

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

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FILED BY

CRAFT JOSEPH W III

CIK: 1173893
Type: SC 13D/A

Mailing Address
PO BOX 22027
TULSA OK 74121-2027

SUBJECT COMPANY

Alliance Holdings GP, L.P.

CIK: 1344980 | IRS No.: 030573898 | State of Incorporation: DE | Fiscal Year End: 1231
Type: SC 13D/A | Act: 34 | File No.: 005-81827 | Film No.: 13850832
SIC: 1221 Bituminous coal & lignite surface mining

Mailing Address
P.O. BOX 22027
TULSA OK 74121

Business Address
P.O. BOX 22027
TULSA OK 74121
918-295-7600

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 6)**

ALLIANCE HOLDINGS GP, L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

0 1861G10 0

(CUSIP Number)

**1717 South Boulder Avenue, Suite 400
Tulsa, Oklahoma 74119
(918) 295-7600**

with a copy to:

**R. Eberley Davis
Senior Vice President,
General Counsel and Secretary
of Alliance GP, LLC
(the general partner of Alliance Holdings GP, L.P.)
1717 South Boulder Avenue, Suite 400
Tulsa, Oklahoma 74119
(918) 295-7600**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 19, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of this schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Joseph W. Craft III

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

	7	Sole Voting Power 2,785,390 Common Units (1)
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 20,659,168 (2)
	9	Sole Dispositive Power 2,785,390 Common Units (1)
	10	Shared Dispositive Power 39,872,019 Common Units (2)(3)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 42,657,409 Common Units	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 71.3%	
14	Type of Reporting Person* IN	

* SEE INSTRUCTIONS

- (1) Comprised of (i) 2,463,449 Common Units held indirectly by Joseph W. Craft III (“Craft”) through the JWC III Rev Trust of which Craft is trustee; and (ii) 321,941 Common Units held by Alliance Management Holdings III, LLC (of which Craft is President and Director).
- (2) Craft shares voting and dispositive power with Kathleen S. Craft with respect to 20,641,168 Common Units held by Alliance Resource GP, LLC (of which Craft and Kathleen S. Craft indirectly own all of the outstanding membership interests and of which Craft is the President, Chief Executive Officer and sole Director). Additionally, Craft may be deemed to share dispositive and voting power with respect to 18,000 Common Units held by the Joseph W. Craft III Foundation, a charitable foundation of which Craft is co-trustee. The filing of this statement shall not be deemed an admission that Craft beneficially owns such shares.

(3) Craft may be deemed to share dispositive power with the Non-Craft Controlled Reporting Persons (as defined in Item 2 of that certain Amendment No. 1 to Schedule 13D filed on March 8, 2007 (SEC File Number 005-81827; Film Number 07680565) (“Schedule 13D Amendment No. 1”)) with respect to an aggregate of 19,212,851 Common Units held by such Non-Craft Controlled Reporting Persons as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1 and supplemented by subsequent amendments, including this Amendment No.6). The filing of this statement shall not be deemed an admission that Craft beneficially owns such shares.

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CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
JWC III Rev Trust

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
2,463,449 Common Units (4)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
2,463,449 Common Units (4)

10 Shared Dispositive Power
-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,463,449 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
4.1%

14 Type of Reporting Person *
OO

* SEE INSTRUCTIONS

(4) Voting and dispositive power with respect to such Common Units is exercised by Joseph W. Craft III, as Trustee of the JWC III Rev Trust.

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Joseph W. Craft III Foundation

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
Oklahoma

7 Sole Voting Power
-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
18,000 Common Units (5)

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
18,000 Common Units (5)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
18,000 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.03%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

(5) Voting and dispositive power of the 18,000 Common Units held by the Joseph W. Craft III Foundation may be deemed to be shared with Joseph W. Craft III, a co-trustee of the foundation.

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CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Alliance Resource Holdings II, Inc.

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
20,641,168 Common Units (6)

Number of
Shares
Beneficially
Owned by
Each

8 Shared Voting Power
-0-

Reporting
Person With

9 Sole Dispositive Power
20,641,168 Common Units (6)

10 Shared Dispositive Power
-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person
20,641,168 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
34.5%

14 Type of Reporting Person*
CO

* SEE INSTRUCTIONS

(6) Voting and dispositive power with respect to such Common Units is shared between Joseph W. Craft III and Kathleen S. Craft. Alliance Resource Holdings II, Inc., of which Joseph W. Craft III and Kathleen S. Craft each own a 50% interest, is the sole shareholder of Alliance Resource Holdings, Inc. Alliance Resource Holdings, Inc. is the sole member of Alliance Resource GP, LLC, the holder of the reported 20,641,168 Common Units.

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CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Alliance Resource Holdings, Inc.

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
20,641,168 Common Units (7)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
20,641,168 Common Units (7)

10 Shared Dispositive Power
-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person
20,641,168 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
34.5%

14 Type of Reporting Person*
HC, CO

* SEE INSTRUCTIONS

(7) Voting and dispositive power with respect to such Common Units is shared between Joseph W. Craft III and Kathleen S. Craft. Alliance Resource Holdings II, Inc, of which Joseph W. Craft III and Kathleen S. Craft each own a 50% interest, is the sole shareholder of Alliance Resource Holdings, Inc. Alliance Resource Holdings, Inc. is the sole member of Alliance Resource GP, LLC, the holder of the reported 20,641,168 Common Units.

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Alliance Resource GP, LLC

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With 20,641,168 Common Units (8)

8 Shared Voting Power
-0-

9 Sole Dispositive Power
20,641,168 Common Units (8)

10 Shared Dispositive Power
-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person
20,641,168 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
34.5%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

(8) Voting and dispositive power with respect to such Common Units is shared between Joseph W. Craft III and Kathleen S. Craft. Alliance Resource Holdings II, Inc, of which Joseph W. Craft III and Kathleen S. Craft each own a 50% interest, is the sole shareholder of Alliance Resource Holdings, Inc. Alliance Resource Holdings, Inc. is the sole member of Alliance Resource GP, LLC, the holder of the reported 20,641,168 Common Units.

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CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
ALLIANCE MANAGEMENT HOLDINGS III, LLC

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
321,941 Common Units (9)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
321,941 Common Units (9)

10 Shared Dispositive Power
-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person
321,941 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.5%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

(9) Voting and dispositive power with respect to such Common Units is exercised by Joseph W. Craft III, as sole director of Alliance Management Holdings III, LLC.

8

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Elaine R. Guilfoyle (as (a) a Co-Trustee under (i) the Joseph W. Craft III 2006 Irrevocable Trust FBO Joseph W. Craft IV dated February 27, 2006; (ii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Caroline B. Fiddes dated February 27, 2006; (iii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Ryan E. Craft dated February 27, 2006; and (iv) the Joseph W. Craft III 2006 Irrevocable Trust FBO Kyle O. Craft dated February 27, 2006) (collectively, the "Craft Children's Irrevocable Trusts"); and (b) a Co-Trustee under (i) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Joseph W. Craft IV U/A Dated February 27, 2006, (ii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Caroline B. Fiddes U/A Dated February 27, 2006, (iii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Ryan E. Craft U/A Dated February 27, 2006, and (iv) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Kyle O. Craft U/A Dated February 27, 2006 (collectively, the "Craft Children's GRATs"))

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
-0-

Number of Shares Beneficially Owned by Each Reporting Person With

8 Shared Voting Power
5,725,467 Common Units (10)

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
5,725,467 Common Units (10)(11)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
5,725,467 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
9.6%

14 Type of Reporting Person *
IN

* SEE INSTRUCTIONS

- (10) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to (i) the aggregate of 1,921,888 Common Units held by the (4) four trusts identified as Craft Children' s Irrevocable Trusts in Row 1 of this cover page, and (ii) the aggregate of 3,803,579 Common Units held by the (4) four trusts identified as Craft Children' s GRATs in Row 1 of this cover page, is shared by Elaine R. Guilfoyle, A. Wellford Tabor and Dale G. Wilkerson, as co-trustees of all such trusts.
- (11) Dispositive power of (i) 1,863,032 Common Units held by the (4) four trusts identified as Craft Children' s Irrevocable Trusts in Row 1 of this cover page, and (ii) 3,686,235 Common Units held by the (4) four trusts identified as Craft Children' s GRATs in Row 1 of this cover page may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

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CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
A. Wellford Tabor (as (a) a Co-Trustee under the Craft Children' s Irrevocable Trusts; and (b) a Co-Trustee under the Craft Children' s GRATs)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
-0-

Number of Shares Beneficially Owned by Each Reporting Person With 8 Shared Voting Power
5,725,467 Common Units (12)

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
5,725,467 Common Units (12)(13)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
5,725,467 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
9.6%

14 Type of Reporting Person *
IN

* SEE INSTRUCTIONS

- (12) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to (i) the aggregate of 1,921,888 Common Units held by the (4) four trusts identified as Craft Children' s Irrevocable Trusts, and (ii) the aggregate of 3,803,579 Common Units held by the (4) four trusts identified as Craft Children' s GRATs, is shared by Elaine R. Guilfoyle, A. Wellford Tabor and Dale G. Wilkerson, as co-trustees of all such trusts.
- (13) Dispositive power of (i) 1,863,032 Common Units held by the (4) four trusts identified as Craft Children' s Irrevocable Trusts, and (ii) 3,686,235 Common Units held by the (4) four trusts identified as Craft Children' s GRATs may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

10

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Joseph W. Craft III 2006 Irrevocable Trust FBO Joseph W. Craft IV dated February 27, 2006

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

	7	Sole Voting Power 480,472 Common Units (14)
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power -0-
	9	Sole Dispositive Power 14,714 Common Units (14)
	10	Shared Dispositive Power 465,758 Common Units (14)(15)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 480,472 Common Units	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares * <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.8%	
14	Type of Reporting Person * OO	

* SEE INSTRUCTIONS

- (14) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Elaine R. Guilfoyle, A. Wellford Tabor and Dale G. Wilkerson, as Co-Trustees of the Joseph W. Craft III 2006 Irrevocable Trust FBO Joseph W. Craft IV dated February 27, 2006.
- (15) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Joseph W. Craft III 2006 Irrevocable Trust FBO Caroline B. Fiddes dated February 27, 2006

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
480,472 Common Units (16)

Number of
Shares

8 Shared Voting Power
-0-

Beneficially
Owned by
Each
Reporting
Person With

9 Sole Dispositive Power
14,714 Common Units (16)

10 Shared Dispositive Power
465,758 Common Units (16)(17)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
480,472 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.8%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

- (16) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Elaine R. Guilfoyle, A. Wellford Tabor and Dale G. Wilkerson, as Co-Trustees of the Joseph W. Craft III 2006 Irrevocable Trust FBO Caroline B. Fiddes dated February 27, 2006.
- (17) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

12

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Joseph W. Craft III 2006 Irrevocable Trust FBO Ryan E. Craft dated February 27, 2006

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
480,472 Common Units (18)

Number of
Shares
Beneficially
Owned by
Each

8 Shared Voting Power
-0-

Reporting
Person With

9 Sole Dispositive Power
14,714 Common Units (18)

10 Shared Dispositive Power
465,758 Common Units (18)(19)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
480,472 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.8%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

(18) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Elaine R. Guilfoyle, A. Wellford Tabor and Dale G. Wilkerson, as Co-Trustees of the Joseph W. Craft III 2006 Irrevocable Trust FBO Ryan E. Craft dated February 27, 2006.

(19) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

1	Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons Joseph W. Craft III 2006 Irrevocable Trust FBO Kyle O. Craft dated February 27, 2006
2	Check the Appropriate Box if a Member of a Group* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC Use Only
4	Source of Funds * OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or Place of Organization USA
	7 Sole Voting Power 480,472 Common Units (20)
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power -0-
	9 Sole Dispositive Power 14,714 Common Units (20)
	10 Shared Dispositive Power 465,758 Common Units (20)(21)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
480,472 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.8%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

- (20) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Elaine R. Guilfoyle, A. Wellford Tabor and Dale G. Wilkerson, as Co-Trustees of the Joseph W. Craft III 2006 Irrevocable Trust FBO Kyle O. Craft dated February 27, 2006.
- (21) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

14

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Joseph W. Craft III Grantor Retained Annuity Trust FBO Joseph W. Craft IV U/A Dated February 27, 2006

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
950,895 Common Units (22)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
29,336 Common Units (22)

10 Shared Dispositive Power
921,559 Common Units (22)(23)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
950,895 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
1.6%

14 Type of Reporting Person *
OO

* SEE INSTRUCTIONS

(22) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Elaine R. Guilfoyle, A. Wellford Tabor and Dale G. Wilkerson, as Co-Trustees of the Joseph W. Craft III Grantor Retained Annuity Trust FBO Joseph W. Craft IV U/A Dated February 27, 2006.

(23) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

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CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Joseph W. Craft III Grantor Retained Annuity Trust FBO Caroline B. Fiddes U/A Dated February 27, 2006

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
950,895 Common Units (24)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
29,336 Common Units (24)

10 Shared Dispositive Power
921,559 Common Units (24)(25)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
950,895 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
1.6%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

- (24) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Elaine R. Guilfoyle, A. Wellford Tabor and Dale G. Wilkerson, as Co-Trustees of the Joseph W. Craft III Grantor Retained Annuity Trust FBO Caroline B. Fiddes U/A Dated February 27, 2006.
- (25) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

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CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Joseph W. Craft III Grantor Retained Annuity Trust FBO Ryan E. Craft U/A Dated February 27, 2006

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
950,895 Common Units (26)

Number of
Shares

8 Shared Voting Power
-0-

Beneficially
Owned by
Each

Reporting
Person With

9 Sole Dispositive Power
29,336 Common Units (26)

10 Shared Dispositive Power
921,559 Common Units (26)(27)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
950,895 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
1.6%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

- (26) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Elaine R. Guilfoyle, A. Wellford Tabor and Dale G. Wilkerson, as Co-Trustees of the Joseph W. Craft III Grantor Retained Annuity Trust FBO Ryan E. Craft U/A Dated February 27, 2006.
- (27) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

17

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Joseph W. Craft III Grantor Retained Annuity Trust FBO Kyle O. Craft U/A Dated February 27, 2006

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
950,894 Common Units (28)

Number of 8 Shared Voting Power
Shares
Beneficially -0-
Owned by
Each

Reporting 9 Sole Dispositive Power
Person With 29,336 Common Units (28)

10 Shared Dispositive Power
921,558 Common Units (28)(29)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
950,894 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
1.6%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

(28) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Elaine R. Guilfoyle, A. Wellford Tabor and Dale G. Wilkerson, as Co-Trustees of the Joseph W. Craft III Grantor Retained Annuity Trust FBO Kyle O. Craft U/A Dated February 27, 2006.

(29) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

18

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Kathleen S. Craft (as Trustee of the Kathleen S. Craft Revocable Trust)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

	7	Sole Voting Power 2,596,880 Common Units (30)
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 20,641,168 Common Units (30)(31)
	9	Sole Dispositive Power 630,024 Common Units (30)
	10	Shared Dispositive Power 22,608,024 Common Units (30)(31)(32)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 23,238,048 Common Units	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 38.8%	
14	Type of Reporting Person* IN	

* SEE INSTRUCTIONS

- (30) Voting and, other than as set forth in the two immediately following footnotes, dispositive power with respect to the Common Units held by the trust identified in Row 1 of this cover page is exercised by Kathleen S. Craft, as trustee of such trust.
- (31) Kathleen S. Craft shares voting and dispositive power with Joseph W. Craft III with respect to 20,641,168 Common Units held by Alliance Resource GP, LLC (of which Kathleen S. Craft and Joseph W. Craft III indirectly own all of the outstanding membership interests).
- (32) Dispositive power of 1,966,856 Common Units may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Kathleen S. Craft Revocable Trust

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
2,596,880 Common Units(33)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
20,641,168 Common Units (33)(34)

9 Sole Dispositive Power
630,024 Common Units (33)

10 Shared Dispositive Power
22,608,024 Common Units (33)(34)(35)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
23,238,048 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
38.8%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

- (33) Voting and, other than as set forth in the two immediately following footnotes, dispositive power with respect to the Common Units is exercised by Kathleen S. Craft, as Trustee under the Kathleen S. Craft Revocable Trust.
- (34) Kathleen S. Craft shares voting and dispositive power with Joseph W. Craft III with respect to 20,641,168 Common Units held by Alliance Resource GP, LLC (of which Kathleen S. Craft and Joseph W. Craft III indirectly own all of the outstanding membership interests).
- (35) Dispositive power of 1,966,856 Common Units may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

20

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Charles R. Wesley ((a) individually; and (b) as the sole director of CNW GP, Inc.)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
2,886,025 Common Units(36)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
86,580 Common Units

10 Shared Dispositive Power
2,799,445 Common Units (36)(37)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,886,025 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
4.8%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

- (36) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to (i) the aggregate of 2,456,025 Common Units is exercised by Charles R. Wesley, individually, and (ii) the aggregate of 430,000 Common Units is exercised by Charles R. Wesley, as the sole director of CNW GP, Inc., which is the general partner of Wesley Family LP, the holder of the reported 430,000 Common Units.
- (37) Dispositive power of (i) 2,369,445 Common Units held by Charles R. Wesley individually, and (ii) 430,000 Common Units held by CNW GP, Inc. may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

21

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Nancy Wesley (as Trustee under The Charles R. Wesley Family Trust Irrevocable Trust Agreement, dated March 28, 2006)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
113,055 Common Units (38)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
3,391 Common Units (38)

10 Shared Dispositive Power
109,664 Common Units (38)(39)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
113,055 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.2%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

- (38) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units held by the trust identified in Row 1 of this cover page is exercised by Nancy Wesley, as trustee of such trust.
- (39) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

22

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
The Charles R. Wesley Family Trust Irrevocable Trust Agreement, dated March 28, 2006

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

	7	Sole Voting Power 113,055 Common Units (40)
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power -0-
	9	Sole Dispositive Power 3,391 Common Units (40)
	10	Shared Dispositive Power 109,664 Common Units (40)(41)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 113,055 Common Units	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.2%	
14	Type of Reporting Person* OO	

* SEE INSTRUCTIONS

- (40) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Nancy Wesley, as Trustee under The Charles R. Wesley Family Trust Irrevocable Trust Agreement, dated March 28, 2006.
- (41) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
CNW GP, Inc.

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
430,000 Common Units (42)

Number of
Shares
Beneficially
Owned by

8 Shared Voting Power
-0-

Each
Reporting
Person With

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
430,000 Common Units (42)(43)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
430,000 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.7%

14 Type of Reporting Person*
CO

* SEE INSTRUCTIONS

(42) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Charles R. Wesley, as the sole director of CNW GP, Inc., which is the general partner of Wesley Family LP, the holder of the reported 430,000 Common Units.

(43) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

24

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Wesley Family LP

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
430,000 Common Units (44)

Number of
Shares
Beneficially
Owned by
Each

8 Shared Voting Power
-0-

Reporting
Person With

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
430,000 Common Units (44)(45)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
430,000 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.7%

14 Type of Reporting Person*
PN

* SEE INSTRUCTIONS

- (44) Voting, other than as set forth in the immediately following footnote, and dispositive power with respect to the Common Units is exercised by CNW GP, Inc., as the general partner of the Wesley Family LP.
- (45) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

25

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Thomas M. Wynne (as (a) Trustee under the Thomas M. Wynne Revocable Trust; (b) Trustee under the Kendall S. Barret Irrevocable Living Trust U/A Dated 8/30/12; and (c) the sole director of TMMW GP, Inc.)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

	7	Sole Voting Power 636,447 Common Units(46)
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power -0-
	9	Sole Dispositive Power 18,553 Common Units
	10	Shared Dispositive Power 617,894 Common Units (46)(47)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 636,447 Common Units	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 1.1%	
14	Type of Reporting Person* IN	

* SEE INSTRUCTIONS

(46) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to (i) the aggregate of 447,047 Common Units held by the Thomas M. Wynne Revocable Trust is exercised by Thomas M. Wynne, as trustee of such trust, (ii) the aggregate of 19,400 Common Units held by the Kendall S. Barret Irrevocable Living Trust U/A Dated 8/30/12 is exercised by Thomas M. Wynne, as trustee of such trust, and (iii) the aggregate of 170,000 Common Units is exercised by Thomas M. Wynne, as the sole director of TMMW GP, Inc., which is the general partner of Wynne Family LP, the holder of the reported 170,000 Common Units.

(47) Dispositive power of (i) 428,494 Common Units held by the Thomas M. Wynne Revocable Trust, (ii) 19,400 Common Units held by the Kendall S. Barret Irrevocable Living Trust U/A Dated 8/30/12, and (iii) 170,000 Common Units held by TMMW GP, Inc. may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Thomas M. Wynne Revocable Trust

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7 Sole Voting Power
447,047 Common Units (48)

8 Shared Voting Power
-0-

9 Sole Dispositive Power
18,553 Common Units

10 Shared Dispositive Power
428,494 Common Units (48)(49)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
447,047 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.7%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

- (48) Voting, other than as set forth in the immediately following footnote, and dispositive power with respect to the Common Units is exercised by Thomas M. Wynne, as Trustee under Thomas M. Wynne Revocable Trust.
- (49) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

27

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Thomas P. Wynne (as Trustee under The Thomas M. Wynne Family Trust Irrevocable Trust Agreement, dated March 28, 2006)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
67,478 Common Units (50)

Number of
Shares
Beneficially
Owned by
Each

8 Shared Voting Power
-0-

Reporting
Person With

9 Sole Dispositive Power
2,024 Common Units

10 Shared Dispositive Power
65,454 Common Units (50)(51)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
67,478 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.1%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

- (50) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units held by the trust identified in Row 1 of this cover page is exercised by Thomas P. Wynne, as trustee of such trust.
- (51) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

28

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
The Thomas M. Wynne Family Trust Irrevocable Trust Agreement, dated March 28, 2006

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
67,478 Common Units (52)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
2,024 Common Units

10 Shared Dispositive Power
65,454 Common Units (52)(53)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
67,478 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.1%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

(52) Voting, other than as set forth in the immediately following footnote, and dispositive power with respect to the Common Units is exercised by Thomas P. Wynne, as Trustee under The Thomas M. Wynne Family Trust Irrevocable Trust Agreement, dated March 28, 2006.

(53) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Cindy Wynne

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
328,330 Common Units

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
10,154 Common Units

10 Shared Dispositive Power
318,176 Common Units (54)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
328,330 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.5%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

(54) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

30

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
TMMW GP, Inc.

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
170,000 Common Units (55)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
170,000 Common Units (55)(56)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
170,000 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.3%

14 Type of Reporting Person*
CO

* SEE INSTRUCTIONS

- (55) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Thomas M. Wynne, as the sole director of TMMW GP, Inc, which is the general partner of Wynne Family LP, the holder of the reported 170,000 Common Units.
- (56) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

31

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Wynne Family LP

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

	7	Sole Voting Power 170,000 Common Units (57)
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power -0-
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power 170,000 Common Units (57)(58)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 170,000 Common Units	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.3%	
14	Type of Reporting Person* PN	

* SEE INSTRUCTIONS

(57) Voting, other than as set forth in the immediately following footnote, and dispositive power with respect to the Common Units is exercised by TMMW GP, Inc., as the general partner of the Wynne Family LP.

(58) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Thomas L. Pearson

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
3,474,800 Common Units

Number of
Shares
Beneficially
Owned by
Each

8 Shared Voting Power
-0-

Reporting
Person With

9 Sole Dispositive Power
97,719 Common Units

10 Shared Dispositive Power
3,377,081 Common Units (59)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,474,800 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
5.8%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

(59) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

33

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Gary J. Rathburn (as a Co-Trustee under the Gary Rathburn Revocable Trust)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
-0-

Number of Shares Beneficially Owned by Each Reporting Person With

8 Shared Voting Power
713,529 Common Units (60)

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
713,529 Common Units (60)(61)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
713,529 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
1.2%

14 Type of Reporting Person *
IN

* SEE INSTRUCTIONS

(60) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is shared by Anita Rathburn, as Co-Trustee of the Gary Rathburn Revocable Trust.

(61) Dispositive power of 655,872 Common Units may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Anita Rathburn (as a Co-Trustee under the Gary Rathburn Revocable Trust)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

Number of
Shares
Beneficially
Owned by

7 Sole Voting Power
-0-

Each
Reporting
Person With

8 Shared Voting Power
713,529 Common Units (62)

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
713,529 Common Units (62)(63)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
713,529 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
1.2%

14 Type of Reporting Person *
IN

* SEE INSTRUCTIONS

(62) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is shared by Gary J. Rathburn, as Co-Trustee of the Gary Rathburn Revocable Trust.

(63) Dispositive power of 655,872 Common Units may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

35

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Gary Rathburn Revocable Trust

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
713,529 Common Units (64)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
57,657 Common Units (64)

10 Shared Dispositive Power
655,872 Common Units (64)(65)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
713,529 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
1.2%

14 Type of Reporting Person *
OO

* SEE INSTRUCTIONS

- (64) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Gary J. Rathburn and Anita Rathburn, as Co-Trustees of the Gary Rathburn Revocable Trust.
- (65) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

36

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Gwendolyn S. Whitfill (as (a) a Co-Trustee under the Rathburn Grandchildren' s Irrevocable Trust; and (b) Trustee under the Gwendolyn S. Whitfill Trust)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
10,000 Common Units(66)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
150,000 Common Units (66)

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
160,000 Common Units (66)(67)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
160,000 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
0.3%

14 Type of Reporting Person *
IN

* SEE INSTRUCTIONS

(66) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to (i) the aggregate of 150,000 Common Units held by the Rathburn Grandchildren' s Irrevocable Trust is shared by Christi A. Williams, as Co-Trustee of the Rathburn Grandchildren' s Irrevocable Trust, and (ii) the aggregate of 10,000 Common Units held by the Gwendolyn S. Whitfill Trust is exercised by Gwendolyn S. Whitfill, as trustee of such trust.

(67) Dispositive power of the Common Units may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

37

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Christi A. Williams (as (a) a Co-Trustee under the Rathburn Grandchildren's Irrevocable Trust; and (b) Trustee under the Christi A. Williams Trust)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

Number of
Shares

7 Sole Voting Power
10,000 Common Units(68)

Beneficially
Owned by

Each
Reporting
Person With

8 Shared Voting Power
150,000 Common Units (68)

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
160,000 Common Units (68)(69)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
160,000 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
0.3%

14 Type of Reporting Person *
IN

* SEE INSTRUCTIONS

(68) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to (i) the aggregate of 150,000 Common Units held by the Rathburn Grandchildren's Irrevocable Trust is shared by Gwendolyn S. Whitfill, as Co-Trustee of the Rathburn Grandchildren's Irrevocable Trust, and (ii) the aggregate of 10,000 Common Units held by the Christi A. Williams Trust is exercised by Christi A. Williams, as trustee of such trust.

(69) Dispositive power of the Common Units may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

38

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Rathburn Grandchildren's Irrevocable Trust

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
150,000 Common Units (70)

Number of
Shares
Beneficially
Owned by
Each

8 Shared Voting Power
-0-

Reporting
Person With

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
150,000 Common Units (70)(71)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
150,000 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
0.3%

14 Type of Reporting Person *
OO

* SEE INSTRUCTIONS

(70) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Gwendolyn S. Whitfill and Christi A. Williams, as Co-Trustees of the Rathburn Grandchildren' s Irrevocable Trust.

(71) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

39

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Gwendolyn S. Whitfill Trust

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
10,000 Common Units (72)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
10,000 Common Units (72)(73)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
10,000 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
0.02%

14 Type of Reporting Person *
OO

* SEE INSTRUCTIONS

(72) Voting, other than as set forth in the immediately following footnote, and dispositive power with respect to the Common Units is exercised by Gwendolyn S. Whitfill, as Trustee under the Gwendolyn S. Whitfill Trust.

(73) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

40

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Christi A. Williams Trust

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

Number of Shares Beneficially Owned by Each Reporting Person With 7 Sole Voting Power
10,000 Common Units (74)

8 Shared Voting Power
-0-

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
10,000 Common Units (74)(75)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
10,000 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
0.02%

14 Type of Reporting Person *
OO

* SEE INSTRUCTIONS

(74) Voting, other than as set forth in the immediately following footnote, and dispositive power with respect to the Common Units is exercised by Christi A. Williams, as Trustee under the Christi A. Williams Trust.

(75) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

41

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Arlo DeKraai (as (a) Trustee under the Gary J. Rathburn GRAT; and (b) Trustee under the Anita L. Rathburn GRAT)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

USA

7 Sole Voting Power

808,199 Common Units(76)

Number of
Shares
Beneficially

8 Shared Voting Power

-0-

Owned by
Each
Reporting
Person With

9 Sole Dispositive Power

-0-

10 Shared Dispositive Power

808,199 Common Units (76)(77)

11 Aggregate Amount Beneficially Owned by Each Reporting Person

808,199 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
1.4%

14 Type of Reporting Person *
IN

* SEE INSTRUCTIONS

(76) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to (i) the aggregate of 381,185 Common Units held by the Gary J. Rathburn GRAT, and (ii) the aggregate of 427,014 Common Units held by the Anita L. Rathburn GRAT is exercised by Arlo DeKraai, as trustee of such trusts.

(77) Dispositive power of the Common Units may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

42

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Gary J. Rathburn GRAT

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
381,185 Common Units (78)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
381,185 Common Units (78)(79)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
381,185 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
0.6%

14 Type of Reporting Person *
OO

* SEE INSTRUCTIONS

- (78) Voting, other than as set forth in the immediately following footnote, and dispositive power with respect to the Common Units is exercised by Arlo DeKraai, as Trustee under the Gary J. Rathburn GRAT.
- (79) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

43

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Anita L. Rathburn GRAT

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

	7	Sole Voting Power 427,014 Common Units (80)
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power -0-
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power 427,014 Common Units (80)(81)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 427,014 Common Units	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares * <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.7%	
14	Type of Reporting Person * OO	

* SEE INSTRUCTIONS

- (80) Voting, other than as set forth in the immediately following footnote, and dispositive power with respect to the Common Units is exercised by Arlo DeKraai, as Trustee under the Anita L. Rathburn GRAT.
- (81) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Cary P. Marshall ((a) individually; (b) as a Co-Trustee under the Cary P. Marshall Revocable Trust; and (c) as a member of Marshall Children LLC)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
55,925 Common Units

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
827,909 Common Units(82)

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
883,834 Common Units (82)(83)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
883,834 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
1.5%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

(82) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to (i) the aggregate of 764,909 Common Units held by the Cary P. Marshall Revocable Trust is shared by Cary P. Marshall, as Co-Trustee of the Cary P. Marshall Revocable Trust, and (ii) the aggregate of 63,000 Common Units held by Marshall Children LLC (of which Cindy Marshall and Cary P. Marshall each hold a 50% membership interest) is shared by Cary P. Marshall.

(83) Dispositive power of (i) 55,925 Common Units held by Cary P. Marshall individually, (ii) 737,732 Common Units held by the Cary P. Marshall Revocable Trust, and (iii) 63,000 Common Units held by Marshall Children LLC may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

45

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Cindy Marshall (as (a) a Co-Trustee under the Cary P. Marshall Revocable Trust; and (b) member of Marshall Children LLC)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
-0-

Number of 8 Shared Voting Power
Shares 827,909 Common Units (84)
Beneficially
Owned by

Each
Reporting 9 Sole Dispositive Power
Person With -0-

10 Shared Dispositive Power
827,909 Common Units (84)(85)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
827,909 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
1.4%

14 Type of Reporting Person *
IN

* SEE INSTRUCTIONS

- (84) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to (i) the aggregate of 764,909 Common Units held by the Cary P. Marshall Revocable Trust is shared by Cary P. Marshall, as Co-Trustee of the Cary P. Marshall Revocable Trust, and (ii) the aggregate of 63,000 Common Units held by Marshall Children LLC (of which Cindy Marshall and Cary P. Marshall each hold a 50% membership interest) is shared by Cary P. Marshall.
- (85) Dispositive power of (i) 737,732 Common Units held by the Cary P. Marshall Revocable Trust, and (ii) 63,000 Common Units held by Marshall Children LLC may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

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CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Cary P. Marshall Revocable Trust

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
764,909 Common Units (86)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
27,177 Common Units (86)

10 Shared Dispositive Power
737,732 Common Units (86)(87)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
764,909 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
1.3%

14 Type of Reporting Person *
OO

* SEE INSTRUCTIONS

(86) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Cary P. Marshall and Cindy Marshall, as Co-Trustees of the Cary P. Marshall Revocable Trust.

(87) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

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CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Marshall Children LLC

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
Oklahoma

7 Sole Voting Power
-0-

Number of Shares Beneficially Owned by Each Reporting Person With 8 Shared Voting Power
63,000 Common Units (88)

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
63,000 Common Units (88)(89)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
63,000 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.1%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

(88) Voting and, other than as set forth in the immediately following footnote, dispositive power may be deemed to be shared with Cary P. Marshall and Cindy Marshall, both of whom own a 50% membership interest in Marshall Children LLC.

(89) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
David A. Gilbert (as (a) Trustee under the David Allen Gilbert Living Trust; and (b) a Co-Trustee under the Pearson Family Trust)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power
615,317 Common Units (90)

8 Shared Voting Power
92,565 Common Units (90)

9 Sole Dispositive Power
19,637 Common Units (90)

10 Shared Dispositive Power
688,245 Common Units (90)(91)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
707,882 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
1.2%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

- (90) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to (i) the aggregate of 615,317 Common Units held by the David Allen Gilbert Living Trust is exercised by David A. Gilbert, as trustee of the David Allen Gilbert Living Trust, and (ii) the aggregate of 92,565 Common Units held by the Pearson Family Trust is shared by Dale G. Wilkerson, David A. Gilbert and Timothy R. Pearson, as co-trustees of the Pearson Family Trust.
- (91) Dispositive power of (i) 595,680 Common Units held by the David Allen Gilbert Living Trust, and (iv) 89,962 Common Units held by the Pearson Family Trust may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
David Allen Gilbert Living Trust

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
615,317 Common Units (92)

Number of
Shares
Beneficially
Owned by
Each

8 Shared Voting Power
-0-

Reporting
Person With

9 Sole Dispositive Power
19,637 Common Units

10 Shared Dispositive Power
595,680 Common Units (92)(93)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
615,317 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
1.0%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

- (92) Voting, other than as set forth in the immediately following footnote, and dispositive power with respect to the Common Units is exercised by David A. Gilbert, as Trustee under the David Allen Gilbert Living Trust.
- (93) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

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CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
George C. Tichnell

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
362,736 Common Units

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
13,774 Common Units

10 Shared Dispositive Power
348,962 Common Units (94)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
362,736 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.6%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

(94) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

51

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Dale G. Wilkerson (individually, and as (a) a Co-Trustee under the Craft Children' s Irrevocable Trusts; (b) a Co-Trustee under the Craft Children' s GRATs; and (c) a Co-Trustee under the Pearson Family Trust)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

	7	Sole Voting Power 344,741 Common Units
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 5,818,032 Common Units (95)
	9	Sole Dispositive Power 10,342 Common Units
	10	Shared Dispositive Power 6,152,431 Common Units (95)(96)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,162,773 Common Units	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 10.3%	
14	Type of Reporting Person* IN	

* SEE INSTRUCTIONS

(95) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to (i) the aggregate of 1,921,888 Common Units held by the (4) four trusts identified as Craft Children's Irrevocable Trusts, and (ii) the aggregate of 3,803,579 Common Units held by the (4) four trusts identified as Craft Children's GRATs, is shared by Elaine R. Guilfoyle, A. Wellford Tabor and Dale G. Wilkerson, as co-trustees of all such trusts. Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the aggregate of 92,565 Common Units held by the Pearson Family Trust is shared by Dale G. Wilkerson, David A. Gilbert and Timothy R. Pearson, as co-trustees of the Pearson Family Trust.

(96) Dispositive power of (i) 334,399 Common Units held by Dale G. Wilkerson individually, (ii) 1,863,032 Common Units held by the (4) four trusts identified as Craft Children's Irrevocable Trusts, (iii) 3,686,235 Common Units held by the (4) four trusts identified as Craft Children's GRATs, and (iv) 89,962 Common Units held by the Pearson Family Trust may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

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CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Timothy R. Pearson (as a Co-Trustee under the Pearson Family Trust)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
-0-

Number of Shares Beneficially Owned by Each Reporting Person With 8 Shared Voting Power
92,565 Common Units (97)

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
92,565 Common Units (97)(98)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
92,565 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
0.2%

14 Type of Reporting Person *
IN

* SEE INSTRUCTIONS

(97) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is shared by Dale G. Wilkerson, David A. Gilbert and Timothy R. Pearson, as co-trustees of the Pearson Family Trust.

(98) Dispositive power of 89,962 Common Units may also be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Pearson Family Trust

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
92,565 Common Units (99)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
2,603 Common Units (99)

10 Shared Dispositive Power
89,962 Common Units (99)(100)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
92,565 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
0.2%

14 Type of Reporting Person *
OO

* SEE INSTRUCTIONS

- (99) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Dale G. Wilkerson, David A. Gilbert and Timothy R. Pearson, as co-trustees of the Pearson Family Trust.
- (100) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

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CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Bret A. Hardwick

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
162,635 Common Units

Number of
Shares

8 Shared Voting Power
-0-

Beneficially
Owned by
Each
Reporting
Person With

9 Sole Dispositive Power
4,879 Common Units

10 Shared Dispositive Power
157,756 Common Units (101)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
162,635 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.3%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

(101) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

55

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Michael R. Rieck

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
57,073 Common Units

Number of
Shares
Beneficially

8 Shared Voting Power
-0-

Owned by
Each
Reporting
Person With

9 Sole Dispositive Power
1,712 Common Units

10 Shared Dispositive Power
55,361 Common Units (102)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
57,073 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.1%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

(102) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Nancy Murphy

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
57,072 Common Units

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
1,712 Common Units

10 Shared Dispositive Power
55,360 Common Units (103)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
57,072 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.1%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

(103) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

57

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Alan K. Boswell (as Trustee under the Alan Kent Boswell Trust)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
52,238 Common Units (104)

Number of
Shares

8 Shared Voting Power
-0-

Beneficially
Owned by
Each
Reporting
Person With

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
52,238 Common Units (104)(105)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
52,238 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.1%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

- (104) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units held by the trust identified in Row 1 of this cover page is exercised by Alan K. Boswell, as trustee of such trust.
- (105) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

58

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
The Alan Kent Boswell Trust

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
Kentucky

	7	Sole Voting Power 52,238 Common Units (106)
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power -0-
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power 52,238 Common Units (106)(107)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 52,238 Common Units	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.1%	
14	Type of Reporting Person* OO	

* SEE INSTRUCTIONS

(106) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Alan K. Boswell, as Trustee under the Alan Kent Boswell Trust.

(107) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Linda K. Boswell (as Trustee under the Linda Knight Boswell Trust)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
49,103 Common Units (108)

Number of
Shares

8 Shared Voting Power
-0-

Beneficially
Owned by

Each
Reporting
Person With

9 Sole Dispositive Power
3,134 Common Units

10 Shared Dispositive Power
45,969 Common Units (108)(109)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
49,103 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.1%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

- (108) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units held by the trust identified in Row 1 of this cover page is exercised by Linda K. Boswell, as trustee of such trust.
- (109) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

60

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
The Linda Knight Boswell Trust

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
Kentucky

7 Sole Voting Power
49,103 Common Units (110)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
3,134 Common Units

10 Shared Dispositive Power
45,969 Common Units (110)(111)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
49,103 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.1%

14 Type of Reporting Person*
OO

* SEE INSTRUCTIONS

(110) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Linda K. Boswell, as Trustee under the Linda Knight Boswell Trust.

(111) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Alan B. Smith

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
58,449 Common Units

Number of
Shares

8 Shared Voting Power
-0-

Beneficially

Owned by

Each

Reporting

Person With

9 Sole Dispositive Power
1,807 Common Units

10 Shared Dispositive Power
56,642 Common Units (112)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
58,449 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.1%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

(112) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

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CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Carol Smith

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
29,226 Common Units

Number of
Shares
Beneficially

8 Shared Voting Power
-0-

Owned by
Each
Reporting
Person With

9 Sole Dispositive Power
903 Common Units

10 Shared Dispositive Power
28,323 Common Units (113)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
29,226 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.05%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

(113) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Kendall Barret (as Trustee under the Kendall S. Barret Revocable Living Trust U/A Dated 10/30/08)

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
38,963 Common Units(114)

Number of
Shares

8 Shared Voting Power
-0-

Beneficially

Owned by

Each

Reporting

Person With

9 Sole Dispositive Power
1,805 Common Units

10 Shared Dispositive Power
37,158 Common Units (114)(115)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
38,963 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
0.07%

14 Type of Reporting Person *
IN

* SEE INSTRUCTIONS

(114) Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the Common Units is exercised by Kendall Barret, as trustee of such trust.

(115) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

64

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Kendall S. Barret Irrevocable Living Trust U/A Dated 8/30/12

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
19,400 Common Units (116)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
19,400 Common Units (116)(117)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
19,400 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
0.03%

14 Type of Reporting Person *
OO

* SEE INSTRUCTIONS

(116) Voting, other than as set forth in the immediately following footnote, and dispositive power with respect to the Common Units is exercised by Thomas M. Wynne, as Trustee under the Kendall S. Barret Irrevocable Living Trust U/A Dated 8/30/12.

(117) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
Kendall S. Barret Revocable Living Trust U/A Dated 10/30/08

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
38,963 Common Units (118)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
1,805 Common Units

10 Shared Dispositive Power
37,158 Common Units (118)(119)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
38,963 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *

13 Percent of Class Represented by Amount in Row (11)
0.07%

14 Type of Reporting Person *
OO

* SEE INSTRUCTIONS

(118) Voting, other than as set forth in the immediately following footnote, and dispositive power with respect to the Common Units is exercised by Kendall Barret, as Trustee under the Kendall S. Barret Revocable Living Trust U/A Dated 10/30/08.

(119) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

66

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
John W. Tanner

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
35,690 Common Units

Number of
Shares

8 Shared Voting Power
-0-

Beneficially
Owned by
Each
Reporting
Person With

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
35,690 Common Units (120)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
35,690 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.06%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

(120) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

67

CUSIP No. 01861G10 0

13D

1 Name of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons
S. Paul Mackey

2 Check the Appropriate Box if a Member of a Group*

(a)

(b)

3 SEC Use Only

4 Source of Funds *
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
USA

7 Sole Voting Power
27,852 Common Units

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
-0-

9 Sole Dispositive Power
3,066 Common Units

10 Shared Dispositive Power
24,786 Common Units (121)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
27,852 Common Units

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
0.05%

14 Type of Reporting Person*
IN

* SEE INSTRUCTIONS

(121) Dispositive power of the Common Units may be deemed to be shared with Joseph W. Craft III as a result of the Craft Drag-Along (as defined in Item 6 of Schedule 13D Amendment No. 1).

EXPLANATORY NOTE: This Amendment No. 6 to Schedule 13D (this "Amendment No. 6") is filed to amend that certain Statement on Schedule 13D (SEC File No. 005-81827; Film No. 06863947)(the "Original Schedule 13D"), as amended by that certain Amendment No. 1 to Schedule 13D filed on March 8, 2007 (SEC File Number 005-81827; Film Number 07680565)("Schedule 13D Amendment No. 1"), and as further amended by that certain Amendment No. 2 to Schedule 13D filed on August 14, 2008 (SEC File Number 005-81827; Film Number 081016647)("Schedule 13D Amendment No. 2"), and as further amended by that certain Amendment No. 3 to Schedule 13D filed on December 22, 2008 (SEC File Number 005-81827; Film Number 081263096)("Schedule 13D Amendment No. 3"), and as further amended by that certain Amendment No. 4 to Schedule 13D filed on April 18, 2011 (SEC File Number 005-81827; Film Number 11765147)("Schedule 13D Amendment No. 4"), and as further amended by that certain Amendment No. 5 to Schedule 13D filed on December 1, 2011 (SEC File Number 005-81827; Film Number 111237228)("Schedule 13D Amendment No. 5" and with the Original Schedule 13D, as amended by Schedule 13D Amendment No. 1, Schedule 13D Amendment No. 2, Schedule 13D Amendment No. 3, Schedule 13D Amendment No. 4 and Schedule 13D Amendment No. 6, the "Amended Schedule 13D"). Capitalized terms herein which are not otherwise defined herein shall have the meanings ascribed to such terms in Schedule 13D Amendment No. 1.

Item 2. Identity and Background.

This statement is being filed as (i) Amendment No. 6 to the Original Schedule 13D filed on May 24, 2006; and (ii) an initial Statement on Schedule 13D with respect to the following individuals and entities that are parties to that certain Transfer Restrictions Agreement, dated as of June 13, 2006, as amended, and more fully described in Item 6 of Schedule 13D Amendment No.1 and Schedule 13D

Amendment No.4 (the "Transfer Restrictions Agreement"). The term "Non-Craft Controlled Reporting Persons", as such term is defined in Item 2 of Schedule 13D Amendment No. 1, is hereby supplemented to include such following individuals and entities:

JWC III Rev Trust

CNW GP, Inc.

Wesley Family LP

TMMW GP, Inc.

Wynne Family LP

Gary Rathburn Revocable Trust

Gwendolyn S. Whitfill, as Co-Trustee under the Rathburn Grandchildren' s Irrevocable Trust and Trustee under the Gwendolyn S. Whitfill Trust

Christi A. Williams, as Co-Trustee under the Rathburn Grandchildren' s Irrevocable Trust and Trustee under the Christi A. Williams Trust

Rathburn Grandchildren' s Irrevocable Trust

Gwendolyn S. Whitfill Trust

Christi A. Williams Trust

Arlo DeKraai, as Trustee under the Gary J. Rathburn GRAT and Trustee under the Anita L. Rathburn GRAT

Gary J. Rathburn GRAT

Anita L. Rathburn GRAT

Cindy Marshall, as Co-Trustee under the Cary P. Marshall Revocable Trust and a member of Marshall Children LLC

Cary P. Marshall Revocable Trust

Marshall Children LLC

David Allen Gilbert Living Trust

Timothy R. Pearson, as Co-Trustee under the Pearson Family Trust

Pearson Family Trust

Carol Smith

Kendall S. Barret Irrevocable Living Trust U/A Dated 8/30/12

Kendall S. Barret Revocable Living Trust U/A Dated 10/30/08

The cover pages for Gary J. Rathburn and Anita Rathburn have been revised to reflect that they serve as Co-Trustees under the Gary Rathburn Revocable Trust and no longer beneficially own common units of AHGP (the “Common Units”) in an individual capacity. The cover page for Thomas M. Wynne has been revised to reflect that he also serves as Trustee under the Kendall S. Barret Irrevocable Living Trust U/A Dated 8/30/12 and as the sole director of TMMW GP, Inc. The cover page for Charles R. Wesley has been

revised to reflect that he also serves as the sole director of CNW GP, Inc. The cover page for Cary P. Marshall has been revised to reflect that he also serves as Co-Trustee under the Cary P. Marshall Trust and as a member of the Marshall Children LLC. The cover page for David A. Gilbert has been revised to reflect that he serves as Trustee under the David Allen Gilbert Living Trust, Co-Trustee under the Pearson Family Trust and no longer beneficially owns Common Units in an individual capacity. The cover page for Dale G. Wilkerson has been revised to reflect that he also serves as Co-Trustee under the Pearson Family Trust. The cover page for Kendall Barret has been revised to reflect that she serves as Trustee under the Kendall S. Barret Revocable Living Trust U/A Dated 10/30/08 and no longer beneficially owns Common Units in an individual capacity.

In addition, the cover page for RaFT LLC has been removed.

(a) and (b) Schedule I to Schedule 13D Amendment No. 1 is hereby supplemented by adding the follow line items:

Name	Citizenship or State of Formation, as Applicable	Business Address or Residence
JWC III Rev Trust	Oklahoma	1717 South Boulder Avenue, Suite 400, Tulsa, OK 74119
CNW GP, Inc.	Kentucky	Charles R. Wesley c/o Alliance Coal, LLC, 771 Corporate Drive, Lexington, KY 40503
Wesley Family LP	Kentucky	Charles R. Wesley c/o Alliance Coal, LLC, 771 Corporate Drive, Lexington, KY 40503
TMMW GP, Inc.	Kentucky	Thomas M. Wynne c/o Alliance Coal, LLC, 771 Corporate Drive, Lexington, KY 40503
Wynne Family LP	Kentucky	Thomas M. Wynne c/o Alliance Coal, LLC, 771 Corporate Drive, Lexington, KY 40503
Gary Rathburn Revocable Trust	Oklahoma	6010 E 117th St. Tulsa, OK 74147
Gwendolyn S. Whitfill, as Co-Trustee under the Rathburn Grandchildren’s Irrevocable	USA	9940 N 110th Street Scottsdale, AZ 85259

Trust and Trustee under the Gwendolyn S. Whitfill Trust		
Christi A. Williams, as Co-Trustee under the Rathburn Grandchildren' s Irrevocable Trust and Trustee under the Christi A. Williams Trust	USA	3628 E 115th St. Tulsa, OK 74137
Rathburn Grandchildren' s Irrevocable Trust	Oklahoma	6010 E 117th St. Tulsa, OK 74137
Gwendolyn S. Whitfill Trust	Arizona	9940 N 110th Street Scottsdale, AZ 85259
Christi A. Williams Trust	Oklahoma	3628 E 115th St. Tulsa, OK 74137
Arlo DeKraai, as Trustee under the Gary J. Rathburn GRAT and Trustee under the Anita L. Rathburn GRAT	USA	2727 E. 21st St., Suite 310 Tulsa, OK 74114
Gary J. Rathburn GRAT	Oklahoma	2727 E. 21st St., Suite 310 Tulsa, OK 74114
Anita L. Rathburn GRAT	Oklahoma	2727 E. 21st St., Suite 310 Tulsa, OK 74114
Cindy Marshall, as Co-Trustee under the Cary P. Marshall Revocable Trust and a member of	USA	4464 Oak Road Tulsa, OK 74105

Name	Citizenship or State of Formation, as Applicable	Business Address or Residence
Marshall Children LLC		
Cary P. Marshall Revocable Trust	Oklahoma	4464 Oak Road Tulsa, OK 74105
Marshall Children LLC	Oklahoma	4464 Oak Road Tulsa, OK 74105
David Allen Gilbert Living Trust	Oklahoma	11438 S. Sandusky Ave. Tulsa, OK 74137

Timothy R. Pearson, as Co-Trustee under the Pearson Family Trust	USA	5229 Riverview Road NW Atlanta, GA 30327
Pearson Family Trust	Oklahoma	c/o Pearson Family Trust 5229 Riverview Road NW Atlanta, GA 30327
Carol Smith	USA	311 Wineland Road Ligonier, PA 15658
Kendall S. Barret Irrevocable Living Trust U/A Dated 8/30/12	Kentucky	1932 Lakes Edge Drive Lexington, KY 40502
Kendall S. Barret Revocable Living Trust U/A Dated 10/30/08	Kentucky	1932 Lakes Edge Drive Lexington, KY 40502

(c) Schedule II to Schedule 13D Amendment No. 1 is hereby supplemented by adding the follow line items:

Name	Principal Occupation or Employment; Name of Organization in which such Employment is Conducted
JWC III Rev Trust	JWC III Rev Trust is a trust.
CNW GP, Inc.	CNW GP, Inc. is a corporation and the general partner of Wesley Family LP.
Wesley Family LP	Wesley Family LP is a limited partnership.
TMMW GP, Inc.	TMMW GP, Inc. is a corporation and the general partner of Wynne Family LP.
Wynne Family LP	Wynne Family LP is a limited partnership.
Gary Rathburn Revocable Trust	The Gary Rathburn Revocable Trust is a trust.
Gwendolyn S. Whitfill, as Co-Trustee under the Rathburn Grandchildren' s Irrevocable Trust and Trustee under the Gwendolyn S. Whitfill Trust	Gwendolyn S. Whitfill, a private investor, serves as Co-Trustee under the Rathburn Grandchildren' s Irrevocable Trust and Trustee under the Gwendolyn S. Whitfill Trust.
Christi A. Williams, as Co-Trustee under the Rathburn Grandchildren' s Irrevocable Trust and Trustee under the Christi A. Williams Trust	Christi A. Williams, a private investor, serves as Co-Trustee under the Rathburn Grandchildren' s Irrevocable Trust and Trustee under the Christi A. Williams Trust.
Rathburn Grandchildren' s Irrevocable Trust	The Rathburn Grandchildren' s Irrevocable Trust is a trust.
Gwendolyn S. Whitfill Trust	The Gwendolyn S. Whitfill Trust is a trust.
Christi A. Williams Trust	The Christi A. Williams Trust is a trust.
Arlo DeKraai, as Trustee under the Gary J. Rathburn GRAT and Trustee under the Anita L. Rathburn GRAT	Arlo DeKraai, a private investor, serves as Trustee under the Gary J. Rathburn GRAT and Trustee under the Anita L. Rathburn GRAT.
Gary J. Rathburn GRAT	The Gary J. Rathburn GRAT is a trust.
Anita L. Rathburn GRAT	The Anita L. Rathburn GRAT is a trust.
Cindy Marshall, as Co-Trustee under the Cary P. Marshall Revocable Trust and a member of Marshall Children LLC	Cindy Marshall, a private investor, serves as Co-Trustee under the Cary P. Marshall Revocable Trust.
Cary P. Marshall Revocable Trust	The Cary P. Marshall Revocable Trust is a trust.
Marshall Children LLC	Marshall Children LLC is a limited liability company.
David Allen Gilbert Living Trust	The David Allen Gilbert Living Trust is a trust.

Name	Principal Occupation or Employment; Name of Organization in which such Employment is Conducted
Timothy R. Pearson, as Co-Trustee under the Pearson Family Trust	Timothy R. Pearson, President & Chief Executive Officer of Pearson Advisors and Partners, serves as Co-Trustee under the Pearson Family Trust.
Pearson Family Trust	The Pearson Family Trust is a trust.
Carol Smith	Carol Smith is a private investor.
Kendall S. Barret Irrevocable Living Trust U/A Dated 8/30/12	The Kendall S. Barret Irrevocable Living Trust U/A Dated 8/30/12 is a trust.
Kendall S. Barret Revocable Living Trust U/A Dated 10/30/08	The Kendall S. Barret Revocable Living Trust U/A Dated 10/30/08 is a trust.

Item 4. Purpose of the Transaction.

Item 4 is hereby supplemented to add the following:

The transactions reported in Schedule 13D Amendment No. 6 reflect changes in investment portfolio management and estate planning by certain Reporting Persons.

Item 5. Interest in Securities of the Issuer.

Paragraphs (a) and (b) of Item 5 are hereby amended and restated as follows:

(a) There were 59,863,000 Common Units outstanding as of May 16, 2013. The number of Common Units beneficially owned by each Reporting Person and the percentage of the total number of Common Units outstanding represented by such beneficial ownership is set forth on rows 11 and 13, respectively, of the cover page of this Statement on Schedule 13D prepared for such Reporting Person, and such information is incorporated herein by reference.

(b) The number of Common Units as to which there is sole power to vote or to direct the vote, sole power to dispose or direct the disposition, or shared power to dispose or direct the disposition for the Reporting Persons is set forth on the cover pages of this Statement on Schedule 13D, and such information is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended and restated as follows:

Exhibit A: Appendix A (form of Partnership Agreement) to Form 424B-4 Prospectus filed by Alliance Holdings GP, L.P. on May 10, 2006 (File No. 333-129883; Film No. 06824227); incorporated herein by reference.

Exhibit B: Exhibit A (form of Lock-Up Agreement) to the Underwriting Agreement filed on April 4, 2011 by Alliance Holdings GP, L.P. as Exhibit 1.1 to the Current Report on Form 8-K (File No. 000-51952; Film No. 11736777); incorporated herein by reference.

Exhibit C: Exhibit 4.1 (Transfer Restrictions Agreement) and Exhibit 4.2 (A&R Registration Rights Agreement) to Current Report on Form 8-K filed by Alliance Holdings GP, L.P. on June 16, 2006 (File No. 000-51952; Film No. 06909836); incorporated herein by reference.

Exhibit D: Joint Filing Agreement dated May 16, 2013 filed herewith.

Exhibit E: Form of the Option Agreement entered into by and among each Grantor and the Partnership (as defined in Schedule 13D Amendment No. 2); filed as Exhibit E to Schedule 13D Amendment No. 2 (File No. 005-81827; Film No. 081016647); incorporated herein by reference.

Exhibit F: Form of AMH III Option Agreement entered into by and among Alliance Management Holdings III, LLC and numerous employees of Alliance Coal, LLC and its affiliates; filed as Exhibit F to Schedule 13D Amendment No. 3 (File No. 005-81827; Film No. 081263096); incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: May 16, 2013

/s/ Joseph W. Craft III by Megan Cordle pursuant to Power of Attorney dated 4/10/13

Joseph W. Craft III

/s/ Joseph W. Craft III by Megan Cordle pursuant to Power of Attorney dated 4/10/13

Joseph W. Craft III, as Trustee under the JWC III Rev Trust

JOSEPH W. CRAFT III FOUNDATION

By: /s/ Megan Cordle pursuant to Power of Attorney dated 2/14/07

Name: Megan Cordle

Title: Attorney-in-Fact

ALLIANCE RESOURCE HOLDINGS, INC.

By: /s/ Megan Cordle pursuant to Power of Attorney dated 3/5/07

Name: Megan Cordle

Title: Attorney-in-Fact

ALLIANCE RESOURCE HOLDINGS II, INC.

By: /s/ Megan Cordle pursuant to Power of Attorney dated 3/5/07

Name: Megan Cordle

Title: Attorney-in-Fact

ALLIANCE RESOURCE GP, LLC

By: /s/ Megan Cordle pursuant to Power of Attorney dated 5/8/06

Name: Megan Cordle

Title: Attorney-in-Fact

ALLIANCE MANAGEMENT HOLDINGS III, LLC

By: /s/ Megan Cordle pursuant to Power of Attorney dated 4/10/13
Name: Megan Cordle
Title: Attorney-in-Fact

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/s/ Elaine R. Guilfoyle by Megan Cordle pursuant to Powers of Attorney dated 8/8/08 and 12/11/08

Elaine R. Guilfoyle, individually, and as Co-Trustee under:

- (i) the Joseph W. Craft III 2006 Irrevocable Trust FBO Joseph W. Craft IV dated February 27, 2006;
- (ii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Caroline B. Fiddes dated February 27, 2006;
- (iii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Ryan E. Craft dated February 27, 2006;
- (iv) the Joseph W. Craft III 2006 Irrevocable Trust FBO Kyle O. Craft dated February 27, 2006;
- (v) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Joseph W. Craft IV U/A Dated February 27, 2006;
- (vi) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Caroline B. Fiddes U/A Dated February 27, 2006;
- (vii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Ryan E. Craft U/A Dated February 27, 2006; and
- (viii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Kyle O. Craft U/A Dated February 27, 2006

/s/ Dale G. Wilkerson by Megan Cordle pursuant to Powers of Attorney dated 2/1/07 and 5/15/13

Dale G. Wilkerson, individually, and as Co-Trustee under:

- (i) the Joseph W. Craft III 2006 Irrevocable Trust FBO Joseph W. Craft IV dated February 27, 2006;
- (ii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Caroline B. Fiddes dated February 27, 2006;
- (iii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Ryan E. Craft dated February 27, 2006;
- (iv) the Joseph W. Craft III 2006 Irrevocable Trust FBO Kyle O. Craft dated February 27, 2006;
- (v) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Joseph W. Craft IV U/A Dated February 27, 2006;
- (vi) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Caroline B. Fiddes U/A Dated February 27, 2006;
- (vii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Ryan E. Craft U/A Dated February 27, 2006;
- (viii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Kyle O. Craft U/A Dated February 27, 2006; and
- (ix) the Pearson Family Trust

/s/ A. Wellford Tabor by Mindy Kerber pursuant to Power of Attorney dated 2/1/07

A. Wellford Tabor, as Co-Trustee under:

- (i) the Joseph W. Craft III 2006 Irrevocable Trust FBO Joseph W. Craft IV dated February 27, 2006;
- (ii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Caroline B. Fiddes dated February 27, 2006;
- (iii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Ryan E. Craft dated February 27, 2006;
- (iv) the Joseph W. Craft III 2006 Irrevocable Trust FBO Kyle O. Craft dated February 27, 2006;
- (v) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Joseph W. Craft IV U/A Dated February 27, 2006;
- (vi) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Caroline B. Fiddes U/A Dated February 27, 2006;
- (vii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Ryan E. Craft U/A Dated February 27, 2006; and
- (viii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Kyle O. Craft U/A Dated February 27, 2006

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/s/ Kathleen S. Craft by Mindy Kerber pursuant to Power of Attorney dated 11/11/11

Kathleen S. Craft, individually, and as Trustee under the Kathleen S. Craft Revocable Trust

/s/ Charles R. Wesley by Megan Cordle pursuant to Powers of Attorney dated 4/11/13 and 5/7/13

Charles R. Wesley, individually, and as the sole director of CNW GP, Inc.

/s/ Nancy Wesley by Megan Cordle pursuant to Power of Attorney dated 2/5/07

Nancy Wesley, as Trustee under
The Charles R. Wesley Family Trust Irrevocable
Trust Agreement, dated March 28, 2006

/s/ Thomas M. Wynne by Megan Cordle pursuant to Powers of Attorney dated 2/2/07 and 4/11/13

Thomas M. Wynne, individually, and as Trustee under the Thomas M. Wynne Revocable Trust

/s/ Thomas M. Wynne by Mindy Kerber pursuant to Powers of Attorney dated 5/6/13

Thomas M. Wynne, as Trustee under the Kendall S. Barret Irrevocable Living Trust U/A Dated 8/30/12 and as the sole director of
TMMW GP, Inc.

/s/ Thomas P. Wynne by Megan Cordle pursuant to Powers of Attorney dated 4/17/11

Thomas P. Wynne, individually, and as Trustee under
The Thomas M. Wynne Family Trust Irrevocable
Trust Agreement, dated March 28, 2006

/s/ Cindy Wynne by Megan Cordle pursuant to Powers of Attorney dated 2/2/07

Cindy Wynne

/s/ Thomas L. Pearson by Megan Cordle pursuant to Power of Attorney dated 2/22/07

Thomas L. Pearson

/s/ Gary J. Rathburn by Mindy Kerber pursuant to Power of Attorney dated 5/8/13

Gary J. Rathburn, as a Co-Trustee under the Gary Rathburn Revocable Trust

/s/ Anita Rathburn by Mindy Kerber pursuant to Power of Attorney dated 5/8/13

Anita Rathburn, as a Co-Trustee under the Gary Rathburn Revocable Trust

Marshall Children, LLC

By: /s/ Mindy Kerber pursuant to Power of Attorney dated 5/8/13

Name: Mindy Kerber

Title: Attorney-in-Fact

/s/ Cary P. Marshall by Megan Cordle pursuant to Power of Attorney dated 4/12/13

Cary P. Marshall

/s/ Cary P. Marshall by Mindy Kerber pursuant to Power of Attorney dated 5/8/13

Cary P. Marshall, as a Co-Trustee under the Cary P. Marshall Revocable Trust and as a member of Marshall Children LLC

/s/ Cindy Marshall by Mindy Kerber pursuant to Power of Attorney dated 5/8/13

Cindy Marshall, as a Co-Trustee under the Cary P. Marshall Revocable Trust and a member of Marshall Children LLC

/s/ David A. Gilbert by Mindy Kerber pursuant to Powers of Attorney dated 5/3/13 and 5/15/13

David A. Gilbert, as Trustee under the David Allen Gilbert Living Trust and a Co-Trustee under the Pearson Family Trust

/s/ George C. Tichnell by Megan Cordle pursuant to Power of Attorney dated 2/3/07

George C. Tichnell

/s/ Bret A. Hardwick by Megan Cordle pursuant to Power of Attorney dated 2/1/07

Bret A. Hardwick

/s/ Michael R. Rieck by Megan Cordle pursuant to Power of Attorney dated 2/1/07

Michael R. Rieck

/s/ Nancy Murphy by Mindy Kerber pursuant to Power of Attorney dated 11/29/11

Nancy Murphy

/s/ Alan K. Boswell by Megan Cordle pursuant to Powers of Attorney dated 2/9/07

Alan K. Boswell, individually, and as Trustee under the Alan Kent Boswell Trust

/s/ Linda K. Boswell by Megan Cordle pursuant to Powers of Attorney dated 2/9/07

Linda K. Boswell, individually, and as Trustee under the Linda Knight Boswell Trust

/s/ Alan B. Smith by Megan Cordle pursuant to Power of Attorney dated 2/1/07

Alan B. Smith

/s/ Kendall Barret by Mindy Kerber pursuant to Power of Attorney dated 5/6/13

Kendall Barret, as Trustee under the Kendall S. Barret Revocable Living Trust U/A Dated 10/30/08

/s/ John W. Tanner by Megan Cordle pursuant to Power of Attorney dated 2/20/07

John W. Tanner

/s/ S. Paul Mackey by Megan Cordle pursuant to Power of Attorney dated 2/7/07

S. Paul Mackey

/s/ Timothy R. Pearson by Mindy Kerber pursuant to Power of Attorney dated 5/6/13

Timothy R. Pearson, as a Co-Trustee under the Pearson Family Trust

/s/ Arlo DeKraai by Mindy Kerber pursuant to Powers of Attorney dated 5/8/13

Arlo DeKraai, as Trustee under the Gary J. Rathburn GRAT and Trustee under the Anita L. Rathburn GRAT

/s/ Gwendolyn S. Whitfill by Mindy Kerber pursuant to Powers of Attorney dated 5/8/13

Gwendolyn S. Whitfill, as a Co-Trustee under the Rathburn Grandchildren' s Irrevocable Trust and Trustee under the Gwendolyn S. Whitfill Trust

/s/ Christi A. Williams by Mindy Kerber pursuant to Powers of Attorney dated 5/9/13

Christi A. Williams, as a Co-Trustee under the Rathburn Grandchildren' s Irrevocable Trust and Trustee under the Christi A. Williams Trust

/s/ Carol Smith by Mindy Kerber pursuant to Power of Attorney dated 5/5/13

Carol Smith

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CNW GP, Inc.

By: /s/ Mindy Kerber pursuant to Power of Attorney dated 5/7/13

Name: Mindy Kerber

Title: Attorney-in-Fact

Wesley Family LP

By: CNW GP, Inc., its general partner

By: /s/ Mindy Kerber pursuant to Power of Attorney dated 5/7/13

Name: Mindy Kerber

Title: Attorney-in-Fact

TMMW GP, Inc.

By: /s/ Mindy Kerber pursuant to Power of Attorney dated 5/6/13

Name: Mindy Kerber

Title: Attorney-in-Fact

Wynne Family LP

By: TMMW GP, Inc., its general partner

By: /s/ Mindy Kerber pursuant to Power of Attorney dated 5/6/13

Name: Mindy Kerber

Title: Attorney-in-Fact

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EXHIBIT INDEX

Exhibit A: Appendix A (form of Partnership Agreement) to Form 424B-4 Prospectus filed by Alliance Holdings GP, L.P. on May 10, 2006 (File No. 333-129883; Film No. 06824227); incorporated herein by reference.

- Exhibit B: Exhibit A (form of Lock-Up Agreement) to the Underwriting Agreement filed on April 4, 2011 by Alliance Holdings GP, L.P. as Exhibit 1.1 to the Current Report on Form 8-K (File No. 000-51952; Film No. 11736777); incorporated herein by reference.
- Exhibit C: Exhibit 4.1 (Transfer Restrictions Agreement) and Exhibit 4.2 (A&R Registration Rights Agreement) to Current Report on Form 8-K filed by Alliance Holdings GP, L.P. on June 16, 2006 (File No. 000-51952; Film No. 06909836); incorporated herein by reference.
- Exhibit D: Joint Filing Agreement dated May 16, 2013 filed herewith.
- Exhibit E: Form of the Option Agreement entered into by and among each Grantor and the Partnership (as defined in Schedule 13D Amendment No. 2); filed as Exhibit E to Schedule 13D Amendment No. 2 (File No. 005-81827; Film No. 081016647); incorporated herein by reference.
- Exhibit F: Form of the AMH III Option Agreement entered into by and among Alliance Management Holdings III, LLC and numerous employees of Alliance Coal, LLC and its affiliates; filed as Exhibit F to Schedule 13D Amendment No. 3 (File No. 005-81827; Film No. 081263096); incorporated herein by reference.

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13D referred to below) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Units of beneficial interest of Alliance Holdings GP, L.P., a Delaware limited partnership, and that this Joint Filing Agreement may be included as an Exhibit to such joint filing. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 16th day of May, 2013.

/s/ Joseph W. Craft III by Megan Cordle pursuant to Power of Attorney dated 4/10/13

Joseph W. Craft III

/s/ Joseph W. Craft III by Megan Cordle pursuant to Power of Attorney dated 4/10/13

Joseph W. Craft III, as Trustee under the JWC III Rev Trust

JOSEPH W. CRAFT III FOUNDATION

By: /s/ Megan Cordle pursuant to Power of Attorney dated 2/14/07

Name: Megan Cordle

Title: Attorney-in-Fact

ALLIANCE RESOURCE HOLDINGS, INC.

By: /s/ Megan Cordle pursuant to Power of Attorney dated 3/5/07

Name: Megan Cordle

Title: Attorney-in-Fact

ALLIANCE RESOURCE HOLDINGS II, INC.

By: /s/ Megan Cordle pursuant to Power of Attorney dated 3/5/07

Name: Megan Cordle

Title: Attorney-in-Fact

ALLIANCE RESOURCE GP, LLC

By: /s/ Megan Cordle pursuant to Power of Attorney dated 5/8/06

Name: Megan Cordle

Title: Attorney-in-Fact

ALLIANCE MANAGEMENT HOLDINGS III, LLC

By: /s/ Megan Cordle pursuant to Power of Attorney dated 4/10/13

Name: Megan Cordle

Title: Attorney-in-Fact

/s/ Elaine R. Guilfoyle by Megan Cordle pursuant to Powers of Attorney dated 8/8/08 and 12/11/08

Elaine R. Guilfoyle, individually, and as Co-Trustee under:

- (i) the Joseph W. Craft III 2006 Irrevocable Trust FBO Joseph W. Craft IV dated February 27, 2006;
- (ii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Caroline B. Fiddes dated February 27, 2006;
- (iii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Ryan E. Craft dated February 27, 2006;
- (iv) the Joseph W. Craft III 2006 Irrevocable Trust FBO Kyle O. Craft dated February 27, 2006;
- (v) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Joseph W. Craft IV U/A Dated February 27, 2006;
- (vi) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Caroline B. Fiddes U/A Dated February 27, 2006;
- (vii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Ryan E. Craft U/A Dated February 27, 2006; and
- (viii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Kyle O. Craft U/A Dated February 27, 2006

/s/ Dale G. Wilkerson by Megan Cordle pursuant to Powers of Attorney dated 2/1/07 and 5/15/13

Dale G. Wilkerson, individually, and as Co-Trustee under:

- (i) the Joseph W. Craft III 2006 Irrevocable Trust FBO Joseph W. Craft IV dated February 27, 2006;
- (ii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Caroline B. Fiddes dated February 27, 2006;
- (iii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Ryan E. Craft dated February 27, 2006;
- (iv) the Joseph W. Craft III 2006 Irrevocable Trust FBO Kyle O. Craft dated February 27, 2006;
- (v) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Joseph W. Craft IV U/A Dated February 27, 2006;
- (vi) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Caroline B. Fiddes U/A Dated February 27, 2006;
- (vii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Ryan E. Craft U/A Dated February 27, 2006;
- (viii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Kyle O. Craft U/A Dated February 27, 2006; and
- (ix) the Pearson Family Trust.

/s/ A. Wellford Tabor by Mindy Kerber pursuant to Power of Attorney dated 2/1/07

A. Wellford Tabor, as Co-Trustee under:

- (i) the Joseph W. Craft III 2006 Irrevocable Trust FBO Joseph W. Craft IV dated February 27, 2006;
- (ii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Caroline B. Fiddes dated February 27, 2006;
- (iii) the Joseph W. Craft III 2006 Irrevocable Trust FBO Ryan E. Craft dated February 27, 2006;
- (iv) the Joseph W. Craft III 2006 Irrevocable Trust FBO Kyle O. Craft dated February 27, 2006;
- (v) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Joseph W. Craft IV U/A Dated February 27, 2006;
- (vi) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Caroline B. Fiddes U/A Dated February 27, 2006;
- (vii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Ryan E. Craft U/A Dated February 27, 2006; and
- (viii) the Joseph W. Craft III Grantor Retained Annuity Trust FBO Kyle O. Craft U/A Dated February 27, 2006

/s/ Kathleen S. Craft by Mindy Kerber pursuant to Power of Attorney dated 11/11/11

Kathleen S. Craft, individually, and as Trustee under the Kathleen S. Craft Revocable Trust

/s/ Charles R. Wesley by Megan Cordle pursuant to Powers of Attorney dated 4/11/13 and 5/7/13

Charles R. Wesley, individually, and as sole director of CNW GP, Inc.

/s/ Nancy Wesley by Megan Cordle pursuant to Power of Attorney dated 2/5/07

Nancy Wesley, as Trustee under

The Charles R. Wesley Family Trust Irrevocable
Trust Agreement, dated March 28, 2006

/s/ Thomas M. Wynne by Megan Cordle pursuant to Powers of Attorney dated 2/2/07 and 4/11/13

Thomas M. Wynne, individually, and as Trustee under the Thomas M. Wynne Revocable Trust

/s/ Thomas M. Wynne by Mindy Kerber pursuant to Powers of Attorney dated 5/6/13

Thomas M. Wynne, as Trustee under the Kendall S. Barret Irrevocable Living Trust U/A Dated 8/30/12 and as the sole director of
TMMW GP, Inc.

/s/ Thomas P. Wynne by Megan Cordle pursuant to Powers of Attorney dated 4/17/11

Thomas P. Wynne, individually, and as Trustee under
The Thomas M. Wynne Family Trust Irrevocable Trust Agreement,
dated March 28, 2006

/s/ Cindy Wynne by Megan Cordle pursuant to Powers of Attorney dated 2/2/07

Cindy Wynne

/s/ Thomas L. Pearson by Megan Cordle pursuant to Power of Attorney dated 2/22/07

Thomas L. Pearson

/s/ Gary J. Rathburn by Mindy Kerber pursuant to Power of Attorney dated 5/8/13

Gary J. Rathburn, as a Co-Trustee under the Gary Rathburn Revocable Trust

/s/ Anita Rathburn by Mindy Kerber pursuant to Power of Attorney dated 5/8/13

Anita Rathburn, as a Co-Trustee under the Gary Rathburn Revocable Trust
Marshall Children, LLC

By: /s/ Mindy Kerber pursuant to Power of Attorney dated 5/8/13

Name: Mindy Kerber

Title: Attorney-in-Fact

/s/ Cary P. Marshall by Megan Cordle pursuant to Power of Attorney dated 4/12/13

Cary P. Marshall

/s/ Cary P. Marshall by Mindy Kerber pursuant to Power of Attorney dated 5/8/13

Cary P. Marshall, as a Co-Trustee under the Cary P. Marshall Revocable Trust and as a member of Marshall Children LLC

/s/ Cindy Marshall by Mindy Kerber pursuant to Power of Attorney dated 5/8/13

Cindy Marshall, as a Co-Trustee under the Cary P. Marshall Revocable Trust and a member of Marshall Children LLC

/s/ David A. Gilbert by Mindy Kerber pursuant to Powers of Attorney dated 5/3/13 and 5/15/13

David A. Gilbert, as Trustee under the David Allen Gilbert Living Trust and a Co-Trustee under the Pearson Family Trust

/s/ George C. Tichnell by Megan Cordle pursuant to Power of Attorney dated 2/3/07

George C. Tichnell

/s/ Bret A. Hardwick by Megan Cordle pursuant to Power of Attorney dated 2/1/07

Bret A. Hardwick

/s/ Michael R. Rieck by Megan Cordle pursuant to Power of Attorney dated 2/1/07

Michael R. Rieck

/s/ Nancy Murphy by Mindy Kerber pursuant to Power of Attorney dated 11/29/11

Nancy Murphy

/s/ Alan K. Boswell by Megan Cordle pursuant to Powers of Attorney dated 2/9/07

Alan K. Boswell, individually, and as Trustee under the Alan Kent Boswell Trust

/s/ Linda K. Boswell by Megan Cordle pursuant to Powers of Attorney dated 2/9/07

Linda K. Boswell, individually, and as Trustee under the Linda Knight Boswell Trust

/s/ Alan B. Smith by Megan Cordle pursuant to Power of Attorney dated 2/1/07

Alan B. Smith

/s/ Kendall Barret by Mindy Kerber pursuant to Power of Attorney dated 5/6/13

Kendall Barret, as Trustee under the Kendall S. Barret Revocable Living Trust U/A Dated 10/30/08

/s/ John W. Tanner by Megan Cordle pursuant to Power of Attorney dated 2/20/07

John W. Tanner

/s/ S. Paul Mackey by Megan Cordle pursuant to Power of Attorney dated 2/7/07

S. Paul Mackey

/s/ Timothy R. Pearson by Mindy Kerber pursuant to Power of Attorney dated 5/6/13

Timothy R. Pearson, as a Co-Trustee under the Pearson Family Trust

/s/ Arlo DeKraai by Mindy Kerber pursuant to Powers of Attorney dated 5/8/13

Arlo DeKraai, as Trustee under the Gary J. Rathburn GRAT and Trustee under the Anita L. Rathburn GRAT

/s/ Gwendolyn S. Whitfill by Mindy Kerber pursuant to Powers of Attorney dated 5/8/13

Gwendolyn S. Whitfill, as a Co-Trustee under the Rathburn Grandchildren' s Irrevocable Trust and Trustee under the Gwendolyn S. Whitfill Trust

/s/ Christi A. Williams by Mindy Kerber pursuant to Powers of Attorney dated 5/9/13

Christi A. Williams, as a Co-Trustee under the Rathburn Grandchildren' s Irrevocable Trust and Trustee under the Christi A. Williams Trust

/s/ Carol Smith by Mindy Kerber pursuant to Power of Attorney dated 5/5/13

Carol Smith

CNW GP, Inc.

By: /s/ Mindy Kerber pursuant to Power of Attorney dated 5/7/13

Name: Mindy Kerber

Title: Attorney-in-Fact

Wesley Family LP

By: CNW GP, Inc., its general partner

By: /s/ Mindy Kerber pursuant to Power of Attorney dated 5/7/13

Name: Mindy Kerber

Title: Attorney-in-Fact

TMMW GP, Inc.

By: /s/ Mindy Kerber pursuant to Power of Attorney dated 5/6/13

Name: Mindy Kerber

Title: Attorney-in-Fact

Wynne Family LP

By: TMMW GP, Inc., its general partner

By: /s/ Mindy Kerber pursuant to Power of Attorney dated 5/6/13

Name: Mindy Kerber

Title: Attorney-in-Fact
