

Alliance Holdings GP, L.P.  
Form SC 13D/A  
August 14, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**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**

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*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)**

**July 31, 2008**

**(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).

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)  x

(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

NUMBER OF

SHARES 30,795,526 Common Units<sup>1</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 18,000<sup>2</sup>

9 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON 30,795,526 Common Units<sup>1</sup>

10 SHARED DISPOSITIVE POWER

WITH

16,784,495 Common Units<sup>2,3</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

47,580,021 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)

79.5%

14 TYPE OF REPORTING PERSON \*

IN

\* SEE INSTRUCTIONS

- <sup>1</sup> Comprised of (i) 9,605,338 Common Units held by Joseph W. Craft III ( Craft ) individually and through a Craft grantor retained annuity trust; (ii) 20,641,168 Common Units held by Alliance Resource GP, LLC (of which Craft is the indirect sole owner and President, Chief Executive Officer and sole Director); and (ii) 549,020 Common Units held by Alliance Management Holdings III, LLC (of which Craft is President and Director).
- <sup>2</sup> 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.
- <sup>3</sup> 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 16,766,495 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). The filing of this statement shall not be deemed an admission that Craft beneficially owns such shares.

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)  x

(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

NUMBER OF

SHARES

-0-

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

18,000 Common Units<sup>4</sup>

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

18,000 Common Units<sup>4</sup>

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

<sup>4</sup> 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.

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)  x

(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

20,641,168 Common Units<sup>5</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

20,641,168 Common Units<sup>5</sup>

10 SHARED DISPOSITIVE POWER

WITH

-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

<sup>5</sup> Voting and dispositive power with respect to such Common Units is exercised by Joseph W. Craft III. Alliance Resource Holdings II, Inc., which is wholly-owned by Joseph W. Craft III, 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.



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)  x

(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

20,641,168 Common Units<sup>6</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

20,641,168 Common Units<sup>6</sup>

10 SHARED DISPOSITIVE POWER

WITH

-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

<sup>6</sup> Voting and dispositive power with respect to such Common Units is exercised by Joseph W. Craft III. Alliance Resource Holdings II, Inc., which is wholly-owned by Joseph W. Craft III, 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.

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)  x

(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

20,641,168 Common Units<sup>7</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

20,641,168 Common Units<sup>7</sup>

10 SHARED DISPOSITIVE POWER

WITH

-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

<sup>7</sup> Voting and dispositive power with respect to such Common Units is exercised by Joseph W. Craft III. Alliance Resource Holdings II, Inc., which is wholly-owned by Joseph W. Craft III, 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.

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)  x

(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 549,020 Common Units<sup>8</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

9 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON 549,020 Common Units

10 SHARED DISPOSITIVE POWER<sup>8</sup>

WITH

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

549,020 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)

0.9%

14 TYPE OF REPORTING PERSON \*

OO

\* SEE INSTRUCTIONS

<sup>8</sup> 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.

1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

A. Wellford Tabor (as 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)

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 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-<sup>9</sup>

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING -0-  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER

-0-<sup>9</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

-0-

14 TYPE OF REPORTING PERSON \*

IN

\* SEE INSTRUCTIONS

<sup>9</sup> Effective March 20, 2008, A. Wellford Tabor resigned as the Trustee of (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. Effective upon such resignation, Mr. Tabor ceases to beneficially own any Common Units.



1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Elaine R. Guilfoyle (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; and (iv) the 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)

(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 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING 2,211,888 Common Units<sup>10</sup>  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER

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2,211,888 Common Units<sup>10, 11</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,211,888 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)

3.7%

14 TYPE OF REPORTING PERSON \*

IN

\* SEE INSTRUCTIONS

<sup>10</sup> Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the aggregate of 2,211,888 Common Units held by the four trusts identified in Row 1 of this cover page is shared by Elaine R. Guilfoyle and Mary Catherine Huigens, as co-trustees of such trusts. Ms. Guilfoyle and Ms. Huigens became co-trustees of such trusts on March 20, 2008.

<sup>11</sup> 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).

## 1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Mary Catherine Huigens (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; and (iv) the 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) (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 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,807<sup>12</sup>

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING 2,211,888 Common Units<sup>13</sup>  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

1,807<sup>12</sup>  
10 SHARED DISPOSITIVE POWER

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2,211,888 Common Units<sup>13, 14</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,211,888 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)

3.7%

14 TYPE OF REPORTING PERSON \*

IN

\* SEE INSTRUCTIONS

<sup>12</sup> Ms. Huigens, apart from her capacity as co-trustee as described in the immediately following footnote, individually beneficially owns 1,807 Common Units.

<sup>13</sup> Voting and, other than as set forth in the immediately following footnote, dispositive power with respect to the aggregate of 2,211,888 Common Units held by the four trusts identified in Row 1 of this cover page is shared by Mary Catherine Huigens and Elaine R. Guilfoyle, as co-trustees of such trusts. Ms. Huigens and Ms. Guilfoyle became co-trustees of such trusts on March 20, 2008.

<sup>14</sup> 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).

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

NUMBER OF

SHARES

552,972 Common Units<sup>15</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

552,972 Common Units<sup>15, 16</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

552,972 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)

0.9%

14 TYPE OF REPORTING PERSON \*

OO

\* SEE INSTRUCTIONS

<sup>15</sup> 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 and Mary Catherine Huigens, as Co-Trustees of the Joseph W. Craft III 2006 Irrevocable Trust FBO Joseph W. Craft IV dated February 27, 2006.

<sup>16</sup> 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

NUMBER OF

SHARES

552,972 Common Units<sup>17</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

552,972 Common Units<sup>17, 18</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

552,972 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)

0.9%

14 TYPE OF REPORTING PERSON \*

OO

\* SEE INSTRUCTIONS

17 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 and Mary Catherine Huigens, as Co-Trustees of the Joseph W. Craft III 2006 Irrevocable Trust FBO Caroline B. Fiddes dated February 27, 2006.

18 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 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

NUMBER OF

SHARES 552,972 Common Units<sup>19</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

552,972 Common Units<sup>19,20</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

552,972 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)

0.9%

14 TYPE OF REPORTING PERSON \*

OO

\* SEE INSTRUCTIONS

<sup>19</sup> 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 and Mary Catherine Huigens, as Co-Trustees of the Joseph W. Craft III 2006 Irrevocable Trust FBO Ryan E. Craft dated February 27, 2006.

<sup>20</sup> 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)

(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

NUMBER OF

SHARES

552,972 Common Units<sup>21</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

552,972 Common Units<sup>21,22</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

552,972 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)

0.9%

14 TYPE OF REPORTING PERSON \*

OO

\* SEE INSTRUCTIONS

<sup>21</sup> 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 and Mary Catherine Huigens, as Co-Trustees of the Joseph W. Craft III 2006 Irrevocable Trust FBO Kyle O. Craft dated February 27, 2006.

<sup>22</sup> 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

Charles R. Wesley

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

NUMBER OF

SHARES 3,559,625 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

3,559,625 Common Units<sup>23</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,559,625 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)

5.9%

14 TYPE OF REPORTING PERSON \*

IN

\* SEE INSTRUCTIONS

<sup>23</sup> 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 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

NUMBER OF

SHARES 139,455 Common Units<sup>24</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

9 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON -0-

10 SHARED DISPOSITIVE POWER

WITH

139,455 Common Units<sup>24, 25</sup>

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

139,455 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

<sup>24</sup> 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.

<sup>25</sup> 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

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

NUMBER OF

SHARES 139,455 Common Units<sup>26</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

139,455 Common Units<sup>26,27</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

139,455 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

<sup>26</sup> 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.

<sup>27</sup> 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 M. 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

NUMBER OF

SHARES

1,236,894 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

1,236,894 Common Units<sup>28</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,236,894 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)

2.1%

14 TYPE OF REPORTING PERSON \*

IN

\* SEE INSTRUCTIONS

<sup>28</sup> 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

Cindy J. 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

NUMBER OF

SHARES 67,478 Common Units<sup>29</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

9 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON -0-

10 SHARED DISPOSITIVE POWER

WITH

67,478 Common Units<sup>29, 30</sup>

Edgar Filing: Alliance Holdings GP, L.P. - Form SC 13D/A

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

<sup>29</sup> 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 Cindy J. Wynne, as trustee of such trust.

<sup>30</sup> 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

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

NUMBER OF

SHARES 67,478 Common Units<sup>31</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

67,478 Common Units<sup>31, 32</sup>

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

<sup>31</sup> Voting, other than as set forth in the immediately following footnote, and dispositive power with respect to the Common Units is exercised by Cindy J. Wynne, as Trustee under The Thomas M. Wynne Family Trust Irrevocable Trust Agreement, dated March 28, 2006.

<sup>32</sup> 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

NUMBER OF

SHARES 3,574,271 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

3,574,271 Common Units<sup>33</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,574,271 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)

6.0%

14 TYPE OF REPORTING PERSON \*

IN

\* SEE INSTRUCTIONS

<sup>33</sup> 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

Gary J. Rathburn

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

NUMBER OF

SHARES 793,571 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,653,568<sup>34</sup>

9 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON -0-

10 SHARED DISPOSITIVE POWER

WITH

2,447,139 Common Units<sup>35, 36</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,447,139 Common Units<sup>36</sup>

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 \*

IN

\* SEE INSTRUCTIONS

<sup>34</sup> Comprised of Common Units held by RaFT LLC, a limited liability company in which Mr. Rathburn and his wife, Anita Rathburn, each hold a 50% membership interest.

<sup>35</sup> 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).

<sup>36</sup> Comprised of (i) 793,571 Common Units held by Gary J. Rathburn individually, and (ii) 1,653,568 Common Units held by RaFT LLC, a limited liability company in which Mr. Rathburn and his wife, Anita Rathburn, each hold a 50% membership interest.

1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Anita Rathburn

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

NUMBER OF

SHARES

-0-

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

1,653,568 Common Units<sup>37</sup>  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

1,653,568 Common Units<sup>38</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,653,568 Common Units<sup>37</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.8%

14 TYPE OF REPORTING PERSON \*

IN

\* SEE INSTRUCTIONS

<sup>37</sup> Comprised of Common Units held by RaFT LLC, a limited liability company in which Mrs. Rathburn and her husband, Gary J. Rathburn, each hold a 50% membership interest.

<sup>38</sup> 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).

1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

RaFT 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

NUMBER OF

SHARES

-0-

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

1,653,568 Common Units<sup>39</sup>  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

1,653,568 Common Units<sup>39, 40</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,653,568 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)

2.8%

14 TYPE OF REPORTING PERSON \*

OO

\* SEE INSTRUCTIONS

<sup>39</sup> Voting and dispositive power may be deemed to be shared with RaFT LLC's manager, as well as with Gary J. Rathburn and Anita Rathburn, both of whom own a 50% membership interest in RaFT LLC.

<sup>40</sup> 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

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

NUMBER OF

SHARES 955,925 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

955,925 Common Units<sup>41</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

955,925 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 \*

IN

\* SEE INSTRUCTIONS

<sup>41</sup> 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

David A. Gilbert

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

NUMBER OF

SHARES 740,841 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

740,841 Common Units<sup>42</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

740,841 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

<sup>42</sup> 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

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

NUMBER OF

SHARES 616,469 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

616,469 Common Units<sup>43</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

616,469 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 \*

IN

\* SEE INSTRUCTIONS

<sup>43</sup> 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

Dale G. Wilkerson

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

NUMBER OF

SHARES 438,955 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

438,955 Common Units<sup>44</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

438,955 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 \*

IN

\* SEE INSTRUCTIONS

<sup>44</sup> 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

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

NUMBER OF

SHARES 191,385 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

191,385 Common Units<sup>45</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

191,385 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

<sup>45</sup> 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

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

NUMBER OF

SHARES 196,271 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

196,271 Common Units<sup>46</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

196,271 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

<sup>46</sup> 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 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

NUMBER OF

SHARES 62,238 Common Units<sup>47</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

62,238 Common Units<sup>47, 48</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,238 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

<sup>47</sup> 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.

<sup>48</sup> 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

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

NUMBER OF

SHARES

62,238 Common Units<sup>49</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

62,238 Common Units<sup>49,50</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,238 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 \*

OO

\* SEE INSTRUCTIONS

<sup>49</sup> 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.

<sup>50</sup> 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

NUMBER OF

SHARES 62,237 Common Units<sup>51</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

62,237 Common Units<sup>47,52</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,237 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

<sup>51</sup> 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.

<sup>52</sup> 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

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

NUMBER OF

SHARES

62,237 Common Units<sup>53</sup>

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

62,237 Common Units<sup>53,54</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,237 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

<sup>53</sup> 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.

<sup>54</sup> 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

NUMBER OF

SHARES 115,086 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

115,086 Common Units<sup>55</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

115,086 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

<sup>55</sup> 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**

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

NUMBER OF

SHARES 76,611 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

76,611 Common Units<sup>56</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,611 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

<sup>56</sup> 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

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

NUMBER OF

SHARES 48,175 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

10 SHARED DISPOSITIVE POWER

WITH

48,175 Common Units<sup>57</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,175 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

<sup>57</sup> 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

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

NUMBER OF

SHARES 27,852 Common Units

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,300 Common Units

10 SHARED DISPOSITIVE POWER

WITH

25,552 Common Units<sup>58</sup>

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

<sup>58</sup> Dispositive power 25,552 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. 2 to Schedule 13D (this Amendment No. 2 ) 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 the Original Schedule 13D, as so amended, 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.

The purpose of this Amendment No. 2 is to report that, as more particularly described in Item 6 below, eight of the Reporting Persons under the Amended Schedule 13D have entered into option agreements with Alliance Holdings GP, L.P. (the Partnership ) pursuant to which each such Reporting Persons granted the Partnership an option to purchase certain Common Units of the Partnership held by such Reporting Person.

**Item 2. Identity and Background.**

Item 2 is hereby amended as follows:

(a) Reference to Alliance Management Holdings, LLC and AMH II, LLC have been deleted. Both Alliance Management Holdings, LLC and AMH II, LLC held Common Units at the time of filing of the Original 13D; however, as reported in Schedule 13D Amendment No. 1, those entities no longer hold Common Units, and in fact, each such entity has been liquidated. In this Amendment No. 2, cover pages for Alliance Management Holdings, LLC and AMH II, LLC have been removed and such entities are not signatories to this filing.

(b) The resignation, effective as of March 20, 2008, of A. Wellford Tabor as Trustee of (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 has been reflected. The appointment of replacement co-trustees of such trusts, Elaine R. Guilfoyle and Mary Catherine Huigens, has also been reflected, and Ms. Guilfoyle and Ms. Huigens have joined as members of the filing group of this Schedule 13D.

**Item 3. Source and Amount of Funds of Other Consideration.**

Item 3 is hereby amended as follows:

(a) The Joseph W. Craft III Foundation acquired an additional 3,000 Common Units in open market purchases in March, 2008. Funds of the Joseph W. Craft III Foundation were used to pay the aggregate purchase price of \$65,693 for such Common Units.

(b) S. Paul Mackey acquired an additional 500 Common Units in open market purchases on July 18, 2006. Mr. Mackey used personal funds to pay the aggregate purchase price of \$10,013 for such Common Units.

**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 August 1, 2008. 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 6. Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer.**

Item 6 is hereby amended as follows:

Each of the Reporting Persons listed in the chart below (each, a Grantor) has granted to the Partnership, an option (an Option) to purchase from such Grantor the number of Common Units set forth opposite such Grantor's name.

Name of Grantor	Number of Common Units Subject to Option
George C. Tichnell	616,469
Dale G. Wilkerson	150,000
Bret T. Hardwick	40,077
Michael R. Rieck	196,271
Linda Knight Boswell Trust	20,000
Alan B. Smith	34,500
Kendall Barrett	30,000
John Tanner	8,000

Each Grantor's Option was granted pursuant to a separate option agreement with the Partnership in substantially the form attached as Exhibit A hereto (each, an Option Agreement). The Option Agreements became effective on July 31, 2008, except in the case of the Option Agreement executed by Michael R. Rieck, which became effective on August 6, 2008. Each Grantor received, for the Option granted by such Grantor, an amount equal to the product of (x) \$0.02 and (y) the number of Common Units subject to such Option. Pursuant to the Option Agreement of a Grantor, the Partnership has the right, but not the obligation, to exercise the subject Option by giving notice to such Grantor at anytime prior to October 28, 2008. The price payable for each Common Unit purchased by the Partnership upon the exercise of an Option is equal to \$29.98.

**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 May 10, 2006 by Alliance Holdings GP, L.P. as Exhibit 1.1 to the Current Report on Form 8-K (File No. 000-51952; Film No. 06824756); 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 August 14, 2008; filed herewith.
- Exhibit E: Form of the Option Agreement entered into by and among each Grantor and the Partnership; filed herewith.

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: August 14, 2008

/s/ Joseph W. Craft III by Megan Cordle pursuant to  
Power of Attorney dated 2/13/07  
Joseph W. Craft III

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 5/08/06  
Name: Megan Cordle  
Title: Attorney-in-Fact

ALLIANCE MANAGEMENT HOLDINGS III, LLC

By: /s/ Megan Cordle pursuant to Power of Attorney  
dated 3/5/07  
Name: Megan Cordle  
Title: Attorney-in-Fact

/s/ A. Wellford Tabor by Megan Cordle pursuant to Powers of Attorney dated 2/1/07

A. Wellford Tabor, individually, and as resigning 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

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

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; and

(iv) the Joseph W. Craft III 2006 Irrevocable Trust

FBO Kyle O. Craft dated February 27, 2006

/s/ Mary Catherine Huigens by Megan Cordle pursuant to Powers of Attorney dated 8/11/08

Mary Catherine Huigens, 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



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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

/s/ Charles R. Wesley by Megan Cordle pursuant to Power of Attorney dated 2/2/07  
Charles R. Wesley

/s/ Nancy Wesley by Megan Cordle pursuant to Powers of Attorney dated 2/3/07 and 2/5/07  
Nancy Wesley, individually, and 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  
Power of Attorney dated 2/2/07  
Thomas M. Wynne

/s/ Cindy J. Wynne by Megan Cordle pursuant to Powers  
of Attorney dated 2/2/07  
Cindy J. Wynne, individually, and as Trustee under

The Thomas M. Wynne Family Trust Irrevocable

Trust Agreement, dated March 28, 2006

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

/s/ Gary J. Rathburn by Megan Cordle pursuant to Power  
of Attorney dated 2/13/07  
Gary J. Rathburn

/s/ Anita Rathburn by Megan Cordle pursuant to Power  
of Attorney dated 2/13/07  
Anita Rathburn

RaFT LLC

By: /s/ Megan Cordle pursuant to Power of Attorney  
dated 2/13/07  
Name: Megan Cordle  
Title: Attorney-in-Fact

/s/ Cary P. Marshall by Megan Cordle pursuant to Power  
of Attorney dated 2/2/07  
Cary P. Marshall

/s/ David A. Gilbert by Megan Cordle pursuant to Power  
of Attorney dated 2/2/07  
David A. Gilbert

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

/s/ Dale G. Wilkerson by Megan Cordle pursuant to  
Power of Attorney dated 2/1/07  
Dale G. Wilkerson

/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/ 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 Megan Cordle pursuant to Power of  
Attorney dated 2/4/07  
Kendall Barret

/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

**EXHIBIT INDEX**

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- Exhibit D: Joint Filing Agreement dated August 14, 2008; filed herewith.
- Exhibit E: Form of the Option Agreement entered into by and among each Grantor and the Partnership; filed herewith.