Accrued taxes other than income taxes	20,450	15,621
Accrued payroll and related expenses	34,608	37,031
Accrued interest	282	306
Workers' compensation and pneumoconiosis benefits	8,702	8,688
Current capital lease obligations	27,741	19,764
Other current liabilities	14,613	18,929
Current maturities, long-term debt, net	686,356	238,086
Total current liabilities	851,489	422,612
LONG-TERM LIABILITIES:		
Long-term debt, excluding current maturities, net	144,932	579,420
Pneumoconiosis benefits	61,960	60,077
Accrued pension benefit	38,615	39,031
Workers' compensation	49,317	47,486
Asset retirement obligations	124,136	122,434
Long-term capital lease obligations	98,586	80,150
Other liabilities	14,855	21,174
Total long-term liabilities	532,401	949,772
Total liabilities	1,383,890	1,372,384
COMMITMENTS AND CONTINGENCIES		
PARTNERS' CAPITAL:		
Alliance Holdings GP, L.P. ("AHGP") Partners' Capital:		
Limited Partners – Common Unitholders 59,863,000 units outstanding	553,100	567,259
Accumulated other comprehensive loss	(14,730)	(14,875)
Total AHGP Partners' Capital	538,370	552,384
Noncontrolling interests	450,475	441,748
Total Partners' Capital	988,845	994,132
TOTAL LIABILITIES AND PARTNERS' CAPITAL	\$ 2,372,735	\$ 2,366,516

See notes to condensed consolidated financial statements.

ALLIANCE HOLDINGS GP, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except unit and per unit data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
SALES AND OPERATING REVENUES:				
Coal sales	\$ 422,469	\$ 567,288	\$ 823,761	\$ 1,085,027
Transportation revenues	5,482	7,780	12,040	14,928
Other sales and operating revenues	11,090	29,551	15,965	64,964
Total revenues	<u>439,041</u>	<u>604,619</u>	<u>851,766</u>	<u>1,164,919</u>
EXPENSES:				
Operating expenses (excluding depreciation, depletion and amortization)	246,499	375,065	499,802	709,427
Transportation expenses	5,482	7,780	12,040	14,928
Outside coal purchases	-	2	-	324
General and administrative	18,635	18,040	36,188	35,303
Depreciation, depletion and amortization	79,145	79,801	160,028	158,069
Total operating expenses	<u>349,761</u>	<u>480,688</u>	<u>708,058</u>	<u>918,051</u>
INCOME FROM OPERATIONS	89,280	123,931	143,708	246,868
Interest expense (net of interest capitalized for the three and six months ended June 30, 2016 and 2015 of \$46, \$154, \$273 and \$366, respectively)	(7,770)	(8,306)	(15,385)	(16,274)
Interest income	4	605	8	1,136
Equity in loss of affiliates, net	(37)	(22,142)	(64)	(31,828)
Other income	161	177	252	295
INCOME BEFORE INCOME TAXES	81,638	94,265	128,519	200,197
INCOME TAX EXPENSE (BENEFIT)	6	8	(2)	6
NET INCOME	<u>81,632</u>	<u>94,257</u>	<u>128,521</u>	<u>200,191</u>
LESS: NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	(36,259)	(33,307)	(52,306)	(73,711)
NET INCOME ATTRIBUTABLE TO ALLIANCE HOLDINGS GP, L.P. ("NET INCOME OF AHGP")	<u>\$ 45,373</u>	<u>\$ 60,950</u>	<u>\$ 76,215</u>	<u>\$ 126,480</u>
BASIC AND DILUTED NET INCOME OF AHGP PER LIMITED PARTNER UNIT	<u>\$ 0.76</u>	<u>\$ 1.02</u>	<u>\$ 1.27</u>	<u>\$ 2.11</u>
DISTRIBUTIONS PAID PER LIMITED PARTNER UNIT	<u>\$ 0.55</u>	<u>\$ 0.9375</u>	<u>\$ 1.51</u>	<u>\$ 1.8525</u>
WEIGHTED AVERAGE NUMBER OF UNITS OUTSTANDING - BASIC AND DILUTED	<u>59,863,000</u>	<u>59,863,000</u>	<u>59,863,000</u>	<u>59,863,000</u>

See notes to condensed consolidated financial statements.

ALLIANCE HOLDINGS GP, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
NET INCOME	\$ 81,632	\$ 94,257	\$ 128,521	\$ 200,191
OTHER COMPREHENSIVE INCOME/(LOSS):				
Defined benefit pension plan				
Amortization of net actuarial loss (1)	789	835	1,578	1,677
Total defined benefit pension plan adjustments	789	835	1,578	1,677
Pneumoconiosis benefits				
Amortization of net actuarial gain (1)	(661)	(112)	(1,322)	(225)
Total pneumoconiosis benefits adjustments	(661)	(112)	(1,322)	(225)
OTHER COMPREHENSIVE INCOME	128	723	256	1,452
COMPREHENSIVE INCOME	81,760	94,980	128,777	201,643
Less: Comprehensive income attributable to noncontrolling interests	(36,332)	(33,694)	(52,417)	(74,513)
COMPREHENSIVE INCOME ATTRIBUTABLE TO AHGP	<u>\$ 45,428</u>	<u>\$ 61,286</u>	<u>\$ 76,360</u>	<u>\$ 127,130</u>

(1) Amortization of net actuarial gain or loss is included in the computation of net periodic benefit cost (see Notes 10 and 12 for additional details).

See notes to condensed consolidated financial statements.

ALLIANCE HOLDINGS GP, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Six Months Ended June 30,	
	2016	2015
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES	\$ 210,798	\$ 337,728
CASH FLOWS FROM INVESTING ACTIVITIES:		
Property, plant and equipment:		
Capital expenditures	(48,602)	(107,758)
Decrease in accounts payable and accrued liabilities	(10,894)	(5,797)
Proceeds from sale of property, plant and equipment	749	243
Purchases of equity investments in affiliates	(33,185)	(30,757)
Payments for acquisitions of businesses, net of cash acquired	-	(28,078)
Advances/loans to affiliate	-	(7,300)
Other	960	1,807
Net cash used in investing activities	<u>(90,972)</u>	<u>(177,640)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings under securitization facility	32,100	-
Payments under securitization facility	(27,700)	-
Payments on term loan	(56,250)	(12,500)
Borrowings under revolving credit facilities	140,000	363,000
Payments under revolving credit facilities	(75,000)	(110,000)
Payment on long-term debt	-	(205,000)
Proceeds on capital lease transactions	33,881	-
Payments on capital lease obligations	(9,660)	(667)
Contributions to consolidated company from affiliate noncontrolling interest	1,300	1,147
Net settlement of employee withholding taxes on vesting of ARLP Long-Term Incentive Plan	(1,336)	(2,719)
Distributions paid by consolidated partnership to noncontrolling interests	(50,036)	(57,883)
Distributions paid to Partners	(90,393)	(110,897)
Other	-	(5,321)
Net cash used in financing activities	<u>(103,094)</u>	<u>(140,840)</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	16,732	19,248
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	38,678	28,274
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>\$ 55,410</u>	<u>\$ 47,522</u>
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	<u>\$ 14,873</u>	<u>\$ 15,972</u>
Cash paid for income taxes	<u>\$ 3</u>	<u>\$ -</u>
NON-CASH INVESTING AND FINANCING ACTIVITY:		
Accounts payable for purchase of property, plant and equipment	<u>\$ 1,740</u>	<u>\$ 9,857</u>
Assets acquired by capital lease	<u>\$ 35,994</u>	<u>\$ -</u>
Market value of ARLP common units issued under ARLP's Long-Term Incentive and Directors Deferred Compensation		
Plans before minimum statutory tax withholding requirements	<u>\$ 3,642</u>	<u>\$ 7,389</u>
Acquisition of businesses:		
Fair value of assets assumed	\$ -	\$ 41,452
Contingent consideration	-	(6,230)
Previously held equity-method investment	-	(1,609)
Cash paid, net of cash acquired	-	(28,078)
Fair value of liabilities assumed	<u>\$ -</u>	<u>\$ 5,535</u>

See notes to condensed consolidated financial statements.

ALLIANCE HOLDINGS GP, L.P. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. ORGANIZATION AND PRESENTATION

Significant Relationships Referenced in Notes to Condensed Consolidated Financial Statements

- References to “we,” “us,” “our” or “AHGP” mean Alliance Holdings GP, L.P., individually as the parent company, and not on a consolidated basis.
- References to “AHGP Partnership” mean the business and operations of Alliance Holdings GP, L.P., the parent company, as well as its consolidated subsidiaries, including Alliance Resource Management GP, LLC and Alliance Resource Partners, L.P. and its consolidated subsidiaries.
- References to “AGP” mean Alliance GP, LLC, the general partner of Alliance Holdings GP, L.P., also referred to as our general partner.
- References to “ARLP Partnership” mean the business and operations of Alliance Resource Partners, L.P., the parent company, as well as its consolidated subsidiaries.
- References to “ARLP” mean Alliance Resource Partners, L.P., individually as the parent company, and not on a consolidated basis.
- References to “MGP” mean Alliance Resource Management GP, LLC, the managing general partner of Alliance Resource Partners, L.P.
- References to “SGP” mean Alliance Resource GP, LLC, the special general partner of Alliance Resource Partners, L.P.
- References to “Intermediate Partnership” mean Alliance Resource Operating Partners, L.P., the intermediate partnership of Alliance Resource Partners, L.P.
- References to “Alliance Resource Properties” mean Alliance Resource Properties, LLC, the land-holding company for the mining operations of Alliance Resource Operating Partners, L.P.
- References to “Alliance Coal” mean Alliance Coal, LLC, the holding company for the mining operations of Alliance Resource Operating Partners, L.P.

Organization and Formation

We are a Delaware limited partnership listed on the NASDAQ Global Select Market under the ticker symbol “AHGP.” We own directly and indirectly 100% of the members’ interest in MGP, ARLP’s managing general partner. The ARLP Partnership is a diversified producer and marketer of coal to major United States (“U.S.”) utilities and industrial users. ARLP conducts substantially all of its business through its wholly-owned subsidiary, the Intermediate Partnership. ARLP and the Intermediate Partnership were formed in May 1999, to acquire upon completion of ARLP’s initial public offering on August 19, 1999, certain coal production and marketing assets of Alliance Resource Holdings, Inc. (“ARH”), a Delaware corporation. We and ARH, through its wholly-owned subsidiary, SGP, maintain general partner interests in ARLP and the Intermediate Partnership. ARH is owned by Joseph W. Craft III, the Chairman, President and Chief Executive Officer of AGP as well as the President and Chief Executive Officer and a Director of MGP, and Kathleen S. Craft. SGP, a Delaware limited liability company, is owned by ARH and holds a 0.01% general partner interest in each of ARLP and the Intermediate Partnership.

We are owned 100% by limited partners. Our general partner, AGP, has a non-economic interest in us and is owned by Mr. Craft.

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Basis of Presentation

The accompanying condensed consolidated financial statements include our accounts and operations and those of MGP, ARLP (a variable interest entity of which AHGP is the primary beneficiary), ARLP's consolidated Intermediate Partnership and the Intermediate Partnership's operating subsidiaries and present the financial position as of June 30, 2016 and December 31, 2015, the results of operations and comprehensive income for the three and six months ended June 30, 2016 and 2015 and the cash flows for the six months ended June 30, 2016 and 2015. ARLP and its consolidated subsidiaries represent virtually all the net assets and operations of AHGP. All intercompany transactions and accounts have been eliminated. See Note 8 – Variable Interest Entities for information regarding our consolidation of ARLP.

The earnings of the ARLP Partnership allocated to its limited partners' interests not owned by us and allocated to SGP's general partner interest in ARLP, are reflected as noncontrolling interest in our condensed consolidated statements of income and balance sheet. Our consolidated financial statements do not differ materially from those of the ARLP Partnership. The differences between our financial statements and those of the ARLP Partnership are primarily attributable to (a) amounts reported as noncontrolling interests and (b) additional general and administrative costs and taxes attributable to us. The additional general and administrative costs principally consist of costs incurred by us as a result of being a publicly traded partnership, amounts billed by, and reimbursed to, Alliance Coal under an administrative services agreement and amounts billed by, and reimbursed to, AGP under our partnership agreement. Net income attributable to Alliance Holdings GP, L.P. from within our accompanying condensed consolidated financial statements will be described as "Net Income of AHGP."

These condensed consolidated financial statements and notes are unaudited. However, in the opinion of management, these financial statements reflect all normal recurring adjustments necessary for a fair presentation of the results for the periods presented. Results for interim periods are not necessarily indicative of results to be expected for the full year ending December 31, 2016.

These condensed consolidated financial statements and notes are prepared pursuant to the rules and regulations of the Securities and Exchange Commission for interim reporting and do not include all of the information normally included with financial statements prepared in accordance with generally accepted accounting principles ("GAAP") of the U.S. These financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2015.

Use of Estimates

The preparation of AHGP Partnership's condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts and disclosures in our condensed consolidated financial statements. Actual results could differ from those estimates.

Goodwill

Goodwill represents the excess of cost over the fair value of net assets of acquired businesses. Goodwill is not amortized, but instead is evaluated for impairment periodically. The ARLP Partnership evaluates goodwill for impairment annually on November 30th, or more often if events or circumstances indicate that goodwill might be impaired. The reporting unit or units used to evaluate and measure goodwill for impairment are determined primarily from the manner in which the business is managed or operated. A reporting unit is an operating segment or a component that is one level below an operating segment. There were no impairments of goodwill during the six month period ended June 30, 2016. In future periods it is reasonably possible that a variety of circumstances could result in an impairment of goodwill.

2. NEW ACCOUNTING STANDARDS

New Accounting Standard Issued and Adopted

In April 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-03, *Interest – Imputation of Interest* (“ASU 2015-03”). ASU 2015-03 changes the classification and presentation of debt issuance costs by requiring debt issuance costs to be reported as a direct deduction from the face amount of the debt liability rather than an asset. Amortization of the costs is reported as interest expense. The amendment does not affect the current guidance on the recognition and measurement of debt issuance costs. ASU 2015-03 was effective for fiscal years, and interim periods within those years, beginning after December 15, 2015 and is applied retrospectively to each period presented. The adoption of ASU 2015-03 resulted in immaterial changes to our condensed consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, *Consolidation* (“ASU 2015-02”). ASU 2015-02 changes the requirements and analysis required when determining the reporting entity’s need to consolidate an entity, including modifying the evaluation of limited partnership variable interest status, presumption that a general partner should consolidate a limited partnership and the consolidation criterion applied by a reporting entity involved with variable interest entities. ASU 2015-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2015 and may be applied retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. The adoption of ASU 2015-02 in January 2016 did not have a material impact on our condensed consolidated financial statements; however, it did require additional disclosures regarding our newly identified variable interest entities.

New Accounting Standards Issued and Not Yet Adopted

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”). ASU 2016-13 changes the impairment model for most financial assets and certain other instruments to require the use of a new forward-looking “expected loss” model that generally will result in earlier recognition of allowances for losses. The new standard will require significantly more information to be disclosed related to these items. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted for the fiscal year beginning after December 15, 2018, including interim periods. We are currently evaluating the effect of adopting ASU 2016-13.

In March 2016, the FASB issued ASU 2016-09, *Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting* (“ASU 2016-09”). ASU 2016-09 simplifies the accounting for several aspects of share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods, with early adoption permitted. We are currently evaluating the effect of adopting ASU 2016-09.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)* (“ASU 2016-02”). ASU 2016-02 increases transparency and comparability among organizations by requiring lessees to record right-to-use assets and corresponding lease liabilities on the balance sheet and disclosing key information about lease arrangements. The new guidance will continue to classify leases as either finance or operating, with classification affecting the pattern of income recognition in the statement of income. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. We are currently evaluating the effect of adopting ASU 2016-02.

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In July 2015, the FASB issued ASU 2015-11, *Inventory (Topic 330): Simplifying the Measurement of Inventory* (“ASU 2015-11”). ASU 2015-11 simplifies the subsequent measurement of inventory. It replaces the current lower of cost or market test with the lower of cost or net realizable value test. Net realizable value is defined as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The new standard will be applied prospectively and is effective for annual reporting periods beginning after December 15, 2016 and interim periods within those annual periods, with early adoption permitted. We are currently evaluating the effect of adopting ASU 2015-11, but do not expect it to have a material impact on our consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, *Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern* (“ASU 2014-15”). ASU 2014-15 provides guidance on management’s responsibility in evaluating whether there is substantial doubt about an entity’s ability to continue as a going concern and to provide related footnote disclosures. ASU 2014-15 is effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter with early adoption permitted. We do not anticipate the adoption of ASU 2014-15 will have a material impact on our consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”). ASU 2014-09 is a new revenue recognition standard that provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle of the new standard is an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will be applied retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. ASU 2014-09 was originally effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers: Deferral of the Effective Date* (“ASU 2015-14”), which defers the effective date by one year while providing the option to early adopt the standard on the original effective date. The ARLP Partnership has developed an assessment team to determine the effect of adopting ASU 2014-09. The ARLP Partnership is still determining whether there will be any material impact on revenue recognition; however, we believe changes with respect to disclosures on revenue from contracts will be reflected in our consolidated financial statements. The ARLP Partnership’s assessment team will continue to work through the new guidance to finalize its evaluation later this year.

3. CONTINGENCIES

We are not engaged in any material litigation. The ARLP Partnership is involved in various lawsuits, claims and regulatory proceedings incidental to its business. The ARLP Partnership records accruals for potential losses related to these matters when, in management’s opinion, such losses are probable and reasonably estimable. Based on known facts and circumstances, the ARLP Partnership believes the ultimate outcome of these outstanding lawsuits, claims and regulatory proceedings will not have a material adverse effect on its financial condition, results of operations or liquidity. However, if the results of these matters were different from management’s current opinion and in amounts greater than the ARLP Partnership’s accruals, then they could have a material adverse effect.

4. INVENTORIES

Inventories consist of the following:

	June 30, 2016	December 31, 2015
	(in thousands)	
Coal	\$ 123,334	\$ 83,682
Supplies (net of reserve for obsolescence of \$3,729 and \$3,841, respectively)	36,534	37,399
Total inventory	<u>\$ 159,868</u>	<u>\$ 121,081</u>

During the six months ended June 30, 2016, the ARLP Partnership recorded adjustments of \$18.9 million to reduce the carrying value of its coal inventories to market price as a result of lower coal sale prices and higher cost per ton primarily due to lower production at the Hamilton County Coal, LLC (“Hamilton”) mining complex as a result of challenging market conditions.

5. FAIR VALUE MEASUREMENTS

The following table summarizes our fair value measurements within the hierarchy:

	June 30, 2016			December 31, 2015		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
	(in thousands)					
Measured on a recurring basis:						
Contingent consideration	\$ -	\$ -	\$ 7,000	\$ -	\$ -	\$ 10,400
Additional disclosures:						
Long-term debt	-	844,553	-	-	819,099	-
Total	<u>\$ -</u>	<u>\$ 844,553</u>	<u>\$ 7,000</u>	<u>\$ -</u>	<u>\$ 819,099</u>	<u>\$ 10,400</u>

The carrying amounts for cash equivalents, accounts receivable, accounts payable, due from affiliates and due to affiliates approximate fair value due to the short maturity of those instruments.

The estimated fair value of the ARLP Partnership’s long-term debt, including current maturities, is based on interest rates that the ARLP Partnership believes are currently available to it in active markets for issuance of debt with similar terms and remaining maturities (See Note 6 – Long-Term Debt). The fair value of debt, which is based upon these interest rates, is classified as a Level 2 measurement under the fair value hierarchy.

The estimated fair value of the ARLP Partnership’s contingent consideration arrangement is based on a probability-weighted discounted cash flow model. The assumptions used in the model include a risk-adjusted discount rate, forward coal sales price curves, cost of debt and probabilities of meeting certain threshold prices. The decrease in fair value was primarily a result of changes in the risk-adjusted discount rate and is recorded in *Operating expenses (excluding depreciation, depletion and amortization)* in our condensed consolidated income statement. The fair value measurement is based on significant inputs not observable in active markets and thus represents a Level 3 fair value measurement under the fair value hierarchy.

6. LONG-TERM DEBT

Long-term debt consists of the following:

	Principal		Unamortized Debt Issuance Costs	
	June 30, 2016	December 31, 2015	June 30, 2016	December 31, 2015
	(in thousands)			
ARLP Revolving Credit facility	\$ 450,000	\$ 385,000	\$ (1,077)	\$ (1,675)
ARLP Series B senior notes	145,000	145,000	(135)	(169)
ARLP Term loan	150,000	206,250	-	-
ARLP Securitization facility	87,500	83,100	-	-
	<u>832,500</u>	<u>819,350</u>	<u>(1,212)</u>	<u>(1,844)</u>
Less current maturities	(687,500)	(239,350)	1,144	1,264
Total long-term debt	<u>\$ 145,000</u>	<u>\$ 580,000</u>	<u>\$ (68)</u>	<u>\$ (580)</u>

The Intermediate Partnership has a \$700.0 million revolving credit facility (“ARLP Revolving Credit Facility”), \$145.0 million in ARLP Series B senior notes (“ARLP Series B Senior Notes”) and a \$150.0 million term loan (“ARLP Term Loan”) and collectively, with the ARLP Revolving Credit Facility and the ARLP Series B Senior Notes, the “ARLP Debt Arrangements”, which are guaranteed by all of the material direct and indirect subsidiaries of the Intermediate Partnership. On October 16, 2015 the ARLP Revolving Credit Facility was amended to increase the baskets for permitted other unsecured debt and capital lease obligations and for annual sale-leaseback arrangements. The Intermediate Partnership also has a \$100.0 million accounts receivable securitization facility (“ARLP Securitization Facility”). At June 30, 2016, current maturities include the ARLP Securitization Facility, the ARLP Revolving Credit Facility and the ARLP Term Loan. The ARLP Partnership’s management is currently finalizing plans to extend the ARLP Revolving Credit Facility, the cost and availability of which could be impacted by weakness in the energy sector in general and coal in particular.

The ARLP Debt Arrangements contain various covenants affecting the Intermediate Partnership and its subsidiaries restricting, among other things, the amount of distributions by the Intermediate Partnership, incurrence of additional indebtedness and liens, sale of assets, investments, mergers and consolidations and transactions with affiliates, in each case subject to various exceptions. The ARLP Debt Arrangements also require the Intermediate Partnership to remain in control of a certain amount of mineable coal reserves relative to its annual production. In addition, the ARLP Debt Arrangements require the Intermediate Partnership to maintain (a) debt to cash flow ratio of not more than 3.0 to 1.0 and (b) cash flow to interest expense ratio of not less than 3.0 to 1.0, in each case, during the four most recently ended fiscal quarters. The debt to cash flow ratio and cash flow to interest expense ratio were 1.37 to 1.0 and 22.7 to 1.0, respectively, for the trailing twelve months ended June 30, 2016. The ARLP Partnership was in compliance with the covenants of the ARLP Debt Arrangements as of June 30, 2016.

At June 30, 2016, the ARLP Partnership had borrowings of \$450.0 million and \$5.9 million of letters of credit outstanding with \$244.1 million available for borrowing under the ARLP Revolving Credit Facility. The ARLP Partnership utilizes the ARLP Revolving Credit Facility, as appropriate, for working capital requirements, capital expenditures and investments in affiliate. The ARLP Partnership incurs an annual commitment fee of 0.25% on the undrawn portion of the ARLP Revolving Credit Facility.

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On December 5, 2014, certain direct and indirect wholly-owned subsidiaries of the Intermediate Partnership entered into the ARLP Securitization Facility providing additional liquidity and funding. Under the ARLP Securitization Facility, certain subsidiaries sell trade receivables on an ongoing basis to the Intermediate Partnership, which then sells the trade receivables to AROP Funding, LLC (“AROP Funding”), a wholly-owned bankruptcy-remote special purpose subsidiary of the Intermediate Partnership, which in turn borrows on a revolving basis up to \$100.0 million secured by the trade receivables. After the sale, Alliance Coal, as servicer of the assets, collects the receivables on behalf of AROP Funding. The ARLP Securitization Facility bears interest based on a Eurodollar Rate. The ARLP Securitization Facility was renewed in December 2015 and matures in December 2016. On February 24, 2016 the facility was amended to include additional subsidiaries as sellers of trade receivables, thereby increasing availability under the facility. At June 30, 2016, the ARLP Partnership had \$87.5 million outstanding under the ARLP Securitization Facility.

On October 6, 2015, Cavalier Minerals JV, LLC (“Cavalier Minerals”) (See Note 8 – Variable Interest Entities) entered into a credit agreement (the “Cavalier Credit Agreement”) with Mineral Lending, LLC (“Mineral Lending”) for a \$100.0 million line of credit (the “Cavalier Credit Facility”). Mineral Lending is an entity owned by a) Alliance Resource Holdings II, Inc. (“ARH II,” the parent of ARH), b) an entity owned by an officer of ARH who is also a director of ARH II (“ARH Officer”) and c) foundations established by the President and Chief Executive Officer of MGP and Kathleen S. Craft. There is no commitment fee under the facility. Borrowings under the Cavalier Credit Facility bear interest at a one month LIBOR rate plus 6% with interest payable quarterly. Repayment of the principal balance will begin following the first fiscal quarter after the earlier of the date on which the aggregate amount borrowed exceeds \$90.0 million or December 31, 2017, in quarterly payments of an amount equal to the greater of \$1.3 million initially, escalated to \$2.5 million after two years, or fifty percent of Cavalier Minerals’ excess cash flow. The Cavalier Credit Facility matures September 30, 2024, at which time all amounts then outstanding are required to be repaid. To secure availability of the facility, Cavalier Minerals pledged all of its partnership interests, owned or later acquired, in AllDale Minerals, L.P. (“AllDale I”) and AllDale Minerals II, L.P. (“AllDale II”) (collectively “AllDale Minerals”). Cavalier Minerals may prepay the Cavalier Credit Facility at any time in whole or in part subject to terms and conditions described in the Cavalier Credit Agreement. As of June 30, 2016, Cavalier Minerals had not drawn on the Cavalier Credit Facility.

On June 29, 2016, the ARLP Partnership entered into various sale-leaseback transactions for certain mining equipment and received \$33.9 million in proceeds. The lease agreements have terms ranging from three to four years with initial monthly rentals totaling \$0.7 million. Balloon payments equal to 20% of the equipment cost under lease are due at the end of each lease term. As a result of this transaction, the ARLP Partnership recognized a deferred loss of \$7.6 million which will be amortized over the life of the equipment. The ARLP Partnership has recognized the lease agreements as capital leases.

7. NONCONTROLLING INTERESTS

Our noncontrolling ownership interest in consolidated subsidiaries is presented in the condensed consolidated balance sheet within partners’ capital as a separate component from the limited partners’ equity. In addition, consolidated net income includes earnings attributable to both the limited partners’ and the noncontrolling interests.

The noncontrolling interests balance is comprised of non-affiliate and affiliate ownership interests in the net assets of the ARLP Partnership that we consolidate (See Note 1 – Organization and Presentation) and an affiliate ownership interest in Cavalier Minerals (See Note 8 – Variable Interest Entities).

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The following table summarizes the components of noncontrolling interests recorded in Partners' Capital for the periods indicated:

	June 30, 2016	December 31, 2015
	(in thousands)	
Noncontrolling interests reflected in Partners' Capital:		
Affiliate (SGP)	\$ (303,832)	\$ (303,822)
Non-Affiliates (ARLP's non-affiliate limited partners)	769,997	762,667
Affiliate (Cavalier Minerals) (See Note 8 – Variable Interest Entities)	3,881	2,585
Accumulated other comprehensive loss attributable to noncontrolling interests	(19,571)	(19,682)
Total noncontrolling interests	<u>\$ 450,475</u>	<u>\$ 441,748</u>

The noncontrolling interest designated as Affiliate (SGP) represents SGP's 0.01% general partner interest in ARLP and 0.01% general partner interest in the Intermediate Partnership.

The noncontrolling interest designated as Non-Affiliates represents the limited partners' interest in ARLP controlled through the common unit ownership, excluding the 31,088,338 common units of ARLP held by us. The total obligation associated with ARLP's Long-Term Incentive Plan ("ARLP LTIP"), MGP Amended and Restated Deferred Compensation Plan for Directors ("MGP Deferred Compensation Plan") and the Supplemental Executive Retirement Plan ("SERP") are also included in the Non-Affiliates component of noncontrolling interest (See Note 11 – Compensation Plans).

The following table summarizes net income attributable to each component of the noncontrolling interests for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(in thousands)			
Net income attributable to noncontrolling interest:				
Affiliate (SGP)	\$ 12	\$ 12	\$ 18	\$ 26
Non-Affiliates (ARLP's non-affiliate limited partners)	36,249	33,302	52,292	73,705
Affiliates (Cavalier Minerals)	(2)	(7)	(4)	(20)
	<u>\$ 36,259</u>	<u>\$ 33,307</u>	<u>\$ 52,306</u>	<u>\$ 73,711</u>

The following table summarizes cash distributions paid by ARLP to each component of the noncontrolling interests for the periods indicated:

	Six Months Ended June 30,	
	2016	2015
	(in thousands)	
Distributions paid to noncontrolling interests:		
Affiliate (SGP) (1)	\$ 28	\$ 32
Non-Affiliates (ARLP's non-affiliate limited partners) (1)	50,008	57,851
	<u>\$ 50,036</u>	<u>\$ 57,883</u>

(1) Distributions paid to noncontrolling interests, in the table above, represent ARLP's quarterly distributions in accordance with the ARLP partnership agreement.

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The Affiliate (SGP) component of noncontrolling interests represents SGP's cumulative investment basis in the net assets of the ARLP Partnership. After the consummation of the various transactions associated with the ARLP Partnership's formation and initial public offering in 1999 (which included the contribution of net assets by SGP to the ARLP Partnership, the retention by SGP of debt borrowings assumed by ARLP and a distribution by ARLP to SGP), SGP's investment basis in ARLP totaled \$(303.9) million. SGP's investment basis as of June 30, 2016 and December 31, 2015 also reflects the cumulative amount of nominal ARLP income allocations and distributions to SGP and nominal contributions by SGP to ARLP and the Intermediate Partnership to maintain its general partner interests.

The following tables present the change in Partners' Capital for the six months ended June 30, 2016 and 2015:

	<u>Alliance Holdings GP, L.P.</u>			
	<u>Limited Partners' Capital</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Noncontrolling Interest</u>	<u>Total Partners' Capital</u>
	(in thousands)			
Balance at January 1, 2016	\$ 567,259	\$ (14,875)	\$ 441,748	\$ 994,132
Net income	76,215	-	52,306	128,521
Other comprehensive income	-	145	111	256
Settlement of directors deferred compensation	(112)	-	(335)	(447)
Vesting of ARLP Long-Term Incentive Plan	-	-	(1,001)	(1,001)
Common unit-based compensation	131	-	6,382	6,513
Distributions on ARLP common unit-based compensation	-	-	(1,975)	(1,975)
Contributions to consolidated company from affiliate noncontrolling interest	-	-	1,300	1,300
Distributions to AHGP Partners	(90,393)	-	-	(90,393)
Distributions paid by consolidated partnership to noncontrolling interest	-	-	(48,061)	(48,061)
Balance at June 30, 2016	<u>\$ 553,100</u>	<u>\$ (14,730)</u>	<u>\$ 450,475</u>	<u>\$ 988,845</u>

	<u>Alliance Holdings GP, L.P.</u>			
	<u>Limited Partners' Capital</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Noncontrolling Interest</u>	<u>Total Partners' Capital</u>
	(in thousands)			
Balance at January 1, 2015	\$ 580,234	\$ (15,456)	\$ 453,496	\$ 1,018,274
Net income	126,480	-	73,711	200,191
Other comprehensive income	-	650	802	1,452
Settlement of directors deferred compensation	(177)	-	-	(177)
Vesting of ARLP Long-Term Incentive Plan	-	-	(2,719)	(2,719)
Common unit-based compensation	113	-	6,008	6,121
Distributions on ARLP common unit-based compensation	-	-	(1,363)	(1,363)
Contributions to consolidated company from affiliate noncontrolling interest	-	-	1,147	1,147
Distributions to AHGP Partners	(110,897)	-	-	(110,897)
Distributions paid by consolidated partnership to noncontrolling interest	-	-	(56,520)	(56,520)
Balance at June 30, 2015	<u>\$ 595,753</u>	<u>\$ (14,806)</u>	<u>\$ 474,562</u>	<u>\$ 1,055,509</u>

8. VARIABLE INTEREST ENTITIES

Cavalier Minerals

On November 10, 2014, the ARLP Partnership's wholly owned subsidiary, Alliance Minerals, and Bluegrass Minerals Management, LLC ("Bluegrass Minerals") entered into a limited liability company agreement (the "Cavalier Agreement") to create Cavalier Minerals, which was formed to indirectly acquire oil and gas mineral interests, initially through its 71.7% noncontrolling ownership interest in AllDale I and subsequently through its 72.8% noncontrolling ownership interest in AllDale II. Alliance Minerals and Bluegrass Minerals initially committed funding of \$48.0 million and \$2.0 million, respectively, to Cavalier Minerals, and Cavalier Minerals committed funding of \$49.0 million to AllDale I. On October 6, 2015, Alliance Minerals and Bluegrass Minerals committed to fund an additional \$96.0 million and \$4.0 million, respectively, to Cavalier Minerals, and Cavalier Minerals committed to fund \$100.0 million to AllDale II. Alliance Minerals' contributions through December 31, 2015 to Cavalier Minerals totaled \$63.1 million. During the three and six months ended June 30, 2016, Alliance Minerals contributed \$12.0 million and \$31.1 million, respectively, bringing the ARLP Partnership's total investment in Cavalier Minerals to \$94.2 million at June 30, 2016. The ARLP Partnership's remaining commitment to Cavalier Minerals at June 30, 2016 was \$49.8 million. Bluegrass Minerals, which is owned and controlled by the ARH Officer as discussed in Note 6 – Long-Term Debt and is Cavalier Minerals' managing member, contributed \$3.9 million to Cavalier Minerals as of June 30, 2016 and has a remaining commitment of \$2.1 million. At Alliance Minerals' election, Cavalier Minerals will meet its remaining funding commitment to AllDale Minerals through contributions from Alliance Minerals and Bluegrass Minerals or from borrowings under the Cavalier Credit Facility (see Note 6 – Long-Term Debt). The ARLP Partnership expects to fund its remaining commitments utilizing existing cash balances, future cash flows from operations, borrowings under credit and securitization facilities and cash provided from the issuance of debt or equity, or by requiring Cavalier Minerals to draw on the Cavalier Credit Facility.

In accordance with the Cavalier Agreement, Bluegrass Minerals is entitled to receive an incentive distribution from Cavalier Minerals equal to 25% of all distributions (including in liquidation) after return of members' capital reduced by certain distributions received by Bluegrass Minerals or its owner from AllDale Minerals Management, LLC ("AllDale Minerals Management"), the managing member of AllDale Minerals. Alliance Minerals' ownership interest in Cavalier Minerals at June 30, 2016 was 96%. The remainder of the equity ownership is held by Bluegrass Minerals. The ARLP Partnership has consolidated Cavalier Minerals' financial results as it concluded that Cavalier Minerals is a variable interest entity ("VIE") and the ARLP Partnership is the primary beneficiary because neither Bluegrass Minerals nor Alliance Minerals individually have both the power and the benefits related to Cavalier Minerals and the ARLP Partnership is most closely aligned with Cavalier Minerals through its substantial equity ownership. Bluegrass Minerals equity ownership of Cavalier Minerals is accounted for as noncontrolling ownership interest in our condensed consolidated balance sheets. In addition, earnings attributable to Bluegrass Minerals are recognized as noncontrolling interest in our condensed consolidated statements of income.

WKY CoalPlay

On November 17, 2014, SGP Land, LLC ("SGP Land"), a wholly-owned subsidiary of SGP, and two limited liability companies ("Craft Companies") owned by irrevocable trusts established by the President and Chief Executive Officer of MGP entered into a limited liability company agreement to form WKY CoalPlay, LLC ("WKY CoalPlay"). WKY CoalPlay was formed, in part, to purchase and lease coal reserves. WKY CoalPlay is managed by the ARH Officer discussed in Note 6 – Long-Term Debt, who is also an employee of SGP Land and trustee of the irrevocable trusts owning the Craft Companies. In December 2014 and February 2015, the ARLP Partnership entered into various coal reserve leases with WKY CoalPlay. During the six months ended June 30, 2016, the ARLP Partnership paid \$10.8 million of advanced royalties to WKY CoalPlay. As of June 30, 2016, the ARLP Partnership had \$21.0 million of advanced royalties outstanding under the leases, which is reflected in the *Advance royalties, net* line item in our condensed consolidated balance sheets.

The ARLP Partnership has concluded that WKY CoalPlay is a VIE because of its ability to exercise options to acquire reserves under lease with WKY CoalPlay, which is not within the control of the equity holders and, if it occurs, could potentially limit the expected residual return to the owners of WKY CoalPlay. The ARLP Partnership does not have any economic or governance rights related to WKY CoalPlay and the ARLP Partnership's options that provide it with a variable interest in WKY CoalPlay's reserve assets do not give it any rights that constitute power to direct the primary activities that most significantly impact WKY CoalPlay's economic performance. SGP Land has the sole ability to replace the manager of WKY CoalPlay at its discretion and therefore has power to direct the activities of WKY CoalPlay. Consequently, the ARLP Partnership concluded that SGP Land is the primary beneficiary of WKY CoalPlay.

The ARLP Partnership

ARLP is a publicly-traded master limited partnership (NASDAQ ticker "ARLP") created in 1999 to acquire certain coal production and marketing assets of ARH. AHGP holds 41.8% of the limited partnership interests in ARLP in addition to a 1.98% general partner interest in the ARLP Partnership through its 100% ownership of MGP. The limited partners do not have substantive kick-out rights to remove the general partner nor do they have substantive participating rights in the activities of ARLP, therefore we determined that ARLP is a variable interest entity. To determine the primary beneficiary of ARLP, we considered that AHGP through its 100% ownership of MGP has the sole ability to direct the activities of ARLP and with its ownership of 41.8% limited partner interest and all the incentive distribution rights through MGP, has economic benefit that is significant to ARLP. As a result we determined that AHGP has both the power and benefits with respect to ARLP and is therefore the primary beneficiary and consolidates ARLP.

The Partnership Agreement (the "Agreement") of ARLP requires MGP to distribute on a quarterly basis 100% of ARLP's available cash to ARLP's partners. Available cash is determined as defined in the Agreement and represents all cash with the exception of cash reserves (i) for the proper conduct of the business including reserves for future capital expenditures and for anticipated credit needs of the ARLP Partnership, (ii) to comply with debt obligations or (iii) to provide funds for certain subsequent distributions. MGP is required under the terms of the Agreement to meet the distribution requirements as discussed above. As discussed in Note 6 – Long-Term Debt, the Intermediate Partnership's debt covenants place additional restrictions on distributions from ARLP by limiting cash available for distribution based on various debt covenants pertaining to the most recent preceding quarter. MGP cannot hold cash reserves to provide for subsequent distributions if that would prevent ARLP from making its minimum quarterly distributions or any cumulative distributions in arrears. MGP does not have the ability to amend the Agreement without the consent of a majority of the limited partners.

9. EQUITY INVESTMENT

AllDale Minerals

On November 10, 2014, Cavalier Minerals (see Note 8 – Variable Interest Entities) made an initial contribution of \$7.4 million in return for a limited partner interest in AllDale Minerals, which was created to purchase oil and gas mineral interests in various geographic locations within producing basins in the continental U.S. As of December 31, 2015, Cavalier Minerals had contributed \$65.9 million to AllDale Minerals. During the three and six months ended June 30, 2016, Cavalier Minerals contributed \$13.0 million and \$33.2 million, respectively, bringing the total investment in AllDale Minerals to \$99.1 million as of June 30, 2016. The ARLP Partnership continually reviews all rights provided to Cavalier Minerals and the ARLP Partnership by various agreements and continues to conclude all such rights do not provide Cavalier Minerals or the ARLP Partnership the ability to unilaterally direct any of the activities of AllDale Minerals that most significantly impact its economic performance. As such, the ARLP Partnership accounts for Cavalier Minerals' ownership interest in the income or loss of AllDale Minerals as an equity investment and it is so reflected in our condensed consolidated financial statements. The ARLP Partnership records equity income or loss based on AllDale Minerals' distribution structure. Equity income and loss allocated to the ARLP Partnership as well as distributions received from AllDale Minerals during the three and six months ended June 30, 2016 and 2015 did not have a material impact on our condensed consolidated financial statements.

10. WORKERS' COMPENSATION AND PNEUMOCONIOSIS

The changes in the workers' compensation liability, including current and long-term liability balances, for each of the periods presented were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(in thousands)			
Beginning balance	\$ 55,564	\$ 58,198	\$ 54,558	\$ 57,557
Accruals increase	2,187	3,500	5,424	6,167
Payments	(3,265)	(2,100)	(5,988)	(4,614)
Interest accretion	492	489	984	977
Valuation loss (gain) (1)	1,425	(4,416)	1,425	(4,416)
Ending balance	<u>\$ 56,403</u>	<u>\$ 55,671</u>	<u>\$ 56,403</u>	<u>\$ 55,671</u>

- (1) The ARLP Partnership's liability for the estimated present value of current workers' compensation benefits is based on its actuarial estimates. The ARLP Partnership's actuarial calculations are based on a blend of actuarial projection methods and numerous assumptions including claim development patterns, mortality, medical costs and interest rates. The ARLP Partnership conducted a mid-year review of its actuarial assumptions which resulted in a valuation loss in 2016 primarily attributable to a decrease in the discount rate used to calculate the estimated present value of future obligations from 3.63% at December 31, 2015 to 2.89% at June 30, 2016, partially offset by favorable changes in claims development. The ARLP Partnership's mid-year 2015 actuarial review resulted in a valuation gain primarily attributable to favorable changes in claims development and an increase in the discount rate from 3.41% at December 31, 2014 to 3.71% at June 30, 2015.

Certain of the ARLP Partnership's mine operating entities are liable under state statutes and the Federal Coal Mine Health and Safety Act of 1969, as amended, to pay pneumoconiosis, or black lung, benefits to eligible employees and former employees and their dependents. Components of the net periodic benefit cost for each of the periods presented are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(in thousands)			
Service cost	\$ 644	\$ 732	\$ 1,292	\$ 1,464
Interest cost	626	523	1,253	1,047
Amortization of net actuarial gain (1)	(661)	(112)	(1,322)	(225)
Net periodic benefit cost	<u>\$ 609</u>	<u>\$ 1,143</u>	<u>\$ 1,223</u>	<u>\$ 2,286</u>

- (1) Amortization of net actuarial gain is included in the *Operating expenses (excluding depreciation, depletion and amortization)* line item within our condensed consolidated statements of income.

11. COMPENSATION PLANS

ARLP Partnership

The ARLP Partnership has established the ARLP LTIP for certain employees and officers of MGP and its affiliates who perform services for the ARLP Partnership. The ARLP LTIP awards are grants of non-vested “phantom” or notional units, also referred to as “restricted units”, which upon satisfaction of time and performance-based vesting requirements, entitle the ARLP LTIP participant to receive ARLP common units. Annual grant levels and vesting provisions for designated participants are recommended by the President and Chief Executive Officer of MGP, subject to review and approval of the compensation committee of the MGP board of directors (the “MGP Compensation Committee”). On January 22, 2016, the MGP Compensation Committee determined that the vesting requirements for the 2013 grants of 284,272 restricted units (which was net of 9,178 forfeitures) had been satisfied as of January 1, 2016. As a result of this vesting, on February 11, 2016, the ARLP Partnership issued 176,319 unrestricted common units to the ARLP LTIP participants. The remaining units were settled in cash to satisfy the individual statutory minimum tax obligations of the ARLP LTIP participants. On January 22, 2016, the MGP Compensation Committee authorized additional grants of 969,028 restricted units, of which 960,992 units were granted during the six months ended June 30, 2016 and will vest on January 1, 2019, subject to satisfaction of certain financial tests. The fair value of these 2016 grants is equal to the intrinsic value at the date of grant, which was \$12.38 per unit. ARLP LTIP expense was \$3.0 million and \$2.9 million for the three months ended June 30, 2016 and 2015, respectively, and \$5.9 million and \$5.5 million for the six months ended June 30, 2016 and 2015, respectively. After consideration of the January 1, 2016 vesting and subsequent issuance of 176,319 common units, approximately 2.8 million units remain available under the ARLP LTIP for issuance in the future, assuming all grants issued in 2014, 2015 and 2016 currently outstanding are settled with ARLP common units, without reduction for tax withholding, and no future forfeitures occur.

As of June 30, 2016, there was \$17.6 million in total unrecognized compensation expense related to the non-vested ARLP LTIP grants that are expected to vest. That expense is expected to be recognized over a weighted-average period of 1.9 years. As of June 30, 2016, the intrinsic value of the non-vested ARLP LTIP grants was \$25.4 million. As of June 30, 2016, the total obligation associated with the ARLP LTIP was \$18.3 million and is included in the noncontrolling interests line item in our condensed consolidated balance sheets.

As provided under the distribution equivalent rights provisions of the ARLP LTIP and the terms of the ARLP LTIP awards, all non-vested grants include contingent rights to receive quarterly distributions in cash or, in the case of the 2016 grants, in the discretion of the MGP Compensation Committee, cash or in lieu of cash, phantom units credited to a bookkeeping account with value, equal to the cash distributions ARLP makes to its unitholders during the vesting period.

AHGP Partnership

We have also adopted a Long-Term Incentive Plan (the “AHGP LTIP”) for employees, directors and consultants of our general partner and its affiliates, including the ARLP Partnership. Grants under the AHGP LTIP are to be made in AHGP restricted units, which are “phantom” units that entitle the grantee to receive either a common unit or equivalent amount of cash upon the vesting of the phantom units. The aggregate number of common units reserved for issuance under the AHGP LTIP is 5,215,000. There have been no grants under the AHGP LTIP as of June 30, 2016.

SERP and Directors Deferred Compensation Plans

The ARLP Partnership utilizes the SERP to provide deferred compensation benefits for certain officers and key employees. All allocations made to participants under the SERP are made in the form of “phantom” ARLP units and SERP distributions will be settled in the form of ARLP common units. The SERP is administered by the MGP Compensation Committee.

Our directors participate in the AGP Amended and Restated Deferred Compensation Plan for Directors (“AGP Deferred Compensation Plan”), and the directors of MGP participate in the MGP Deferred Compensation Plan (collectively, the “Deferred Compensation Plans”). Pursuant to the Deferred Compensation Plans, for amounts deferred either automatically or at the election of the director, a notional account is established and credited with notional common units of ARLP or AHGP, as appropriate, which are described in the Deferred Compensation Plans as “phantom” units. Distributions from the Deferred Compensation Plans will be settled in the form of ARLP or AHGP common units, as applicable.

For both the SERP and Deferred Compensation Plans, when quarterly cash distributions are made with respect to ARLP or AHGP common units, an amount equal to such quarterly distribution is credited to each participant’s notional account as additional phantom units. All grants of phantom units under the SERP and Deferred Compensation Plans vest immediately.

For the six months ended June 30, 2016 and 2015, SERP and MGP Deferred Compensation Plan participant notional account balances were credited with a total of 42,691 and 14,020 phantom units, respectively, and the fair value of these phantom units was \$12.61 per unit and \$34.58 per unit, respectively, on a weighted-average basis. For the six months ended June 30, 2016 and 2015, AGP Deferred Compensation Plan participant notional account balances were credited with a total of 6,929 and 2,078 phantom units, respectively, and the fair value of these phantom units was \$16.08 per unit and \$54.38 per unit, respectively, on a weighted-average basis. Total SERP and Deferred Compensation Plans expense was \$0.3 million for each of the three month periods ended June 30, 2016 and 2015, and \$0.7 million for each of the six month periods ended June 30, 2016 and 2015.

As of June 30, 2016, there were 483,568 total phantom units outstanding under the SERP and Deferred Compensation Plans and the total intrinsic value of the SERP and Deferred Compensation Plans phantom units was \$7.7 million. As of June 30, 2016, the total obligation associated with the SERP and MGP Deferred Compensation Plan was \$14.0 million, which was included in the noncontrolling interests line item in our condensed consolidated balance sheets. The total obligation associated with the AGP Deferred Compensation Plan was \$0.9 million, which was included in the partners’ capital-limited partners line item in our condensed consolidated balance sheets. On March 3, 2016, we provided 6,958 AHGP common units to an AGP director under the AGP Deferred Compensation Plan.

12. COMPONENTS OF PENSION PLAN NET PERIODIC BENEFIT COSTS

Eligible employees at certain of the ARLP Partnership’s mining operations participate in a defined benefit plan (the “Pension Plan”) sponsored by the ARLP Partnership. The benefit formula for the Pension Plan is a fixed dollar unit based on years of service. Components of the net periodic benefit cost for each of the periods presented are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(in thousands)			
Service cost	\$ 598	\$ 619	\$ 1,196	\$ 1,237
Interest cost	1,131	1,074	2,263	2,148
Expected return on plan assets	(1,287)	(1,394)	(2,574)	(2,795)
Amortization of net loss (1)	789	835	1,578	1,677
Net periodic benefit cost	<u>\$ 1,231</u>	<u>\$ 1,134</u>	<u>\$ 2,463</u>	<u>\$ 2,267</u>

(1) Amortization of net actuarial loss is included in the *Operating expenses (excluding depreciation, depletion and amortization)* line item within our condensed consolidated statements of income.

During the six months ended June 30, 2016, the ARLP Partnership made contribution payments of \$0.6 million to the Pension Plan for the 2015 plan year and \$0.7 million to the Pension Plan for the 2016 plan year. On July 15, 2016, the ARLP Partnership made a contribution payment of \$0.7 million for the 2016 plan year.

13. SEGMENT INFORMATION

The ARLP Partnership operates in the eastern U.S. as a producer and marketer of coal to major utilities and industrial users. We aggregate multiple operating segments into two reportable segments: Illinois Basin and Appalachia, and an “all other” category referred to as Other and Corporate. Our reportable segments correspond to major coal producing regions in the eastern U.S. Similar economic characteristics for our operating segments within each of these two reportable segments generally include coal quality, geology, coal marketing opportunities, mining and transportation methods and regulatory issues.

As a result of the ARLP Partnership acquiring the remaining equity interests in White Oak Resources LLC (“White Oak”) and the assumption of operating control of the White Oak Mine No. 1 (now known as the Hamilton Mine No. 1) on July 31, 2015 (the “White Oak Acquisition”), the ARLP Partnership restructured its reportable segments to include Hamilton as part of our Illinois Basin segment due to the similarities in product, management, location, and operation with other mines included in the segment. This new organization reflects how the ARLP Partnership’s chief operating decision maker manages and allocates resources to our various operations. Prior periods have been recast to include our former White Oak segment as part of the Illinois Basin segment.

The Illinois Basin reportable segment is comprised of multiple operating segments, including current operating mining complexes a) Webster County Coal, LLC’s Dotiki mining complex, b) Gibson County Coal, LLC’s mining complex, which includes the Gibson North and Gibson South mines, c) White County Coal, LLC’s Pattiki mining complex (“Pattiki”), d) Warrior Coal, LLC’s mining complex, e) River View Coal, LLC’s mining complex and f) the Hamilton mining complex.

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The Illinois Basin reportable segment also includes Hopkins County Coal, LLC's mining complex, which includes the Elk Creek mine and the Fies property, Sebree Mining, LLC's mining complex ("Sebree"), which includes the Onton mine, Steamport, LLC and certain Sebree reserves, CR Services, LLC, certain properties and equipment of Alliance Resource Properties, ARP Sebree, LLC, ARP Sebree South, LLC and UC Coal, LLC and its subsidiaries, UC Mining, LLC and UC Processing, LLC (collectively "UC Coal"). The Sebree and Fies properties are held by the ARLP Partnership for future mine development. UC Coal equipment assets acquired in 2015 are being deployed as needed at various Illinois Basin operating mines. The Elk Creek mine depleted its reserves in March 2016 and ceased production on April 1, 2016. The Onton and Gibson North mines have been idled since the fourth quarter of 2015 in response to market conditions and continued increases in coal inventories at the mines and customer locations. The Pattiki mining complex is currently expected to cease production by the end of 2016.

The Appalachia reportable segment is comprised of multiple operating segments, including the Mettiki mining complex, the Tunnel Ridge, LLC mining complex and the MC Mining, LLC mining complex. The Mettiki mining complex includes Mettiki Coal (WV), LLC's Mountain View mine and Mettiki Coal, LLC's preparation plant. During the fourth quarter of 2015, the ARLP Partnership surrendered the Penn Ridge leases as they were no longer a core part of the ARLP Partnership's foreseeable development plans.

Other and Corporate includes the ARLP Partnership and AHGP's marketing and administrative expenses, Alliance Service, Inc. ("ASI") and its subsidiary, Matrix Design Group, LLC and its subsidiaries Matrix Design International, LLC and Matrix Design Africa (PTY) LTD ("Matrix Design"), Alliance Design Group, LLC ("Alliance Design") (collectively, the Matrix Design entities and Alliance Design are referred to as the "Matrix Group"), ASI's ownership of aircraft, the Mt. Vernon Transfer Terminal, LLC ("Mt. Vernon") dock activities, coal brokerage activity, Mid-America Carbonates, LLC ("MAC"), certain activities of Alliance Resource Properties, Pontiki Coal, LLC's throughput receivables and prior workers' compensation and pneumoconiosis liabilities, Wildcat Insurance, LLC ("Wildcat Insurance"), Alliance Minerals, and its affiliate, Cavalier Minerals (See Note 8 – Variable Interest Entities), which holds an equity investment in AllDale Minerals (Note 9 – Equity Investment), and AROP Funding (Note 6 – Long-Term Debt).

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Reportable segment results as of and for the three and six months ended June 30, 2016 and 2015 are presented below.

	<u>Illinois Basin</u>	<u>Appalachia</u>	<u>Other and Corporate</u> (in thousands)	<u>Elimination (1)</u>	<u>Consolidated</u>
Three months ended June 30, 2016					
Total revenues (2)	\$ 295,880	\$ 138,034	\$ 21,468	\$ (16,341)	\$ 439,041
Segment Adjusted EBITDA Expense (3)	154,175	89,426	16,165	(13,428)	246,338
Segment Adjusted EBITDA (4)	137,716	47,110	5,271	(2,913)	187,184
Capital expenditures	12,357	4,348	164	-	16,869
Three months ended June 30, 2015 (recast)					
Total revenues (2)	\$ 425,580	\$ 167,165	\$ 51,590	\$ (39,716)	\$ 604,619
Segment Adjusted EBITDA Expense (3)	248,569	118,744	44,137	(36,560)	374,890
Segment Adjusted EBITDA (4)(5)	150,259	45,547	7,158	(3,157)	199,807
Capital expenditures	34,429	21,701	1,298	-	57,428
Six months ended June 30, 2016					
Total revenues (2)	\$ 583,756	\$ 256,360	\$ 46,534	\$ (34,884)	\$ 851,766
Segment Adjusted EBITDA Expense (3)	325,254	166,442	36,911	(29,057)	499,550
Segment Adjusted EBITDA (4)	250,052	86,492	9,395	(5,827)	340,112
Total assets (6)	1,658,518	516,584	363,448	(165,815)	2,372,735
Capital expenditures	30,371	17,011	1,220	-	48,602
Six months ended June 30, 2015 (recast)					
Total revenues (2)	\$ 817,302	\$ 323,413	\$ 106,598	\$ (82,394)	\$ 1,164,919
Segment Adjusted EBITDA Expense (3)	478,433	216,559	90,620	(76,156)	709,456
Segment Adjusted EBITDA (4)(5)	298,297	101,380	15,269	(6,239)	408,707
Total assets (6)	1,590,029	580,059	318,363	(156,402)	2,332,049
Capital expenditures (7)	68,186	37,439	2,133	-	107,758

- (1) The elimination column represents the elimination of intercompany transactions and is primarily comprised of sales from the Matrix Group and MAC to the ARLP Partnership's mining operations, coal sales and purchases between operations within different segments, sales of receivables to AROP Funding and insurance premiums paid to Wildcat Insurance.
- (2) Revenues included in the Other and Corporate column are primarily attributable to the Matrix Group revenues, Mt. Vernon transloading revenues, MAC revenues, Wildcat Insurance revenues and brokerage coal sales.
- (3) Segment Adjusted EBITDA Expense includes operating expenses, outside coal purchases and other income. Transportation expenses are excluded as these expenses are passed through to the ARLP Partnership's customers and consequently it does not realize any gain or loss on transportation revenues. We review Segment Adjusted EBITDA Expense per ton for cost trends.

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The following is a reconciliation of consolidated Segment Adjusted EBITDA Expense to *Operating expenses (excluding depreciation, depletion and amortization)*:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(in thousands)			
Segment Adjusted EBITDA Expense	\$ 246,338	\$ 374,890	\$ 499,550	\$ 709,456
Outside coal purchases	-	(2)	-	(324)
Other income	161	177	252	295
Operating expenses (excluding depreciation, depletion and amortization)	<u>\$ 246,499</u>	<u>\$ 375,065</u>	<u>\$ 499,802</u>	<u>\$ 709,427</u>

(4) Segment Adjusted EBITDA is defined as net income (prior to the allocation of noncontrolling interest) before net interest expense, income taxes, depreciation, depletion and amortization and general and administrative expenses. Management therefore is able to focus solely on the evaluation of segment operating profitability as it relates to the ARLP Partnership's revenues and operating expenses, which are primarily controlled by our segments. Consolidated Segment Adjusted EBITDA is reconciled to net income as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(in thousands)			
Consolidated Segment Adjusted EBITDA	\$ 187,184	\$ 199,807	\$ 340,112	\$ 408,707
General and administrative	(18,635)	(18,040)	(36,188)	(35,303)
Depreciation, depletion and amortization	(79,145)	(79,801)	(160,028)	(158,069)
Interest expense, net	(7,766)	(7,701)	(15,377)	(15,138)
Income tax expense (benefit)	(6)	(8)	2	(6)
Net income	<u>\$ 81,632</u>	<u>\$ 94,257</u>	<u>\$ 128,521</u>	<u>\$ 200,191</u>

(5) Includes equity in loss of affiliates for the three and six months ended June 30, 2015 of \$22.0 million and \$31.4 million, respectively, in the Illinois Basin segment.

(6) Total assets for Other and Corporate include investments in affiliate of \$96.7 million at June 30, 2016. Total assets at June 30, 2015 for the Illinois Basin segment and Other and Corporate include investments in affiliates of \$190.5 million and \$31.3 million, respectively.

(7) Capital expenditures shown above exclude the Patriot acquisition on February 3, 2015 and the MAC acquisition on January 1, 2015.

14. SUBSEQUENT EVENTS

On July 26, 2016, we declared a quarterly distribution for the quarter ended June 30, 2016, of \$0.55 per unit on all common units outstanding, totaling approximately \$32.9 million, payable on August 19, 2016 to all unitholders of record as of August 12, 2016.

On July 26, 2016, the ARLP Partnership declared a quarterly distribution for the quarter ended June 30, 2016, of \$0.4375 per unit, on all common units outstanding, totaling approximately \$52.4 million, including MGP's incentive distributions, payable on August 12, 2016 to all unitholders of record as of August 5, 2016.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Significant relationships referenced in this management's discussion and analysis of financial condition and results of operations include the following:

- References to "we," "us," "our" or "AHGP" mean Alliance Holdings GP, L.P., individually as the parent company, and not on a consolidated basis.
- References to "AHGP Partnership" mean the business and operations of Alliance Holdings GP, L.P., the parent company, as well as its consolidated subsidiaries, including Alliance Resource Management GP, LLC and Alliance Resource Partners, L.P. and its consolidated subsidiaries.
- References to "AGP" mean Alliance GP, LLC, the general partner of Alliance Holdings GP, L.P., also referred to as our general partner.
- References to "ARLP Partnership" mean the business and operations of Alliance Resource Partners, L.P., the parent company, as well as its consolidated subsidiaries.
- References to "ARLP" mean Alliance Resource Partners, L.P., individually as the parent company, and not on a consolidated basis.
- References to "MGP" mean Alliance Resource Management GP, LLC, the managing general partner of Alliance Resource Partners, L.P.
- References to "SGP" mean Alliance Resource GP, LLC, the special general partner of Alliance Resource Partners, L.P.
- References to "Intermediate Partnership" mean Alliance Resource Operating Partners, L.P., the intermediate partnership of Alliance Resource Partners, L.P.
- References to "Alliance Resource Properties" mean Alliance Resource Properties, LLC, the land-holding company for the mining operations of Alliance Resource Operating Partners, L.P.
- References to "Alliance Coal" mean Alliance Coal, LLC, the holding company for the mining operations of Alliance Resource Operating Partners, L.P.

Summary

Our cash flows currently consist primarily of distributions from ARLP for our ARLP partnership interests, including the incentive distribution rights that we own. We reflect our ownership interest in the ARLP Partnership on a consolidated basis, which means that our financial results are combined with the ARLP Partnership's financial results and the results of our other subsidiaries. The earnings of the ARLP Partnership allocated to its limited partners' interest not owned by us and allocated to SGP's general partner interest in ARLP are reflected as a noncontrolling interest in our condensed consolidated statement of income and balance sheet. In addition to the ARLP Partnership, our results of operations include the results of operations of MGP, our wholly-owned subsidiary.

The AHGP Partnership's results of operations principally reflect the results of operations of the ARLP Partnership adjusted for noncontrolling partners' interest in the ARLP Partnership's net income. Accordingly, the discussion of our financial position and results of operations in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" reflects the operating activities and results of operations of the ARLP Partnership.

The ARLP Partnership is a diversified producer and marketer of coal primarily to major United States ("U.S.") utilities and industrial users. The ARLP Partnership began mining operations in 1971 and, since then, has grown through acquisitions and internal development to become the second largest coal producer in the eastern U.S. As is customary in the coal industry, the ARLP Partnership has entered into long-term coal supply agreements with many of its customers. The ARLP Partnership operates nine underground mining complexes in Illinois, Indiana, Kentucky, Maryland and West Virginia, and operates a coal loading terminal on the Ohio River at Mt. Vernon, Indiana. The ARLP Partnership mining complexes include the Hamilton County Coal, LLC longwall mining complex ("Hamilton"), formerly referred to as the White Oak Mine No. 1, in southern Illinois which was acquired on July 31, 2015 (the "White Oak Acquisition" or "Hamilton Acquisition") by purchasing the remaining equity ownership in White Oak Resources LLC ("White Oak"). Prior to July 31, 2015, the ARLP Partnership owned a non-controlling, preferred equity interest in White Oak, leased coal reserves to White Oak and owned and operated certain surface facilities at White Oak's mining complex.

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We have two reportable segments: Illinois Basin and Appalachia, and an “all other” category referred to as Other and Corporate. Our reportable segments correspond to major coal producing regions in the eastern U.S. Factors similarly affecting financial performance of our operating segments within each of these two reportable segments generally include coal quality, geology, coal marketing opportunities, mining and transportation methods and regulatory issues.

As a result of acquiring the remaining equity interests in White Oak, we restructured our reportable segments to include Hamilton as part of our Illinois Basin segment due to the similarities in product, management, location, and operation with other mines included in the segment. This new organization reflects how our chief operating decision maker manages and allocates resources to our various operations. Prior periods have been recast to include our former White Oak segment as part of our Illinois Basin segment.

- *Illinois Basin* reportable segment is comprised of multiple operating segments, including current operating mining complexes a) Webster County Coal, LLC’s Dotiki mining complex; b) Gibson County Coal, LLC’s mining complex, which includes the Gibson North and Gibson South mines; c) White County Coal, LLC’s Pattiki mining complex (“Pattiki”); d) Warrior Coal, LLC’s mining complex (“Warrior”); e) River View Coal, LLC’s mining complex (“River View”) and f) the Hamilton mining complex.

The Illinois Basin reportable segment also includes Hopkins County Coal, LLC’s mining complex, which includes the Elk Creek mine (“Elk Creek”) and Fies property; Sebree Mining, LLC’s mining complex (“Sebree”), which includes the Onton mine, Steamport, LLC and certain Sebree reserves; CR Services, LLC; certain properties and equipment of Alliance Resource Properties, ARP Sebree, LLC; ARP Sebree South, LLC and UC Coal, LLC and its subsidiaries, UC Mining, LLC and UC Processing, LLC (collectively “UC Coal”). The Sebree and Fies properties are held by the ARLP Partnership for future mine development. UC Coal equipment assets acquired in 2015 are being deployed as needed at various Illinois Basin operating mines. The Elk Creek mine depleted its reserves in March 2016 and ceased production on April 1, 2016. The Onton and Gibson North mines have been idled since the fourth quarter of 2015 in response to market conditions and continued increases in coal inventories at mine and customer locations. The Pattiki mining complex is currently expected to cease production by the end of 2016.

- *Appalachia* reportable segment is comprised of multiple operating segments, including the Mettiki mining complex (“Mettiki”); the Tunnel Ridge, LLC mining complex (“Tunnel Ridge”); and the MC Mining, LLC mining complex (“MC Mining”). The Mettiki mining complex includes Mettiki Coal (WV), LLC’s Mountain View mine and Mettiki Coal, LLC’s preparation plant. During the fourth quarter 2015, the ARLP Partnership surrendered the Penn Ridge leases as they were no longer a core part of its foreseeable development plans.
- *Other and Corporate* includes marketing and administrative expenses; Alliance Service, Inc. (“ASI”) and its subsidiary, Matrix Design Group, LLC (“Matrix Design”) and its subsidiaries Matrix Design International, LLC and Matrix Design Africa (PTY) LTD; Alliance Design Group, LLC; ASI’s ownership of aircraft; the Mt. Vernon Transfer Terminal, LLC (“Mt. Vernon”) dock activities; coal brokerage activity; the manufacturing and sales (primarily to the ARLP Partnership’s mines) of rock dust by Mid-America Carbonates, LLC; certain activities of Alliance Resource Properties; Pontiki Coal, LLC’s throughput receivables and prior workers’ compensation and pneumoconiosis liabilities; Wildcat Insurance, LLC; Alliance Minerals, LLC (“Alliance Minerals”) and its affiliate, Cavalier Minerals JV, LLC (“Cavalier Minerals”), which holds equity investments in AllDale Minerals, L.P. and AllDale Minerals II, L.P. (collectively “AllDale Minerals”) and AROP Funding, LLC (“AROP Funding”). Please read “Item 1. Financial Statements (Unaudited) – Note 6. Long-term Debt”, “– Note 8. Variable Interest Entities” and “– Note 9. Equity Investment” of this Quarterly Report on Form 10-Q for more information on AROP Funding, Alliance Minerals, Cavalier Minerals and AllDale Minerals.

Three Months Ended June 30, 2016 Compared to Three Months Ended June 30, 2015

We reported net income of \$81.6 million for the three months ended June 30, 2016 (“2016 Quarter”) compared to \$94.3 million for the three months ended June 30, 2015 (“2015 Quarter”). The decrease of \$12.7 million was principally due to lower revenues, primarily resulting from lower coal sales prices, planned reductions in coal sales and production volumes and lower other sales and operating revenues due to the absence of coal royalty and surface facilities revenues from White Oak, offset in part by reduced equity in loss of affiliates related to White Oak and lower operating expenses at various operations. Lower coal sale volumes in the 2016 Quarter resulted from idling the Onton and Gibson North mines in the fourth quarter of 2015, the planned depletion of reserves at the Elk Creek mine in the first quarter of 2016 and reduced unit shifts at the River View mine in response to current market conditions, partially offset by additional volumes from the Hamilton mine acquired as part of the White Oak Acquisition.

	Three Months Ended June 30,			
	2016	2015	2016	2015
	<i>(in thousands)</i>		<i>(per ton sold)</i>	
Tons sold	7,964	10,481	N/A	N/A
Tons produced	8,363	9,519	N/A	N/A
Coal sales	\$422,469	\$567,288	\$53.05	\$54.13
Operating expenses and outside coal purchases	\$246,499	\$375,067	\$30.95	\$35.79

Coal sales. Coal sales decreased \$144.8 million or 25.5% to \$422.5 million for the 2016 Quarter from \$567.3 million for the 2015 Quarter. The decrease was attributable to a volume variance of \$136.2 million resulting from reduced tons sold and a price variance of \$8.6 million due to lower average coal sales prices. Reduced tons sold resulted from planned decreases in production discussed above in response to market conditions. Average coal sales prices decreased \$1.08 per ton sold in the 2016 Quarter to \$53.05 compared to \$54.13 per ton sold in the 2015 Quarter, primarily as a result of challenging market conditions and lower-priced legacy contracts at the Hamilton mine inherited in the White Oak Acquisition.

Operating expenses and outside coal purchases. Operating expenses and outside coal purchases combined decreased 34.3% to \$246.5 million for the 2016 Quarter from \$375.1 million for the 2015 Quarter primarily as a result of the previously discussed reduction of coal production volumes, a favorable production cost mix due to the ARLP Partnership’s initiative to shift production to lower-cost operations and a build in coal inventory at various mines. On a per ton basis, operating expenses and outside coal purchases decreased 13.5% to \$30.95 per ton sold from \$35.79 per ton sold in the 2015 Quarter, due primarily to the lower-cost production mix and higher productivity from the Tunnel Ridge and Gibson South mines. Operating expenses were impacted by various other factors, the most significant of which are discussed below:

- Labor and benefit expenses per ton produced, excluding workers’ compensation, decreased 12.3% to \$10.75 per ton in the 2016 Quarter from \$12.26 per ton in the 2015 Quarter. This decrease of \$1.51 per ton was primarily attributable to the increased mix of lower-cost production discussed above, reduced overtime in response to market conditions and lower medical expenses at various mines;

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- Material and supplies expenses per ton produced decreased 21.0% to \$9.32 per ton in the 2016 Quarter from \$11.80 per ton in the 2015 Quarter. The decrease of \$2.48 per ton produced resulted primarily from the increased mix of lower-cost production discussed above and related decreases of \$0.92 per ton for roof support, \$0.63 per ton for contract labor used in the mining process, \$0.28 per ton for various preparation plant expenses, \$0.28 per ton for certain ventilation expenses, \$0.21 per ton for safety related materials and supplies and \$0.14 per ton for longwall subsidence expense partially offset by an increase of \$0.35 per ton for equipment rentals primarily due to equipment leases assumed at the Hamilton mine;
- Maintenance expenses per ton produced decreased 32.8% to \$2.74 per ton in the 2016 Quarter from \$4.08 per ton in the 2015 Quarter. The decrease of \$1.34 per ton produced was primarily due to production variances at certain mines discussed above;
- Mine administration expenses decreased \$3.2 million for the 2016 Quarter compared to the 2015 Quarter, primarily due to reduced Matrix Design operating expenses reflecting lower safety equipment sales offset in part by higher outside services expenses;
- Production taxes and royalties expenses decreased \$13.0 million in the 2016 Quarter compared to the 2015 Quarter primarily as a result of reduced production volumes and lower average coal sales prices; and
- Operating expenses also benefited from a \$3.4 million gain in the 2016 Quarter reflecting a reduction in the estimated value of contingent consideration potentially payable to certain prior owners of the Hamilton mining complex resulting from the Hamilton Acquisition.

Operating expenses and outside coal purchases per ton decreases discussed above were partially offset by the following increases:

- Workers' compensation expenses per ton produced increased to \$0.70 per ton in the 2016 Quarter from \$0.17 per ton in the 2015 Quarter. The increase of \$0.53 per ton produced resulted primarily from a decrease in the discount rate used to calculate the estimated present value of future obligations and reduced favorable changes in claims development in the 2016 Quarter as compared to the 2015 Quarter.
- Operating expenses per ton were also impacted by adjustments of \$6.6 million to reduce the carrying value of the ARLP Partnership's coal inventory to market price for the 2016 Quarter offset by certain inventory cost benefits.

Other sales and operating revenues. Other sales and operating revenues were principally comprised of Mt. Vernon transloading revenues, Matrix Design sales, surface facility services and coal royalty revenues received from White Oak prior to the White Oak Acquisition and other outside services. Other sales and operating revenues decreased to \$11.1 million in the 2016 Quarter from \$29.6 million in the 2015 Quarter. The decrease of \$18.5 million was primarily due to the absence of coal royalty and surface facilities revenues from White Oak and lower Matrix Design sales offset in part by increased customer payments in lieu of shipments received in the 2016 Quarter of \$5.3 million primarily related to certain Illinois Basin coal sales contracts.

Depreciation, depletion and amortization. Depreciation, depletion and amortization expense decreased slightly to \$79.1 million in the 2016 Quarter from \$79.8 million in the 2015 Quarter primarily as a result of idling the Onton and Gibson North mines in the fourth quarter of 2015 as well as reduced production at the Elk Creek mine offset by the addition of the Hamilton mine.

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Interest expense. Interest expense, net of capitalized interest, decreased slightly to \$7.8 million in the 2016 Quarter from \$8.3 million in the 2015 Quarter primarily due to the repayment of the ARLP Series A senior notes in June 2015 offset in part by increased borrowings under the ARLP revolving credit facility and interest incurred under capital lease obligations during the 2016 Quarter. Interest payable under the ARLP senior notes, ARLP term loan, ARLP revolving credit facility and capital lease financings is discussed below under “–Debt Obligations.”

Equity in loss of affiliates, net. Equity in loss of affiliates, net for the 2016 Quarter includes Cavalier Minerals’ equity investments in AllDale Minerals. In addition to AllDale Minerals, the 2015 Quarter also includes the equity investments in White Oak. For the 2016 Quarter, the ARLP Partnership recognized equity in loss of affiliates of \$37,000 compared to \$22.1 million for the 2015 Quarter. As discussed above, as a result of the White Oak Acquisition in July 2015, the ARLP Partnership no longer account for the Hamilton mine (formerly White Oak) financial results as an equity investment in the condensed consolidated financials but now consolidate Hamilton in its financial results. Thus, the decrease in equity in loss of affiliates, net was primarily due to the absence of White Oak’s equity losses in the 2016 Quarter which reflects the change in consolidation accounting for Hamilton beginning in the third quarter of 2015.

Transportation revenues and expenses. Transportation revenues and expenses were \$5.5 million and \$7.8 million for the 2016 and 2015 Quarters, respectively. The decrease of \$2.3 million was primarily attributable to a decrease in average transportation rates in the 2016 Quarter, partially offset by increased tonnage for which the ARLP Partnership arranges transportation at certain mines. The cost of transportation services are passed through to the ARLP Partnership’s customers. Consequently, it does not realize any gain or loss on transportation revenues.

Net income attributable to noncontrolling interests. The noncontrolling interests balance is comprised of non-affiliate and affiliate ownership interests in the net assets of the ARLP Partnership that we consolidate as well as the noncontrolling interest of Cavalier Minerals. The noncontrolling interest designated as affiliate represents SGP’s 0.01% general partner interest in ARLP and 0.01% general partner interest in the Intermediate Partnership as well as Bluegrass Minerals Management, LLC’s ownership interest in Cavalier Minerals. The noncontrolling interest designated as non-affiliates represents the limited partners’ interest in ARLP controlled through the common unit ownership, excluding the 31,088,338 common units of ARLP held by us. The net income attributable to noncontrolling interest was \$36.3 million and \$33.3 million for the 2016 and 2015 Quarters, respectively. The increase in net income attributable to noncontrolling interest is due to a greater proportion of the ARLP Partnership’s net income being attributed to its limited partner interests rather than our general partner interest reflecting a decrease in the ARLP Partnership’s managing general partner’s priority distribution to us which resulted from the ARLP Partnership’s lower unit distribution rate of \$0.4375 in the 2016 Quarter compared to \$0.6625 in the 2015 Quarter, offset in part by a decrease in the consolidated net income of the ARLP Partnership due to the changes in revenues and expenses described above.

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Segment Adjusted EBITDA. Our 2016 Quarter Segment Adjusted EBITDA decreased \$12.6 million, or 6.3%, to \$187.2 million from the 2015 Quarter Segment Adjusted EBITDA of \$199.8 million. Segment Adjusted EBITDA, tons sold, coal sales, other sales and operating revenues and Segment Adjusted EBITDA Expense by segment are:

	Three Months Ended		Increase/(Decrease)	
	June 30,			
	2016	2015		
	(in thousands)			
Segment Adjusted EBITDA				
Illinois Basin	\$ 137,716	\$ 150,259	\$ (12,543)	(8.3)%
Appalachia	47,110	45,547	1,563	3.4%
Other and Corporate	5,271	7,158	(1,887)	(26.4)%
Elimination	(2,913)	(3,157)	244	7.7%
Total Segment Adjusted EBITDA (1)	<u>\$ 187,184</u>	<u>\$ 199,807</u>	<u>\$ (12,623)</u>	<u>(6.3)%</u>
Tons sold				
Illinois Basin	5,509	7,739	(2,230)	(28.8)%
Appalachia	2,455	2,742	(287)	(10.5)%
Other and Corporate	288	812	(524)	(64.5)%
Elimination	(288)	(812)	524	64.5%
Total tons sold	<u>7,964</u>	<u>10,481</u>	<u>(2,517)</u>	<u>(24.0)%</u>
Coal sales				
Illinois Basin	\$ 285,275	\$ 401,777	\$ (116,502)	(29.0)%
Appalachia	135,618	162,382	(26,764)	(16.5)%
Other and Corporate	13,524	38,032	(24,508)	(64.4)%
Elimination	(11,948)	(34,903)	22,955	65.8%
Total coal sales	<u>\$ 422,469</u>	<u>\$ 567,288</u>	<u>\$ (144,819)</u>	<u>(25.5)%</u>
Other sales and operating revenues				
Illinois Basin	\$ 6,616	\$ 19,032	\$ (12,416)	(65.2)%
Appalachia	918	1,909	(991)	(51.9)%
Other and Corporate	7,948	13,423	(5,475)	(40.8)%
Elimination	(4,392)	(4,813)	421	8.7%
Total other sales and operating revenues	<u>\$ 11,090</u>	<u>\$ 29,551</u>	<u>\$ (18,461)</u>	<u>(62.5)%</u>
Segment Adjusted EBITDA Expense				
Illinois Basin	\$ 154,175	\$ 248,569	\$ (94,394)	(38.0)%
Appalachia	89,426	118,744	(29,318)	(24.7)%
Other and Corporate	16,165	44,137	(27,972)	(63.4)%
Elimination	(13,428)	(36,560)	23,132	63.3%
Total Segment Adjusted EBITDA Expense (1)	<u>\$ 246,338</u>	<u>\$ 374,890</u>	<u>\$ (128,552)</u>	<u>(34.3)%</u>

(1) For a definition of Segment Adjusted EBITDA and Segment Adjusted EBITDA Expense and related reconciliations to comparable generally accepted accounting principles (“GAAP”) financial measures, please see below under “—Reconciliation of non-GAAP “Segment Adjusted EBITDA” to GAAP “net income” and reconciliation of non-GAAP “Segment Adjusted EBITDA Expense” to GAAP “Operating Expenses.”

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Illinois Basin – Segment Adjusted EBITDA decreased 8.3% to \$137.7 million in the 2016 Quarter from \$150.3 million in the 2015 Quarter. The decrease of \$12.6 million was primarily attributable to reduced sales and production volumes as well as the absence of coal royalty and surface facilities revenues from White Oak in the 2016 Quarter, partially offset by payments in lieu of shipments received from customers in the 2016 Quarter, reduced operating expenses and the absence of losses in the 2016 Quarter related to the ARLP Partnership’s equity ownership in White Oak prior to the White Oak Acquisition. Coal sales decreased 29.0% to \$285.3 million compared to \$401.8 million in the 2015 Quarter. The decrease of \$116.5 million primarily reflects decreased tons sold resulting from idling the Onton and Gibson North mines in the fourth quarter of 2015, the planned depletion of reserves at the Elk Creek mine in the first quarter of 2016 and reduced unit shifts at the River View mine, partially offset by additional volumes from the Hamilton mine, which the ARLP Partnership acquired in July 2015. Segment Adjusted EBITDA Expense decreased 38.0% to \$154.2 million in the 2016 Quarter from \$248.6 million in the 2015 Quarter due to reduced production as discussed above and a build in coal inventory at the Gibson South and River View mines. Segment Adjusted EBITDA Expense per ton decreased \$4.13 per ton sold to \$27.99 in the 2016 Quarter from \$32.12 per ton sold in the 2015 Quarter, primarily as a result of improved productivity and recoveries at the Gibson South mine, increased recoveries at the Warrior mine, the previously discussed favorable production cost mix and the addition of lower-cost longwall production from the Hamilton mine, as well as certain cost decreases described above under “–Operating expenses and outside coal purchases.”

Appalachia – Segment Adjusted EBITDA increased 3.4% to \$47.1 million for the 2016 Quarter from \$45.5 million in the 2015 Quarter. The increase of \$1.6 million was primarily attributable to reduced Segment Adjusted EBITDA Expense, which decreased 24.7% to \$89.4 million in the 2016 Quarter from \$118.7 million in the 2015 Quarter due to a favorable production cost mix among the Appalachia mines. The expense benefits were partially offset by lower coal sales, which decreased 16.5% to \$135.6 million in the 2016 Quarter compared to \$162.4 million in the 2015 Quarter. The coal sales decrease of \$26.8 million primarily reflects the scale back of production at the MC Mining and Mettiki mines, an inventory build at the Tunnel Ridge mine and lower average coal sales prices, which decreased 6.7% to \$55.24 per ton sold compared to \$59.22 per ton sold in the 2015 Quarter, as a result of weak coal demand and excessive customer stockpiles. Segment Adjusted EBITDA Expense per ton decreased \$6.88 per ton sold to \$36.43 compared to \$43.31 per ton sold in the 2015 Quarter, due to increased production and sales volumes at the Tunnel Ridge mine resulting from improved recoveries and fewer longwall move days as well as certain other cost decreases described above under “–Operating expenses and outside coal purchases,” offset in part by lower recoveries at the MC Mining operation.

Other and Corporate – In the 2016 Quarter, Segment Adjusted EBITDA decreased \$1.9 million and coal sales and other sales and operating revenues decreased \$30.0 million compared to the 2015 Quarter. Segment Adjusted EBITDA Expense decreased to \$16.2 million for the 2016 Quarter compared to \$44.1 million for the 2015 Quarter. These decreases primarily resulted from decreased safety equipment sales by Matrix Design, reduced transloading activity at the Mt. Vernon facility and reduced intercompany coal brokerage activity.

Elimination – Segment Adjusted EBITDA Expense eliminations decreased in the 2016 Quarter to \$13.4 million from \$36.6 million in the 2015 Quarter and coal sales eliminations decreased to \$11.9 million from \$34.9 million, respectively, reflecting reduced intercompany coal brokerage activity.

Six Months Ended June 30, 2016 Compared to Six Months Ended June 30, 2015

We reported net income of \$128.5 million for the six months ended June 30, 2016 (“2016 Period”) compared to \$200.2 million for the six months ended June 30, 2015 (“2015 Period”). This decrease of \$71.7 million was principally due to planned reductions in coal sales and production volumes, lower coal sales prices and lower other sales and operating revenues due to the absence of coal royalty and surface facilities revenues from White Oak, offset in part by reduced operating expenses at various operations and equity in loss of affiliates related to White Oak.

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Lower volumes in the 2016 Period resulted from idling the Onton and Gibson North mines in the fourth quarter of 2015, the planned depletion of reserves at the Elk Creek mine in the 2016 Period and reduced unit shifts at the River View and MC Mining mines in response to current market conditions, partially offset by additional volumes from the Hamilton mine acquired in the White Oak Acquisition.

	Six Months Ended June 30,			
	2016	2015	2016	2015
	(in thousands)		(per ton sold)	
Tons sold	15,420	19,982	N/A	N/A
Tons produced	17,247	20,021	N/A	N/A
Coal sales	\$823,761	\$1,085,027	\$53.42	\$54.30
Operating expenses and outside coal purchases	\$499,802	\$ 709,751	\$32.41	\$35.52

Coal sales. Coal sales decreased \$261.3 million or 24.1% to \$823.8 million for the 2016 Period from \$1.1 billion for the 2015 Period. The decrease was attributable to a volume variance of \$247.7 million resulting from reduced tons sold as discussed above and a price variance of \$13.6 million due to lower average coal sales prices. Average coal sales prices decreased \$0.88 per ton sold in the 2016 Period to \$53.42 compared to \$54.30 per ton sold in the 2015 Period, primarily due to lower average prices at certain mines, particularly at the Tunnel Ridge and MC Mining operations, as a result of challenging market conditions and lower-priced legacy contracts at the Hamilton mine inherited in the White Oak Acquisition.

Operating expenses and outside coal purchases. Operating expenses and outside coal purchases combined decreased 29.6% to \$499.8 million for the 2016 Period from \$709.8 million for the 2015 Period primarily as a result of the previously discussed reductions to coal production volumes, favorable production cost mix and a build in coal inventory at various mines. On a per ton basis, operating expenses and outside coal purchases decreased 8.8% to \$32.41 per ton sold from \$35.52 per ton sold in the 2015 Period, due primarily to the lower-cost production mix and higher productivity from the Tunnel Ridge and Gibson South mines. Operating expenses were impacted by various other factors, the most significant of which are discussed below:

- Labor and benefit expenses per ton produced, excluding workers' compensation, decreased 5.9% to \$11.21 per ton in the 2016 Period from \$11.91 per ton in the 2015 Period. This decrease of \$0.70 per ton was primarily attributable to the increased mix of lower-cost production discussed above, reduced overtime in response to market conditions and lower medical expenses at various mines;
- Material and supplies expenses per ton produced decreased 17.3% to \$9.69 per ton in the 2016 Period from \$11.72 per ton in the 2015 Period. The decrease of \$2.03 per ton produced resulted primarily from the increased mix of lower-cost production discussed above and related decreases of \$0.95 per ton for roof support, \$0.66 per ton for contract labor used in the mining process, \$0.25 per ton for various preparation plant expenses, \$0.23 per ton for certain ventilation expenses and \$0.16 per ton for safety related materials and supplies partially offset by an increase of \$0.33 per ton for equipment rentals primarily due to equipment leases assumed at the Hamilton mine;
- Maintenance expenses per ton produced decreased 20.1% to \$3.14 per ton in the 2016 Period from \$3.93 per ton in the 2015 Period. The decrease of \$0.79 per ton produced was primarily due to production variances at certain mines discussed above;
- Production taxes and royalties expenses incurred as a percentage of coal sales prices and volumes decreased \$0.10 per produced ton sold in the 2016 Period compared to the 2015 Period primarily as a result of lower excise taxes per ton resulting from a favorable state production mix and lower average coal sales prices as discussed above; and

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- Operating expenses also benefited from a \$3.4 million gain in the 2016 Period reflecting a reduction in the estimated value of contingent consideration potentially payable to certain prior owners of the Hamilton mining complex resulting from the Hamilton Acquisition.

Operating expenses and outside coal purchases per ton decreases discussed above were partially offset by the following increases:

- Workers' compensation expenses per ton produced increased to \$0.66 per ton in the 2016 Period from \$0.34 per ton in the 2015 Period. The increase of \$0.32 per ton produced resulted primarily from increased accruals at various operations, a decrease in the discount rate used to calculate the estimated present value of future obligations and reduced favorable changes in claims development in the 2016 Period as compared to the 2015 Period.
- Operating expenses per ton were also impacted by adjustments of \$18.9 million to reduce the carrying value of the ARLP Partnership's coal inventory to market price for the 2016 Period offset by certain inventory cost benefits.

Other sales and operating revenues. Other sales and operating revenues were principally comprised of Mt. Vernon transloading revenues, Matrix Design sales, surface facility services and coal royalty revenues received from White Oak prior to the White Oak Acquisition and other outside services. Other sales and operating revenues decreased to \$16.0 million in the 2016 Period from \$65.0 million in the 2015 Period. The decrease of \$49.0 million was primarily due to the absence of coal royalty and surface facilities revenues from White Oak and lower Matrix Design sales.

Depreciation, depletion and amortization. Depreciation, depletion and amortization expense increased slightly to \$160.0 million for the 2016 Period compared to \$158.1 million for the 2015 Period primarily as a result of the addition of the Hamilton mine partially offset by the impact of idling the Onton and Gibson North mines in the fourth quarter of 2015 and reduced production at the Elk Creek mine.

Interest expense. Interest expense, net of capitalized interest, decreased slightly to \$15.4 million in the 2016 Period from \$16.3 million in the 2015 Period primarily due to the repayment of the ARLP Series A senior notes in June 2015 offset in part by increased borrowings under the ARLP revolving credit facility and interest incurred under capital lease obligations during the 2016 Period. Interest payable under the ARLP senior notes, ARLP term loan, ARLP revolving credit facility and capital lease financings is discussed below under "–Debt Obligations."

Equity in loss of affiliates, net. Equity in loss of affiliates, net for the 2016 Period includes Cavalier Minerals' equity investments in AllDale Minerals. In addition to AllDale Minerals, the 2015 Period also includes the equity investments in White Oak. For the 2016 Period, the ARLP Partnership recognized equity in loss of affiliates of \$64,000 compared to \$31.8 million for the 2015 Period. As discussed above, as a result of the White Oak Acquisition in July 2015, the ARLP Partnership no longer accounts for the Hamilton mine (formerly White Oak) financial results as an equity investment in its condensed consolidated financials but now consolidates Hamilton in its financial results. Thus, the decrease in equity in loss of affiliates, net was primarily due to the absence of White Oak's equity losses in the 2016 Period which reflects the change in consolidation accounting for Hamilton beginning in the third quarter of 2015.

Transportation revenues and expenses. Transportation revenues and expenses were \$12.0 million and \$14.9 million for the 2016 and 2015 Periods, respectively. The decrease of \$2.9 million was primarily attributable to a decrease in average transportation rates in the 2016 Period, partially offset by increased tonnage for which the ARLP Partnership arranges transportation at certain mines. The cost of transportation services are passed through to its customers. Consequently, the ARLP Partnership does not realize any gain or loss on transportation revenues.

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Net income attributable to noncontrolling interests. The noncontrolling interests balance is comprised of non-affiliate and affiliate ownership interests in the net assets of the ARLP Partnership that we consolidate as well as the noncontrolling interest of Cavalier Minerals. The noncontrolling interest designated as affiliate represents SGP's 0.01% general partner interest in ARLP and 0.01% general partner interest in the Intermediate Partnership as well as Bluegrass Minerals Management, LLC's ownership interest in Cavalier Minerals. The noncontrolling interest designated as non-affiliates represents the limited partners' interest in ARLP controlled through the common unit ownership, excluding the 31,088,338 common units of ARLP held by us. The net income attributable to noncontrolling interest was \$52.3 million and \$73.7 million for the 2016 and 2015 Periods, respectively. The decrease in net income attributable to noncontrolling interest is due to the decrease in the consolidated net income of the ARLP Partnership resulting from the changes in revenues and expenses described above and offset in part by a greater proportion of the ARLP Partnership's net income being attributed to its limited partner interests rather than our general partner interest reflecting a decrease in ARLP's managing general partner's priority distribution to us resulting from the ARLP Partnership's lower unit distribution rate of \$0.4375 in each of the quarters in the 2016 Period compared to \$0.6625 and \$0.6750 for each quarter, respectively in the 2015 Period.

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Segment Adjusted EBITDA. Our 2016 Period Segment Adjusted EBITDA decreased \$68.6 million, or 16.8%, to \$340.1 million from the 2015 Period Segment Adjusted EBITDA of \$408.7 million. Segment Adjusted EBITDA, tons sold, coal sales, other sales and operating revenues and Segment Adjusted EBITDA Expense by segment are:

	Six Months Ended		Increase/(Decrease)	
	June 30,			
	2016	2015		
	(in thousands)			
Segment Adjusted EBITDA				
Illinois Basin	\$ 250,052	\$ 298,297	\$ (48,245)	(16.2)%
Appalachia	86,492	101,380	(14,888)	(14.7)%
Other and Corporate	9,395	15,269	(5,874)	(38.5)%
Elimination	(5,827)	(6,239)	412	6.6%
Total Segment Adjusted EBITDA (1)	<u>\$ 340,112</u>	<u>\$ 408,707</u>	<u>\$ (68,595)</u>	(16.8)%
Tons sold				
Illinois Basin	11,039	14,858	(3,819)	(25.7)%
Appalachia	4,381	5,116	(735)	(14.4)%
Other and Corporate	655	1,698	(1,043)	(61.4)%
Elimination	(655)	(1,690)	1,035	61.2%
Total tons sold	<u>15,420</u>	<u>19,982</u>	<u>(4,562)</u>	(22.8)%
Coal sales				
Illinois Basin	\$ 567,964	\$ 770,066	\$ (202,102)	(26.2)%
Appalachia	250,962	308,268	(57,306)	(18.6)%
Other and Corporate	30,822	79,350	(48,528)	(61.2)%
Elimination	(25,987)	(72,657)	46,670	64.2%
Total coal sales	<u>\$ 823,761</u>	<u>\$ 1,085,027</u>	<u>\$ (261,266)</u>	(24.1)%
Other sales and operating revenues				
Illinois Basin	\$ 7,342	\$ 38,042	\$ (30,700)	(80.7)%
Appalachia	1,972	9,671	(7,699)	(79.6)%
Other and Corporate	15,548	26,988	(11,440)	(42.4)%
Elimination	(8,897)	(9,737)	840	8.6%
Total other sales and operating revenues	<u>\$ 15,965</u>	<u>\$ 64,964</u>	<u>\$ (48,999)</u>	(75.4)%
Segment Adjusted EBITDA Expense				
Illinois Basin	\$ 325,254	\$ 478,433	\$ (153,179)	(32.0)%
Appalachia	166,442	216,559	(50,117)	(23.1)%
Other and Corporate	36,911	90,620	(53,709)	(59.3)%
Elimination	(29,057)	(76,156)	47,099	61.8%
Total Segment Adjusted EBITDA Expense (1)	<u>\$ 499,550</u>	<u>\$ 709,456</u>	<u>\$ (209,906)</u>	(29.6)%

(1) For a definition of Segment Adjusted EBITDA and Segment Adjusted EBITDA Expense and related reconciliations to comparable GAAP financial measures, please see below under “—Reconciliation of non-GAAP “Segment Adjusted EBITDA” to GAAP “net income” and reconciliation of non-GAAP “Segment Adjusted EBITDA Expense” to GAAP “Operating Expenses.”

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Illinois Basin – Segment Adjusted EBITDA decreased 16.2% to \$250.1 million in the 2016 Period from \$298.3 million in the 2015 Period. The decrease of \$48.2 million was primarily attributable to reduced sales and production volumes as well as the absence of coal royalty and surface facilities revenues from White Oak in the 2016 Period, partially offset by payments of \$6.5 million in lieu of shipments received from customers in the 2016 Period, reduced operating expenses and the absence of losses in the 2016 Period related to the ARLP Partnership’s equity ownership in White Oak prior to the White Oak Acquisition. Coal sales decreased 26.2% to \$568.0 million compared to \$770.1 million in the 2015 Period. The decrease of \$202.1 million primarily reflects the previously discussed reduction of coal sales and production volumes at the Onton, Gibson North, Elk Creek and River View mines, partially offset by additional volumes from the Hamilton mine, which the ARLP Partnership acquired in July 2015. Also impacting the 2016 Period were lower average coal sales prices which decreased 0.7% to \$51.45 per ton sold compared to \$51.83 per ton sold in the 2015 Period as a result of challenging market conditions and lower-priced legacy contracts at the Hamilton mine inherited in the White Oak Acquisition. Segment Adjusted EBITDA Expense decreased 32.0% to \$325.3 million in the 2016 Period from \$478.4 million in the 2015 Period due to reduced production as discussed above and a build in coal inventory at various mines. Segment Adjusted EBITDA Expense per ton decreased \$2.74 per ton sold to \$29.46 in the 2016 Period from \$32.20 per ton sold in the 2015 Period, primarily as a result of a favorable production cost mix in the 2016 Period due to reducing production from higher-cost per ton operations, improved recoveries at the Gibson South and Warrior mines and the addition of lower-cost longwall production from the Hamilton mine, as well as certain cost decreases described above under “–Operating expenses and outside coal purchases.”

Appalachia – Segment Adjusted EBITDA decreased 14.7% to \$86.5 million for the 2016 Period from \$101.4 million in the 2015 Period. The decrease of \$14.9 million was primarily attributable to lower tons sold, which decreased 14.4% to 4.4 million tons sold in the 2016 Period, lower average coal sales prices of \$57.28 per ton sold during the 2016 Period compared to \$60.26 per ton sold in the 2015 Period and the receipt in the 2015 Period of certain customer payments in lieu of shipments. Coal sales decreased 18.6% to \$251.0 million in the 2016 Period compared to \$308.3 million in the 2015 Period. The decrease of \$57.3 million was primarily due to lower average coal sales prices at the MC Mining and Tunnel Ridge mines and reduced sales volumes across the region. Segment Adjusted EBITDA Expense decreased 23.1% to \$166.4 million in the 2016 Period from \$216.6 million in the 2015 Period, primarily due to reduced sales volumes and a favorable production cost mix. Segment Adjusted EBITDA Expense per ton decreased \$4.34 per ton sold to \$37.99 compared to \$42.33 per ton sold in the 2015 Period, due to increased production volumes at the Tunnel Ridge mine resulting from improved productivity and fewer longwall move days, lower selling expenses and inventory charges at the Tunnel Ridge and MC Mining mines as well as certain other cost decreases described above under “–Operating expenses and outside coal purchases,” offset in part by lower recoveries across the region.

Other and Corporate – In the 2016 Period, Segment Adjusted EBITDA decreased \$5.9 million and coal sales and other sales and operating revenues decreased \$60.0 million compared to the 2015 Period. Segment Adjusted EBITDA Expense decreased to \$36.9 million for the 2016 Period compared to \$90.6 million for the 2015 Period. These decreases primarily resulted from decreased safety equipment sales by Matrix Design, reduced transloading activity at our Mt.Vernon facility and reduced intercompany coal brokerage activity.

Elimination – Segment Adjusted EBITDA Expense eliminations decreased in the 2016 Period to \$29.1 million from \$76.2 million in the 2015 Period and coal sales eliminations decreased to \$26.0 million from \$72.7 million, respectively, reflecting reduced intercompany coal brokerage activity.

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Reconciliation of non-GAAP “Segment Adjusted EBITDA” to GAAP “net income” and reconciliation of non-GAAP “Segment Adjusted EBITDA Expense” to GAAP “Operating Expenses”

Segment Adjusted EBITDA (a non-GAAP financial measure) is defined as net income (prior to the allocation of noncontrolling interest) before net interest expense, income taxes, depreciation, depletion and amortization and general and administrative expenses. Segment Adjusted EBITDA is a key component of consolidated EBITDA, which is used as a supplemental financial measure by management and by external users of our financial statements such as investors, commercial banks, research analysts and others. We believe that the presentation of EBITDA provides useful information to investors regarding our performance and results of operations because EBITDA, when used in conjunction with related GAAP financial measures, (i) provides additional information about our core operating performance and ability to generate and distribute cash flow, (ii) provides investors with the financial analytical framework upon which we base financial, operational, compensation and planning decisions and (iii) presents a measurement that investors, rating agencies and debt holders have indicated is useful in assessing us and our results of operations.

Segment Adjusted EBITDA is also used as a supplemental financial measure by our management for reasons similar to those stated in the previous explanation of EBITDA. In addition, the exclusion of corporate general and administrative expenses from consolidated Segment Adjusted EBITDA allows management to focus solely on the evaluation of segment operating profitability as it relates to our revenues and operating expenses, which are primarily controlled by our segments.

The following is a reconciliation of consolidated Segment Adjusted EBITDA to net income, the most comparable GAAP financial measure:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
	(in thousands)			
Segment Adjusted EBITDA	\$ 187,184	\$ 199,807	\$ 340,112	\$ 408,707
General and administrative	(18,635)	(18,040)	(36,188)	(35,303)
Depreciation, depletion and amortization	(79,145)	(79,801)	(160,028)	(158,069)
Interest expense, net	(7,766)	(7,701)	(15,377)	(15,138)
Income tax expense (benefit)	(6)	(8)	2	(6)
Net income	<u>\$ 81,632</u>	<u>\$ 94,257</u>	<u>\$ 128,521</u>	<u>\$ 200,191</u>

Segment Adjusted EBITDA Expense (a non-GAAP financial measure) includes operating expenses, outside coal purchases and other income. Transportation expenses are excluded as these expenses are passed through to our customers and, consequently, the ARLP Partnership does not realize any gain or loss on transportation revenues. Segment Adjusted EBITDA Expense is used as a supplemental financial measure by our management to assess the operating performance of our segments. Segment Adjusted EBITDA Expense is a key component of Segment Adjusted EBITDA in addition to coal sales and other sales and operating revenues. The exclusion of corporate general and administrative expenses from Segment Adjusted EBITDA Expense allows management to focus solely on the evaluation of segment operating performance as it primarily relates to our operating expenses. Outside coal purchases are included in Segment Adjusted EBITDA Expense because tons sold and coal sales include sales from outside coal purchases.

The following is a reconciliation of consolidated Segment Adjusted EBITDA Expense to operating expense, the most comparable GAAP financial measure:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
	(in thousands)			
Segment Adjusted EBITDA Expense	\$ 246,338	\$ 374,890	\$ 499,550	\$ 709,456
Outside coal purchases	-	(2)	-	(324)
Other income	161	177	252	295
Operating expenses (excluding depreciation, depletion and amortization)	<u>\$ 246,499</u>	<u>\$ 375,065</u>	<u>\$ 499,802</u>	<u>\$ 709,427</u>

Liquidity and Capital Resources

Liquidity

Our only cash generating assets are limited partnership and general partnership interests in the ARLP Partnership, including incentive distribution rights, from which we receive quarterly distributions. We rely on distributions from the ARLP Partnership to fund our cash requirements.

The ARLP Partnership has historically satisfied its working capital requirements and funded its capital expenditures, equity investments and debt service obligations with cash generated from operations, cash provided by the issuance of debt or equity, borrowings under credit and securitization facilities and sale-leaseback transactions. The ARLP Partnership believes that existing cash balances, future cash flows from operations, borrowings under credit facilities, sale-leaseback transactions and cash provided from the issuance of debt or equity will be sufficient to meet its working capital requirements, capital expenditures and additional equity investments, debt payments, commitments and distribution payments. Nevertheless, the ARLP Partnership's ability to satisfy its working capital requirements, to fund planned capital expenditures and equity investments, to service its debt obligations or to pay distributions will depend upon its future operating performance and access to and cost of financing sources, which will be affected by prevailing economic conditions generally and in the coal industry specifically, as well as other financial and business factors, some of which are beyond the ARLP Partnership's control. Based on the ARLP Partnership's recent operating results, current cash position, current unitholder distributions, anticipated future cash flows and sources of financing that the ARLP Partnership expects to have available, it does not anticipate any constraints to its liquidity at this time. However, to the extent operating cash flow or access to and cost of financing sources are materially different than expected, future liquidity may be adversely affected. Please read "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015.

Cash Flows

Cash provided by operating activities was \$210.8 million for the 2016 Period compared to \$337.7 million for the 2015 Period. The decrease in cash provided by operating activities was primarily due to a decrease in net income as adjusted for non-cash items for the 2016 Period, a greater increase in trade receivables during the 2016 Period compared to the 2015 Period and increased growth in coal inventories during the 2016 Period, offset in part by a greater decrease in payroll and related benefits accruals during the 2015 Period compared to the 2016 Period.

Net cash used in investing activities was \$91.0 million for the 2016 Period compared to \$177.6 million for the 2015 Period. The decrease in cash used in investing activities was primarily attributable to lower capital expenditures for mine infrastructure and equipment at various mines and the absence of acquisition activity in the 2016 Period. Reduced capital expenditures for mining equipment reflects in part deployment efforts for used mining equipment acquired through acquisitions in 2015 and continued re-deployment of equipment from the ARLP Partnership's recently idled mines previously discussed.

Net cash used in financing activities was \$103.1 million for the 2016 Period compared to \$140.8 million for the 2015 Period. The decrease in cash used in financing activities was primarily attributable to repayment of the ARLP Series A Senior Notes in the 2015 Period, a decrease in payments under the ARLP revolving credit facility during the 2016 Period, proceeds received from sale-leaseback transactions in the 2016 Period, an increase in borrowings under the ARLP securitization facility and reduced distributions paid to partners in the 2016 Period, partially offset by an increase in payments under the ARLP securitization facility and ARLP term loan during the 2016 Period and reduced borrowings under the ARLP revolving credit facility during the 2016 Period.

Capital Expenditures

Capital expenditures decreased to \$48.6 million in the 2016 Period from \$107.8 million in the 2015 Period for reasons discussed above.

The ARLP Partnership's anticipated total capital expenditures for the year ending December 31, 2016 are estimated in a range of \$100.0 million to \$110.0 million, which includes expenditures for infrastructure projects and maintenance capital at various mines. In addition to these capital expenditures, the ARLP Partnership anticipates funding in 2016 investments of approximately \$80.0 million to \$85.0 million related to its commitment to acquire oil and gas mineral interests. Management anticipates funding remaining 2016 capital requirements with cash and cash equivalents (\$50.4 million as of June 30, 2016), cash flows from operations, borrowings under revolving credit and securitization facilities and cash provided from the issuance of debt or equity. The ARLP Partnership will continue to have significant capital requirements over the long-term, which may require it to incur debt or seek additional equity capital. The availability and cost of additional capital will depend upon prevailing market conditions, the market price of ARLP common units and several other factors over which the ARLP Partnership has limited control, as well as its financial condition and results of operations.

Debt Obligations

ARLP Credit Facility. On May 23, 2012, the Intermediate Partnership entered into a credit agreement (the "Credit Agreement") with various financial institutions for a revolving credit facility (the "ARLP Revolving Credit Facility") of \$700.0 million and a term loan (the "ARLP Term Loan") in the aggregate principal amount of \$250.0 million (collectively, the ARLP Revolving Credit Facility and ARLP Term Loan are referred to as the "ARLP Credit Facility"). Borrowings under the Credit Agreement bear interest at a Base Rate or Eurodollar Rate, at the ARLP Partnership's election, plus an applicable margin that fluctuates depending upon the ratio of Consolidated Debt to Consolidated Cash Flow (each as defined in the Credit Agreement). The ARLP Partnership has elected a Eurodollar Rate which, with applicable margin, was 2.12% on borrowings outstanding as of June 30, 2016. The ARLP Credit Facility matures on May 23, 2017, at which time all amounts then outstanding are required to be repaid. The ARLP Partnership's management is currently finalizing plans to extend the ARLP Revolving Credit Facility, the cost and availability of which could be impacted by weakness in the energy sector in general and coal in particular. Interest is payable quarterly, with principal of the ARLP Term Loan due as follows: for each quarter commencing June 30, 2014 and ending March 31, 2016, quarterly principal payments in an amount per quarter equal to 2.50% of the aggregate amount of the ARLP Term Loan advances outstanding; for each quarter beginning June 30, 2016 through December 31, 2016, 20% of the aggregate amount of the ARLP Term Loan advances outstanding; and the remaining balance of the ARLP Term Loan advances at maturity. In June 2014, the ARLP Partnership began making quarterly principal payments on the ARLP Term Loan, leaving a balance of \$150.0 million at June 30, 2016. The ARLP Partnership has the option to prepay the ARLP Term Loan at any time in whole or in part subject to terms and conditions described in the Credit Agreement. Upon a "change of control" (as defined in the Credit Agreement), the unpaid principal amount of the ARLP Credit Facility, all interest thereon and all other amounts payable under the Credit Agreement would become due and payable. On October 16, 2015 the ARLP Revolving Credit Facility was amended to increase the baskets for permitted other unsecured debt and capital lease obligations and for annual sale-leaseback arrangements.

At June 30, 2016, the ARLP Partnership had borrowings of \$450.0 million and \$5.9 million of letters of credit outstanding with \$244.1 million available for borrowing under the ARLP Revolving Credit Facility. The ARLP Partnership utilizes the ARLP Revolving Credit Facility, as appropriate, for working capital requirements, capital expenditures and investments in affiliates. The ARLP Partnership incurs an annual commitment fee of 0.25% on the undrawn portion of the ARLP Revolving Credit Facility.

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ARLP Series B Senior Notes. On June 26, 2008, the ARLP Partnership issued under the 2008 Note Purchase Agreement \$145.0 million of Series B senior notes (“ARLP Series B Notes”), which bear interest at 6.72% and mature on June 26, 2018 with interest payable semi-annually.

The ARLP Series B Notes and the ARLP Credit Facility described above (collectively, “ARLP Debt Arrangements”) are guaranteed by all of the material direct and indirect subsidiaries of the Intermediate Partnership. The ARLP Debt Arrangements contain various covenants affecting the Intermediate Partnership and its subsidiaries restricting, among other things, the amount of distributions by the Intermediate Partnership, incurrence of additional indebtedness and liens, sale of assets, investments, mergers and consolidations and transactions with affiliates, in each case subject to various exceptions. The ARLP Debt Arrangements also require the Intermediate Partnership to remain in control of a certain amount of mineable coal reserves relative to its annual production. In addition, the ARLP Debt Arrangements require the Intermediate Partnership to maintain (a) debt to cash flow ratio of not more than 3.0 to 1.0 and (b) cash flow to interest expense ratio of not less than 3.0 to 1.0, in each case, during the four most recently ended fiscal quarters. The debt to cash flow ratio and cash flow to interest expense ratio were 1.37 to 1.0 and 22.7 to 1.0, respectively, for the trailing twelve months ended June 30, 2016. The ARLP Partnership was in compliance with the covenants of the ARLP Debt Arrangements as of June 30, 2016.

ARLP Accounts Receivable Securitization. On December 5, 2014, certain direct and indirect wholly owned subsidiaries of the Intermediate Partnership entered into a \$100.0 million accounts receivable securitization facility (“ARLP Securitization Facility”) providing additional liquidity and funding. Under the ARLP Securitization Facility, certain subsidiaries sell trade receivables on an ongoing basis to the Intermediate Partnership, which then sells the trade receivables to AROP Funding, a wholly owned bankruptcy-remote special purpose subsidiary of the Intermediate Partnership, which in turn borrows on a revolving basis up to \$100.0 million secured by the trade receivables. After the sale, Alliance Coal, as servicer of the assets, collects the receivables on behalf of AROP Funding. It was renewed in December 2015 and matures in December 2016. On February 24, 2016 the facility was amended to include additional subsidiaries as sellers of trade receivables, thereby increasing availability under the facility. At June 30, 2016, the ARLP Partnership had \$87.5 million outstanding under the ARLP Securitization Facility.

Cavalier Credit Agreement. On October 6, 2015, Cavalier Minerals entered into a credit agreement (the “Cavalier Credit Agreement”) with Mineral Lending, LLC (“Mineral Lending”) for a \$100.0 million line of credit (the “Cavalier Credit Facility”). There is no commitment fee under the facility. Borrowings under the Cavalier Credit Facility bear interest at a one month LIBOR rate plus 6% with interest payable quarterly. Repayment of the principal balance will begin following the first fiscal quarter after the earlier of the date on which the aggregate amount borrowed exceeds \$90.0 million or December 31, 2017, in quarterly payments of an amount equal to the greater of \$1.3 million initially, escalated to \$2.5 million after two years, or 50% of Cavalier Minerals’ excess cash flow. The Cavalier Credit Facility matures September 30, 2024, at which time all amounts then outstanding are required to be repaid. To secure payment of the facility, Cavalier Minerals pledged all of its partnership interests, then owned or later acquired, in AllDale Minerals. Cavalier Minerals may prepay the Cavalier Credit Facility at any time in whole or in part subject to terms and conditions described in the Cavalier Credit Agreement. As of June 30, 2016, Cavalier Minerals’ had not drawn on the Cavalier Credit Facility.

Equipment Financing Agreements. On October 29, 2015, the ARLP Partnership entered into a sale-leaseback transaction for certain mining equipment and received \$100.0 million in proceeds. The lease agreement for the equipment has a four-year term with an initial monthly rent of \$1.9 million. A balloon payment equal to 20% of the equipment cost is due at the end of the lease term. On June 29, 2016, the ARLP Partnership entered into additional sale-leaseback transactions for certain mining equipment and received \$33.9 million in proceeds. The lease agreements have terms ranging from three to four years with initial monthly rentals totaling \$0.7 million. Balloon payments equal to 20% of the equipment cost under lease are due at the end of each lease term.

Other. In addition to the letters of credit available under the ARLP Credit Facility discussed above, the ARLP Partnership also has agreements with two banks to provide additional letters of credit in an aggregate amount of \$31.1 million to maintain surety bonds to secure certain asset retirement obligations and its obligations for workers' compensation benefits. At June 30, 2016, the ARLP Partnership had \$30.7 million in letters of credit outstanding under agreements with these two banks.

Related-Party Transactions

The ARLP Partnership has continuing related-party transactions with us, SGP and our respective affiliates. These related-party transactions relate principally to the provision of administrative services to us and Alliance Resource Holdings II, Inc. and our respective affiliates, mineral and equipment leases with SGP and its affiliates, and agreements relating to the use of aircraft. The ARLP Partnership has also had transactions with WKY CoalPlay, LLC ("WKY CoalPlay") regarding three mineral leases and Bluegrass Minerals Management, LLC ("Bluegrass Minerals") and, through Cavalier Minerals, AllDale Minerals to support the acquisition of oil and gas mineral interests. For more information regarding WKY CoalPlay, AllDale Minerals and Bluegrass Minerals, please read "Item 1. Financial Statements (Unaudited) – Note 8. Variable Interest Entities" and "– Note 9. Equity Investment" of this Quarterly Report on Form 10-Q. Please read our Annual Report on Form 10-K for the year ended December 31, 2015, "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Related-Party Transactions" for additional information concerning related-party transactions.

New Accounting Standards

See "Item 1. Financial Statements (Unaudited) – Note 2. New Accounting Standards" of this Quarterly Report on Form 10-Q for a discussion of new accounting standards.

Other Information

White Oak IRS Notice

The ARLP Partnership received notice that the Internal Revenue Service issued White Oak Resources LLC a "Notice of Beginning of Administrative Proceeding" in conjunction with an audit of the income tax return of White Oak for the tax year ended December 31, 2011.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our ownership interests, results of operations and cash flows principally reflect those of the ARLP Partnership. As such, our discussions of market risk reflect those risks as they apply to the ARLP Partnership.

Commodity Price Risk

The ARLP Partnership has significant long-term coal supply agreements. Virtually all of the long-term coal supply agreements are subject to price adjustment provisions, which permit an increase or decrease periodically in the contract price to principally reflect changes in specified price indices or items such as taxes, royalties or actual production costs resulting from regulatory changes.

The ARLP Partnership has exposure to price risk for items that are used directly or indirectly in the normal course of coal production such as steel, electricity and other supplies. The ARLP Partnership manages its risk for these items through strategic sourcing contracts for normal quantities required by its operations. The ARLP Partnership does not utilize any commodity price-hedges or other derivatives related to these risks.

Credit Risk

Most of the ARLP Partnership's sales tonnage is consumed by electric utilities. Therefore, the ARLP Partnership's credit risk is primarily with domestic electric power generators. The ARLP Partnership's policy is to independently evaluate the creditworthiness of each customer prior to entering into transactions and to constantly monitor outstanding accounts receivable against established credit limits. When deemed appropriate by the ARLP Partnership's credit management department, it will take steps to reduce its credit exposure to customers that do not meet its credit standards or whose credit has deteriorated. These steps may include obtaining letters of credit or cash collateral, requiring prepayment for shipments or establishing customer trust accounts held for the ARLP Partnership's benefit in the event of a failure to pay.

Exchange Rate Risk

Almost all of the ARLP Partnership's transactions are denominated in U.S. Dollars, and as a result, it does not have material exposure to currency exchange-rate risks.

Interest Rate Risk

Borrowings under the ARLP Revolving Credit Facility, ARLP Securitization Facility and Cavalier Credit Agreement are at variable rates and, as a result, the ARLP Partnership has interest rate exposure. Historically, the ARLP Partnership's earnings have not been materially affected by changes in interest rates. The ARLP Partnership does not utilize any interest rate derivative instruments related to its outstanding debt. The ARLP Partnership had \$450.0 million in borrowings under the ARLP Revolving Credit Facility, \$150.0 million outstanding under the ARLP Term Loan and \$87.5 million in borrowings under the ARLP Securitization Facility at June 30, 2016. The ARLP Partnership's management is currently finalizing plans to extend the ARLP Revolving Credit Facility, which will likely result in a modest increase in the cost of borrowing. A one percentage point increase in the interest rates related to the ARLP Revolving Credit Facility, ARLP Term Loan and ARLP Securitization Facility would result in an annualized increase in 2016 interest expense of \$6.9 million, based on interest rate and borrowing levels at June 30, 2016. With respect to the ARLP Partnership's fixed-rate borrowings, a one percentage point increase in interest rates would result in a decrease of approximately \$2.8 million in the estimated fair value of these borrowings.

As of June 30, 2016, the estimated fair value of the ARLP Debt Arrangements was approximately \$844.6 million. The fair values of long-term debt are estimated using discounted cash flow analyses, based upon the ARLP Partnership's current incremental borrowing rates for similar types of borrowing arrangements as of June 30, 2016. There were no other changes in our quantitative and qualitative disclosures about market risk as set forth in our Annual Report on Form 10-K for the year ended December 31, 2015.

ITEM 4. CONTROLS AND PROCEDURES

We maintain controls and procedures designed to provide reasonable assurance that information required to be disclosed in the reports we file with the Securities and Exchange Commission ("SEC") is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we have evaluated, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) of the Exchange Act) as of June 30, 2016. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that these controls and procedures are effective as of June 30, 2016.

During the quarterly period ended June 30, 2016, other than changes that have resulted from the ARLP Partnership's purchase of the remaining equity of White Oak Resources LLC ("White Oak") as described below, there have not been any changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) identified in connection with this evaluation that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

On July 31, 2015 (the "Hamilton Acquisition Date") the ARLP Partnership's subsidiary, Hamilton County Coal, LLC ("Hamilton"), acquired the remaining Series A and B Units, representing 60% of the voting interests in White Oak. As of the Hamilton Acquisition Date, the ARLP Partnership owned 100% of the equity interests in White Oak and assumed operating control of White Oak Mine No. 1 (now known as Hamilton Mine No. 1) and began accounting for White Oak on a consolidated basis. The ARLP Partnership has completed its evaluation of the business, internal controls and processes of Hamilton and has made various changes to their operating and organizational structures based on its business plan. The ARLP Partnership has implemented its internal control structure over the acquired business beginning on July 1, 2016.

FORWARD-LOOKING STATEMENTS

Certain statements and information in this Quarterly Report on Form 10-Q may constitute “forward-looking statements.” These statements are based on our beliefs as well as assumptions made by, and information currently available to, us. When used in this document, the words “anticipate,” “believe,” “continue,” “estimate,” “expect,” “forecast,” “may,” “project,” “will,” and similar expressions identify forward-looking statements. Without limiting the foregoing, all statements relating to our future outlook, anticipated capital expenditures, future cash flows and borrowings and sources of funding are forward-looking statements. These statements reflect our current views with respect to future events and are subject to numerous assumptions that we believe are reasonable, but are open to a wide range of uncertainties and business risks, and actual results may differ materially from those discussed in these statements. Among the factors that could cause actual results to differ from those in the forward-looking statements are:

- changes in coal prices, which could affect the ARLP Partnership’s operating results and cash flows;
- changes in competition in coal markets and the ARLP Partnership’s ability to respond to such changes;
- legislation, regulations, and court decisions and interpretations thereof, including those relating to the environment and the release of greenhouse gasses, mining, miner health and safety and health care;
- deregulation of the electric utility industry or the effects of any adverse change in the coal industry, electric utility industry, or general economic conditions;
- risks associated with the expansion of the ARLP Partnership’s operations and properties;
- dependence on significant customer contracts, including renewing existing contracts upon expiration;
- adjustments made in price, volume or terms to existing coal supply agreements;
- changing global economic conditions or in industries in which the ARLP Partnership’s customers operate;
- liquidity constraints, including those resulting from any future unavailability of financing;
- customer bankruptcies, cancellations or breaches to existing contracts, or other failures to perform;
- customer delays, failure to take coal under contracts or defaults in making payments;
- fluctuations in coal demand, prices and availability;
- continuation or worsening of depressed oil and gas prices adversely affecting the ARLP Partnership’s investments in oil and gas mineral interests through Cavalier Minerals;
- the ARLP Partnership’s productivity levels and margins earned on its coal sales;
- the coal industry’s share of electricity generation, including as a result of environmental concerns related to coal mining and combustion and the cost and perceived benefits of other sources of electricity, such as natural gas, nuclear energy and renewable fuels;
- changes in raw material costs;
- changes in the availability of skilled labor;
- the ARLP Partnership’s ability to maintain satisfactory relations with its employees;
- increases in labor costs including costs of health insurance and taxes resulting from the Affordable Care Act, adverse changes in work rules, or cash payments or projections associated with post-mine reclamation and workers’ compensation claims;
- increases in transportation costs and risk of transportation delays or interruptions;
- operational interruptions due to geologic, permitting, labor, weather-related or other factors;
- risks associated with major mine-related accidents, such as mine fires, or interruptions;
- results of litigation, including claims not yet asserted;
- difficulty maintaining the ARLP Partnership’s surety bonds for mine reclamation as well as workers’ compensation and black lung benefits;

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- difficulty in making accurate assumptions and projections regarding pension, black lung benefits and other post-retirement benefit liabilities;
- uncertainties in estimating and replacing the ARLP Partnership's coal reserves;
- a loss or reduction of benefits from certain tax deductions and credits;
- difficulty obtaining commercial property insurance, and risks associated with the ARLP Partnership's participation (excluding any applicable deductible) in the commercial insurance property program;
- difficulty in making accurate assumptions and projections regarding future revenues and costs associated with equity investments in companies the ARLP Partnership does not control; and
- other factors, including those discussed in "Item 1A. Risk Factors" and "Item 3. Legal Proceedings."

If one or more of these or other risks or uncertainties materialize, or should underlying assumptions prove incorrect, our actual results may differ materially from those described in any forward-looking statement. When considering forward-looking statements, you should also keep in mind the risks described in "Risk Factors" below. These risks could also cause our actual results to differ materially from those contained in any forward-looking statement. We disclaim any obligation to update the above list or to announce publicly the result of any revisions to any of the forward-looking statements to reflect future events or developments.

You should consider the information above when reading or considering any forward-looking statements contained in:

- this Quarterly Report on Form 10-Q;
- other reports filed by us with the SEC;
- our press releases;
- our website <http://www.ahgp.com>; and
- written or oral statements made by us or any of our officers or other authorized persons acting on our behalf.

PART II
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information in Note 3. Contingencies to the Unaudited Condensed Consolidated Financial Statements included in “Part I. Item 1. Financial Statements (Unaudited)” of this Quarterly Report on Form 10-Q herein is hereby incorporated by reference. See also “Item 3. Legal Proceedings” of our Annual Report on Form 10-K for the year ended December 31, 2015.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Part I, Item 1A “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2015 which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K and this Quarterly Report on Form 10-Q are not our only risks. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial based on current knowledge and factual circumstances, if such knowledge or facts change, also may materially adversely affect our business, financial condition and/or operating results in the future. We do not believe there have been any material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17 CFR 229.104) is included in Exhibit 95.1 to this Quarterly Report on Form 10-Q.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description	Form	Incorporated by Reference			Filed Herewith*
			SEC File No. and Film No.	Exhibit	Filing Date	
3.1	Amended and Restated Agreement of Limited Partnership of Alliance Holdings GP, L.P., dated as of May 15, 2006	8-K	000-51952 06849300	3.1	05/17/2006	
3.2	Amended and Restated Limited Liability Company Agreement of Alliance GP, LLC	8-K	000-51952 06849300	3.2	05/17/2006	
3.3	Certificate of Limited Partnership of Alliance Holdings GP, L.P.	S-1	333-129883 051220816	3.1	11/22/2005	
3.4	Certificate of Formation of Alliance GP, LLC	S-1	333-129883 051220816	3.3	11/22/2005	
3.5 ⁽¹⁾	Second Amended and Restated Agreement of Limited Partnership of Alliance Resource Partners, L.P.	8-K	000-26823 051159681	3.1	10/27/2005	
3.6 ⁽¹⁾	Amended and Restated Agreement of Limited Partnership of Alliance Resource Operating Partners, L.P.	10-K	000-26823 583595	3.2	03/29/2000	
3.7 ⁽¹⁾	Certificate of Limited Partnership of Alliance Resource Partners, L.P.	S-1	333-78845 99630855	3.6	05/20/1999	
3.8 ⁽¹⁾	Certificate of Limited Partnership of Alliance Resource Operating Partners, L.P.	S-1/A	333-78845 99669102	3.8	07/23/1999	
3.9 ⁽¹⁾	Certificate of Formation of Alliance Resource Management GP, LLC	S-1/A	333-78845 99669102	3.7	07/23/1999	
3.10 ⁽¹⁾	Amended and Restated Operating Agreement of Alliance Resource Management GP, LLC	S-3	333-85282 02596627	3.4	04/01/2002	
3.11 ⁽¹⁾	Amendment No. 1 to Amended and Restated Operating Agreement of Alliance Resource Management GP, LLC	S-3	333-85282 02596627	3.5	04/01/2002	
3.12 ⁽¹⁾	Amendment No. 2 to Amended and Restated Operating Agreement of Alliance Resource Management GP, LLC	S-3	333-85282 02596627	3.6	04/01/2002	
3.13 ⁽¹⁾	Amendment No. 2 to Second Amended and Restated Agreement of Limited Partnership of Alliance Resource Partners, L.P. dated October 25, 2007.	10-K	000-26823 08654096	3.10	02/29/2008	
3.14	Amendment No. 1 to Amended and Restated Agreement of Limited Partnership of Alliance Holdings GP, L.P.	10-K	000-51952 08673302	3.14	03/07/2008	
31.1	Certification of Joseph W. Craft, III, President and Chief Executive Officer of Alliance GP, LLC, the general partner of Alliance Holdings GP, L.P., dated August 5, 2016, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					<input checked="" type="checkbox"/>

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Exhibit Number	Exhibit Description	Incorporated by Reference				
		Form	SEC File No. and Film No.	Exhibit	Filing Date	Filed Herewith*
31.2	Certification of Brian L. Cantrell, Senior Vice President and Chief Financial Officer of Alliance GP, LLC, the general partner of Alliance Holdings GP, L.P., dated August 5, 2016, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					<input checked="" type="checkbox"/>
32.1	Certification of Joseph W. Craft III, President and Chief Executive Officer of Alliance GP, LLC, the general partner of Alliance Holdings GP, L.P., dated August 5, 2016, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					<input checked="" type="checkbox"/>
32.2	Certification of Brian L. Cantrell, Senior Vice President and Chief Financial Officer of Alliance GP, LLC, the general partner of Alliance Holdings GP, L.P., dated August 5, 2016, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					<input checked="" type="checkbox"/>
95.1	Federal Mine Safety and Health Act Information					<input checked="" type="checkbox"/>
101	Interactive Data File (Form 10-Q for the quarter ended June 30, 2016 filed in XBRL).					<input checked="" type="checkbox"/>
*	Or furnished, in the case of Exhibits 32.1 and 32.2.					

(1) Denotes Alliance Resource Partners, L.P. filings.

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 thereunto duly authorized, in Tulsa, Oklahoma, on August 5, 2016.

ALLIANCE HOLDINGS GP, L.P.

By: Alliance GP, LLC
its general partner

/s/ Joseph W. Craft, III
Joseph W. Craft, III
*President, Chief Executive Officer
and Director, duly authorized to sign
on behalf of the registrant*

/s/ Brian L. Cantrell
Brian L. Cantrell
*Senior Vice President and
Chief Financial Officer*

CERTIFICATION

I, Joseph W. Craft III certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Alliance Holdings GP, L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusion about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the quarterly period ended June 30, 2016 that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2016

/s/ Joseph W. Craft III

Joseph W. Craft III

President, Chief Executive

Officer and Director

CERTIFICATION

I, Brian L. Cantrell, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Alliance Holdings GP, L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusion about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the quarterly period ended June 30, 2016 that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2016

/s/ Brian L. Cantrell

Brian L. Cantrell

Senior Vice President and

Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Alliance Holdings GP, L.P. (the "Partnership") on Form 10-Q for the three and six months ended June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph W. Craft III, President and Chief Executive Officer of Alliance GP, LLC, the general partner of the Partnership, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Partnership.

By: /s/ Joseph W. Craft III
Joseph W. Craft III
President and Chief Executive Officer
of Alliance GP, LLC
(the general partner of Alliance Holdings GP, L.P.)

Date: August 5, 2016

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate document. A signed original of this written statement required by Section 906 has been provided to the Partnership and will be retained by the Partnership and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Alliance Holdings GP, L.P. (the "Partnership") on Form 10-Q for the three and six months ended June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brian L. Cantrell, Senior Vice President and Chief Financial Officer of Alliance GP, LLC, the general partner of the Partnership, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Partnership.

By: /s/ Brian L. Cantrell
Brian L. Cantrell
*Senior Vice President and
Chief Financial Officer
of Alliance GP, LLC
(the general partner of Alliance Holdings GP, L.P.)*

Date: August 5, 2016

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate document. A signed original of this written statement required by Section 906 has been provided to the Partnership and will be retained by the Partnership and furnished to the Securities and Exchange Commission or its staff upon request.

Federal Mine Safety and Health Act Information

The ARLP Partnership's mining operations are subject to extensive and stringent compliance standards established pursuant to the Federal Mine Safety and Health Act of 1977, as amended by the Federal Mine Improvement and New Emergency Response Act of 2006 (as amended, the "Mine Act"). MSHA monitors and rigorously enforces compliance with these standards, and the ARLP Partnership's mining operations are inspected frequently. Citations and orders are issued by MSHA under Section 104 of the Mine Act for violations of the Mine Act or any mandatory health or safety standard, rule, order or regulation promulgated under the Mine Act. A Section 104(a) "Significant and Substantial" or "S&S" citation is generally issued in a situation where the conditions created by the violation do not cause imminent danger, but in the opinion of the MSHA inspector could significantly and substantially contribute to the cause and effect of a mine safety or health hazard. During the three months ended June 30, 2016, the ARLP Partnership's mines were subject to 1,809 MSHA inspection days with an average of only 0.06 S&S citations written per inspection day.

The Mine Act has been construed as authorizing MSHA to issue citations and orders pursuant to the legal doctrine of strict liability, or liability without regard to fault. If, in the opinion of an MSHA inspector, a condition exists that violates the Mine Act or regulations promulgated thereunder, then a citation or order will be issued regardless of whether the ARLP Partnership had any knowledge of, or fault in, the existence of that condition. Many of the Mine Act standards include one or more subjective elements, so that issuance of a citation often depends on the opinions or experience of the MSHA inspector involved and the frequency of citations will vary from inspector to inspector.

If the ARLP Partnership disagrees with the assertions of an MSHA inspector, it may exercise its right to challenge those findings by "contesting" the citation or order pursuant to the procedures established by the Mine Act and its regulations. During the three months ended June 30, 2016, the ARLP Partnership's operating subsidiaries contested approximately 34.3% of all citations and 92.2% of S&S citations issued by MSHA inspectors. These contest proceedings frequently result in the dismissal or modification of previously issued citations, substantial reductions in the penalty amounts originally assessed by MSHA, or both.

The Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act") requires issuers to include in periodic reports filed with the SEC certain information relating to citations or orders for violations of standards under the Mine Act. The following tables include information required by the Dodd-Frank Act for the three months ended June 30, 2016. The mine data retrieval system maintained by MSHA may show information that is different than what is provided herein. Any such difference may be attributed to the need to update that information on MSHA's system and/or other factors.

<i>Subsidiary Name / MSHA Identification Number ⁽¹⁾</i>	<i>Section 104(a) S&S Citations⁽²⁾</i>	<i>Section 104(b) Orders ⁽³⁾</i>	<i>Section 104(d) Citations and Orders ⁽⁴⁾</i>	<i>Section 110(b)(2) Violations ⁽⁵⁾</i>	<i>Section 107(a) Orders ⁽⁶⁾</i>	<i>Total Dollar Value of MSHA Assessments Proposed (in thousands) ⁽⁷⁾</i>
<u>Illinois Basin Operations</u>						
Webster County Coal, LLC (KY)						
1502132	22	-	1	-	-	\$ 45.4
1511935	-	-	-	-	-	\$ 0.3
Warrior Coal, LLC (KY)						
1505230	-	-	-	-	-	\$ -
1512083	-	-	-	-	-	\$ -
1513514	-	-	-	-	-	\$ -
1516460	-	-	-	-	-	\$ -
1517216	22	-	-	-	-	\$ 34.1
1517232	-	-	-	-	-	\$ -
1517678	-	-	-	-	-	\$ -
1517740	-	-	-	-	-	\$ -
1517758	-	-	-	-	-	\$ -
1514335	1	-	-	-	-	\$ -
Hopkins County Coal, LLC (KY)						
1502013	-	-	-	-	-	\$ -
1517377	-	-	-	-	-	\$ -
1517515	-	-	-	-	-	\$ -
1518826	7	-	-	-	-	\$ 74.2
1517378	-	-	-	-	-	\$ -
River View Coal, LLC (KY)						
1503178	-	-	-	-	-	\$ 0.2
1519374	23	-	-	-	-	\$ 44.9
White County Coal, LLC (IL)						
1102662	-	-	-	-	-	\$ -
1103058	8	-	-	-	-	\$ 37.9
Hamilton County Coal, LLC (IL)						
1103242	-	-	-	-	-	\$ -
1103203	9	-	-	-	-	\$ 24.4
Gibson County Coal, LLC (IN)						
1202388	7	-	-	-	-	\$ 26.9
1202215	-	-	-	-	-	\$ 0.6
Sebree Mining, LLC (KY)						
1519264	-	-	-	-	-	\$ -
1518547	3	-	-	-	-	\$ 213.0
1518864	-	-	-	-	-	\$ -
1517044	-	-	-	-	-	\$ -
<u>Appalachia Operations</u>						
MC Mining, LLC (KY)						
1508079	-	-	-	-	-	\$ -
1517733	-	-	-	-	-	\$ 0.2
1519515	8	-	-	-	-	\$ 4.0
Mettiki Coal, LLC (MD)						
1800621	-	-	-	-	-	\$ -
1800671	-	-	-	-	-	\$ 0.1
1800761	-	-	-	-	-	\$ -
Mettiki Coal (WV), LLC						
4609028	-	-	-	-	-	\$ 6.0
Tunnel Ridge, LLC (PA/WV)						
4608864	5	-	-	-	-	\$ 8.3
<u>Other</u>						
4403236	-	-	-	-	-	\$ -
4403255	-	-	-	-	-	\$ -
4406630	-	-	-	-	-	\$ -
4406867	-	-	-	-	-	\$ -
Mid-America Carbonates, LLC (IL)						
1103176	-	-	-	-	-	\$ 8.4
Pontiki Coal, LLC (KY)						
1508413	-	-	-	-	-	\$ -
1509571	-	-	-	-	-	\$ -
1514324	-	-	-	-	-	\$ -
1518839	-	-	-	-	-	\$ -
1518056	-	-	-	-	-	\$ -

<i>Subsidiary Name / MSHA Identification Number ⁽¹⁾</i>	<i>Total Number of Mining Related Fatalities</i>	<i>Received Notice of Pattern of Violations Under Section 104(e) (yes/no) ⁽⁸⁾</i>	<i>Legal Actions Pending as of Last Day of Period</i>	<i>Legal Actions Initiated During Period</i>	<i>Legal Actions Resolved During Period</i>
<u>Illinois Basin Operations</u>					
Webster County Coal, LLC (KY)					
1502132	-	No	3	4	12
1511935	-	No	-	1	1
Warrior Coal, LLC (KY)					
1505230	-	No	-	-	-
1512083	-	No	-	-	-
1513514	-	No	-	-	-
1516460	-	No	-	-	-
1517216	-	No	23	4	4
1517232	-	No	1	-	2
1517678	-	No	-	-	-
1517740	-	No	-	-	-
1517758	-	No	-	-	-
1514335	-	No	1	-	1
Hopkins County Coal, LLC (KY)					
1502013	-	No	-	-	-
1517377	-	No	-	-	-
1517515	-	No	-	-	-
1518826	-	No	16	3	7
1517378	-	No	-	-	-
River View Coal, LLC (KY)					
1503178	-	No	-	-	-
1519374	-	No	8	4	8
White County Coal, LLC (IL)					
1102662	-	No	-	-	-
1103058	-	No	11	4	2
Hamilton County Coal, LLC (IL)					
1103242	-	No	-	-	-
1103203	-	No	18	4	3
Gibson County Coal, LLC (IN)					
1202388	-	No	4	1	1
1202215	-	No	5	-	-
Sebree Mining, LLC (KY)					
1519264	-	No	-	-	-
1518547	-	No	14	4	1
1518864	-	No	-	-	-
1517044	-	No	-	-	-
<u>Appalachia Operations</u>					
MC Mining, LLC (KY)					
1508079	-	No	1	-	-
1517733	-	No	-	-	-
1519515	-	No	2	2	1
Mettiki Coal, LLC (MD)					
1800621	-	No	-	-	-
1800671	-	No	-	-	-
1800761	-	No	-	-	-
Mettiki Coal (WV), LLC					
4609028	-	No	4	-	1
Tunnel Ridge, LLC (PA/WV)					
4608864	-	No	4	2	4
<u>Other</u>					
4403236	-	No	-	-	-
4403255	-	No	-	-	-
4406630	-	No	-	-	-
4406867	-	No	-	-	-
Mid-America Carbonates, LLC (IL)					
1103176	-	No	1	1	-
Pontiki Coal, LLC (KY)					
1508413	-	No	-	-	-
1509571	-	No	-	-	-
1514324	-	No	-	-	-
1518839	-	No	-	-	-
1518056	-	No	-	-	-

The number of legal actions pending before the Federal Mine Safety and Health Review Commission as of June 30, 2016 that fall into each of the following categories is as follows:

<i>Subsidiary Name / MSHA Identification Number ⁽¹⁾</i>	<i>Contests of Citations and Orders</i>	<i>Contests of Proposed Penalties</i>	<i>Complaints for Compensation</i>	<i>Complaints of Discharge/ Discrimination/ Interference</i>	<i>Applications for Temporary Relief</i>	<i>Appeals of Judges Rulings</i>
<u>Illinois Basin Operations</u>						
Webster County Coal, LLC (KY)						
1502132	-	3	-	-	-	-
1511935	-	-	-	-	-	-
Warrior Coal, LLC (KY)						
1505230	-	-	-	-	-	-
1512083	-	-	-	-	-	-
1513514	-	-	-	-	-	-
1516460	-	-	-	-	-	-
1517216	4	19	-	-	-	-
1517232	-	1	-	-	-	-
1517678	-	-	-	-	-	-
1517740	-	-	-	-	-	-
1517758	-	-	-	-	-	-
1514335	-	1	-	-	-	-
Hopkins County Coal, LLC (KY)						
1502013	-	-	-	-	-	-
1517377	-	-	-	-	-	-
1517515	-	-	-	-	-	-
1518826	3	13	-	-	-	5
1517378	-	-	-	-	-	-
River View Coal, LLC (KY)						
1503178	-	-	-	-	-	-
1519374	-	8	-	-	-	-
White County Coal, LLC (IL)						
1102662	-	-	-	-	-	-
1103058	-	11	-	-	-	1
Hamilton County Coal, LLC (IL)						
1103242	-	-	-	-	-	-
1103203	-	18	-	-	-	-
Gibson County Coal, LLC (IN)						
1202388	-	4	-	-	-	-
1202215	-	5	-	-	-	-
Sebree Mining, LLC (KY)						
1519264	-	-	-	-	-	-
1518547	-	14	-	-	-	-
1518864	-	-	-	-	-	-
1517044	-	-	-	-	-	-
<u>Appalachia Operations</u>						
MC Mining, LLC (KY)						
1508079	-	1	-	-	-	-
1517733	-	-	-	-	-	-
1519515	-	2	-	-	-	-
Mettiki Coal, LLC (MD)						
1800621	-	-	-	-	-	-
1800671	-	-	-	-	-	-
1800761	-	-	-	-	-	-
Mettiki Coal (WV), LLC						
4609028	-	4	-	-	-	-
Tunnel Ridge, LLC (PA/WV)						
4608864	-	4	-	-	-	-
<u>Other</u>						
4403236	-	-	-	-	-	-
4403255	-	-	-	-	-	-
4406630	-	-	-	-	-	-
4406867	-	-	-	-	-	-
Mid-America Carbonates, LLC (IL)						
1103176	-	1	-	-	-	-
Pontiki Coal, LLC (KY)						
1508413	-	-	-	-	-	-
1509571	-	-	-	-	-	-
1514324	-	-	-	-	-	-
1518839	-	-	-	-	-	-
1518056	-	-	-	-	-	-

- (1) The statistics reported for each of the ARLP Partnership's subsidiaries listed above are segregated into specific MSHA identification numbers.
 - (2) Mine Act section 104(a) S&S citations shown above are for alleged violations of mandatory health or safety standards that could significantly and substantially contribute to a coal mine health and safety hazard. It should be noted that, for purposes of this table, S&S citations that are included in another column, such as Section 104(d) citations, are not also included as Section 104(a) S&S citations in this column.
 - (3) Mine Act section 104(b) orders are for alleged failures to totally abate a citation within the time period specified in the citation.
 - (4) Mine Act section 104(d) citations and orders are for an alleged unwarrantable failure (*i.e.*, aggravated conduct constituting more than ordinary negligence) to comply with mandatory health or safety standards.
 - (5) Mine Act section 110(b)(2) violations are for an alleged "flagrant" failure (*i.e.*, reckless or repeated) to make reasonable efforts to eliminate a known violation of a mandatory safety or health standard that substantially and proximately caused, or reasonably could have been expected to cause, death or serious bodily injury.
 - (6) Mine Act section 107(a) orders are for alleged conditions or practices which could reasonably be expected to cause death or serious physical harm before such condition or practice can be abated and result in orders of immediate withdrawal from the area of the mine affected by the condition.
 - (7) Amounts shown include assessments proposed by MSHA during the three months ended June 30, 2016 on all citations and orders, including those citations and orders that are not required to be included within the above chart.
 - (8) Mine Act section 104(e) written notices are for an alleged pattern of violations of mandatory health or safety standards that could significantly and substantially contribute to a coal mine safety or health hazard.
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