

Alliance Holdings GP, L.P.
Form 10-Q/A
July 05, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

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

For the quarterly period ended March 31, 2012

OR

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

For the transition period from to

Commission File No.: 0-51952

ALLIANCE HOLDINGS GP, L.P.

(Exact name of registrant as specified in its charter)

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Delaware **03-0573898**
(State or other jurisdiction of **(IRS Employer**

incorporation or organization) **Identification No.)**
1717 South Boulder Avenue, Suite 400, Tulsa, Oklahoma 74119

(Address of principal executive offices and zip code)

(918) 295-1415

(Registrant's telephone number, including area code)

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

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

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

Large Accelerated Filer Accelerated Filer

Non-Accelerated Filer (Do not check if smaller reporting company) Smaller Reporting Company

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

As of May 9, 2012, 59,863,000 common units are outstanding.

Explanatory Note

This Amendment No. 1 on Form 10-Q/A (the Amendment) to Alliance Holdings GP, L.P. s (the Partnership or we) Quarterly Report on Form 10-Q (the Initial Form 10-Q) for the quarterly period ended March 31, 2012, originally filed with the Securities and Exchange Commission (the Commission) on May 9, 2012 (Commission File No. 000-51952), is being filed solely for the purpose of revising portions of Exhibit 10.2 in order to include certain schedules and attachments that were previously omitted. In addition, as required by Rule 12b-15 of the Securities Exchange Act of 1934, as amended (the Exchange Act), new certifications by our principal executive officer and principal financial officer are included herein as exhibits to this Amendment.

This Amendment does not update any other disclosure to reflect events occurring after the filing of the Initial Form 10-Q. Pursuant to Rule 12b-15 under the Exchange Act, we have restated in its entirety each item of the Initial Form 10-Q affected by this Amendment.

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference SEC				Filed Herewith*
		Form	Film No.	Exhibit	Filing Date	
10.1 ⁽¹⁾	Base Contract for Purchase and Sale of Coal, dated March 16, 2012, between Seminole Electric Cooperative, Inc. and Alliance Coal, LLC	10-Q	000-51952	10.1	05/09/2012	
			12825338			
10.2 ⁽¹⁾	Contract of Confirmation, effective March 16, 2012, between Seminole Electric Cooperative, Inc., Alliance Coal, LLC and Alliance Resource Partners, L.P.					þ
10.3	Guaranty by Alliance Resource Partners, L.P.	10-Q	000-51952	10.3	05/09/2012	
			12825338			
31.1	Certification of Joseph W. Craft, III, President and Chief Executive Officer of Alliance GP, LLC, the general partner of Alliance Holdings GP, L.P., dated July 5, 2012, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					þ
31.2	Certification of Brian L. Cantrell, Senior Vice President and Chief Financial Officer of Alliance GP, LLC, the general partner of Alliance Holdings GP, L.P., dated July 5, 2012, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					þ
32.1	Certification of Joseph W. Craft III, President and Chief Executive Officer of Alliance GP, LLC, the general partner of Alliance Holdings GP, L.P., dated July 5, 2012, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					þ
32.2	Certification of Brian L. Cantrell, Senior Vice President and Chief Financial Officer of Alliance GP, LLC, the general partner of Alliance Holdings GP, L.P., dated July 5, 2012, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					þ
95.1	Federal Mine Safety and Health Act Information	10-Q	000-51952	95.1	05/09/2012	
			12825338			

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Exhibit Number	Exhibit Description	Incorporated by Reference SEC				Filed Herewith*
		Form	Film No.	Exhibit	Filing Date	
101	Interactive Data File (Form 10-Q for the quarter ended March 31, 2012 furnished in XBRL). The financial information contained in the XBRL-related documents is unaudited and unreviewed and, in accordance with Rule 406T of Regulation S-T, is not deemed filed or part of a registration statement or prospectus for purposes of Sections 11 and 12 of the Securities Act of 1933, as amended, and Section 18 of the Exchange Act, or otherwise subject to liability under these sections.	10-Q	000-51952 12825338	101	05/09/2012	

* Or furnished, in the case of Exhibits 32.1 and 32.2.

(1) Application has been made to the Commission for confidential treatment of certain provisions of this exhibit. Omitted material for which confidential treatment has been requested has been filed separately with the Commission.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, in Tulsa, Oklahoma, on July 5, 2012.

ALLIANCE HOLDINGS GP, L.P.

By: Alliance GP, LLC
its general partner

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

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