

0027



**CYPRUS AMAX**  
Minerals Company

Cyprus Amax Minerals Company  
9100 East Mineral Circle  
Post Office Box 3299  
Englewood, Colorado 80155  
303-643-5000

**FACSIMILE TRANSMISSION**

In case of transmission problems, please call Liz at (303) 643-5006.

*ACT/007/004 #2*

*Copy ACT/007/006 #2*

Date *August 21, 1996*

*Copy ACT/007/038 #2*

TO	FROM
Name: <i>Pamela Draubough-Hittig</i>	Name: Sharon Fetherhuff
Company: <i>DOG M</i>	Company: Cyprus Amax Minerals Company
City/State:	City/State: Englewood, CO
Fax No.: <i>801-359-3940</i>	From Fax No.: (303) 643-5181
Verification Telephone No.	Telephone No. (303) 643-5428

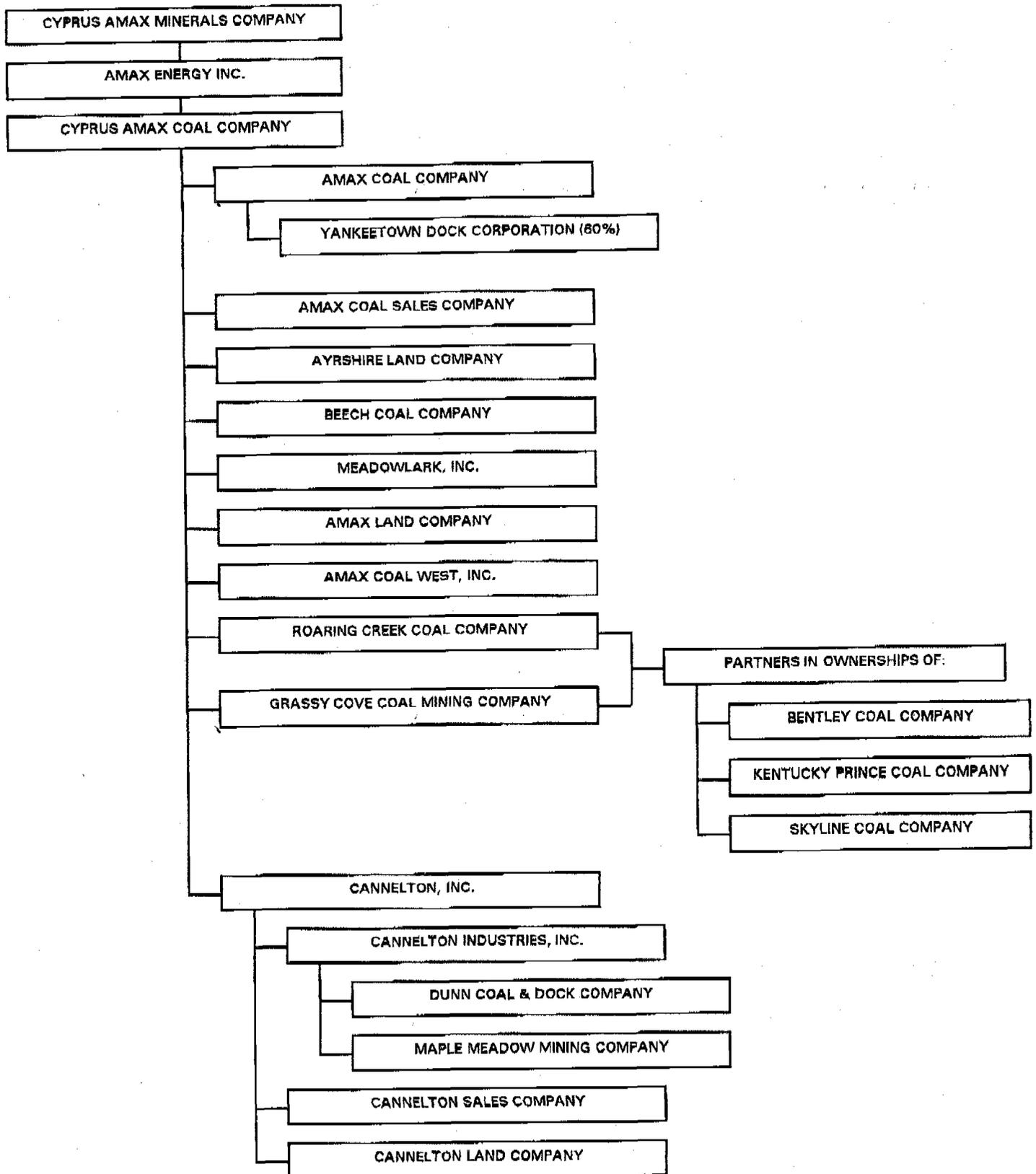
*Copy from Call*

This transmission consists of 3 page(s) (including this page).

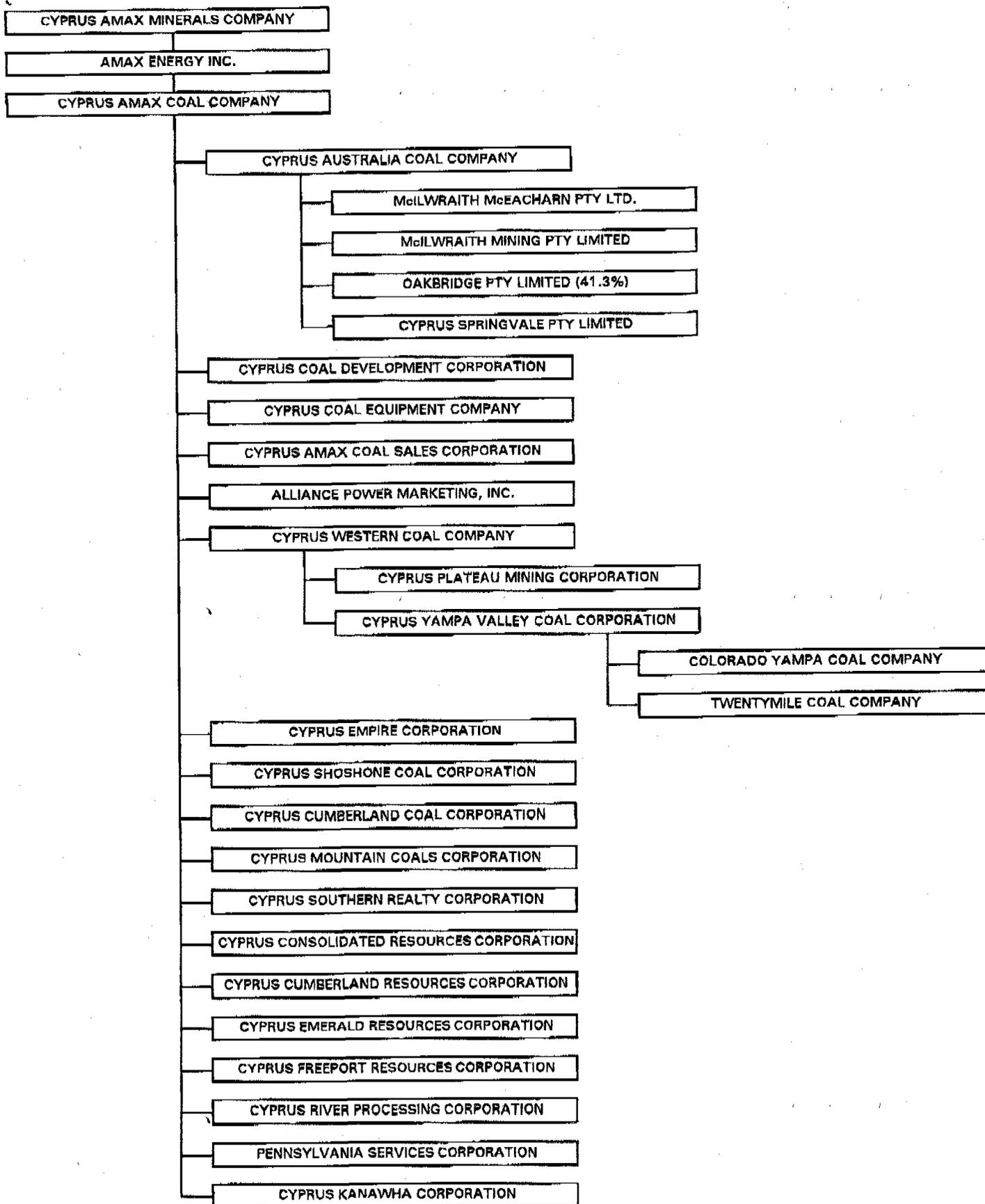
*Here are the orig. charts, current as of today. Hope they are helpful*

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8/5/96



8/5/96



**TELEFAX**

**Office of Surface Mining**

**Applicant/Violator System Office**

**2679 Regency Rd.**

**Lexington, Kentucky 40503**

**Telefax Number - 606/233-2699**

**Toll Free Number - 1-800-643-9748**

Date: 8-19-96

16 Number of Pages To Follow

Sending To:

Pam-Littig-Grubaugh

Telefax Number:

801-359-3940

From:

Sherry Wilson

Telephone Number:

606-233-2793

Subject or Message:

Per our discussion

8/21

*Sherry*



**CYPRUS AMAX  
MINERALS COMPANY**

*Kim*  
Cyprus Amax Minerals Company  
9100 East Mineral Circle  
Post Office Box 3299  
Englewood, Colorado 80112-3299  
(303) 643-5428  
Fax: (303) 643-5181

August 2, 1996

Sharon J. Fetherhuff  
Legal Assistant

Ms. Kim Loesch  
Applicant/Violator System Office  
Program Support Branch  
1300 New Circle Road, NE, Suite 100  
Lexington, KY 40505-4215

Dear Kim:

Cyprus Amax Coal Company Group

Enclosed are documents evidencing recent changes in the Cyprus Amax group of coal companies:

1. Consent action removing Vincent J. Calarco, Jr. from the office of Vice President, International Business Development of Cyprus Amax Coal Holding Company effective June 17, 1996. ✓
2. Consent action electing Vincent J. Calarco, Jr. to the office of Vice President, Market and Business Development of Cyprus Australia Coal Company effective June 17, 1996. ✓
3. Certified copy of Certificate of Ownership and Merger Merging Amax Coal Company into Cyprus Amax Coal Company effective July 5, 1996. ✓ *KFL*  
*133546*
4. Consent action transferring the shares of Amax Coal Holding Company from Cyprus Amax Coal Company to Cyprus Amax Coal Holding Company effective July 8, 1996. ✓ *KFL*
5. Certified copy of Certificate of Dissolution of Cyprus Orchard Valley Coal Corporation effective July 17, 1996. ✓
6. Certified copy of Certificate of Ownership and Merger Merging Cyprus Amax Coal Company into Amax Energy Inc. effective July 18, 1996. ✓  
*124926*
7. Certified copy of Certificate of Amendment changing the name of Amax Coal Holding Company to Amax Coal Company effective July 25, 1996. ✓  
*140995* *142084*
8. Certified copy of Certificate of Amendment changing the name of Cyprus Amax Coal Holding Company to Cyprus Amax Coal Company effective July 25, 1996.

As you recall, on January 1, 1996 all of the subsidiaries of Cyprus Amax Coal Company, except Amax Coal Company, were transferred to Cyprus Amax Coal

AVS:net

*FIN*  
*841324803*  
*841324805*

Ms. Kim Loesch  
August 2, 1996  
Page 2

Holding Company. Effective July 1, 1996, we transferred all of the assets of Amax Coal Company to Amax Coal Holding Company and then transferred the shares of Amax Coal Holding Company to Cyprus Amax Coal Holding Company on July 8, 1996 (see no. 4 above). Therefore, the old Amax Coal Company and the old Cyprus Amax Coal Company had no more assets and we merged them into other entities (see nos. 3 and 6 above). After the mergers, we changed the names of Amax Coal Holding Company to Amax Coal Company (a new entity incorporated 11/30/95) and Cyprus Amax Coal Holding Company to Cyprus Amax Coal Company (a new entity incorporated 11/30/95).

I hope this brief summary helps to explain the effect of the changes made since January 1. Please call if you have any questions.

Very truly yours,



Sharon Fetherhuff

/sjf

Enclosures

AVS.net

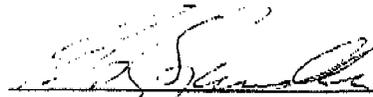
CYPRUS AMAX COAL HOLDING COMPANY

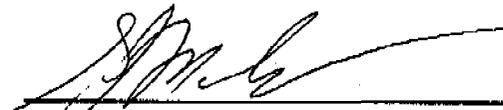
Consent Action by the Board

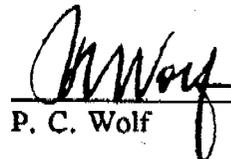
June 17, 1996

We, the undersigned, being all of the Directors of Cyprus Amax Coal Holding Company (the "Corporation"), do hereby waive call, notice, meeting and vote and do hereby consent to, confirm, and verify the following corporate actions pursuant to authority vested by the Delaware General Corporation Law, Section 141(f):

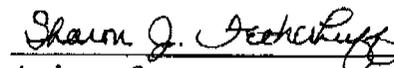
**RESOLVED**, that effective as of the opening of business on June 17, 1996, V. J. Calarco, Jr. be, and he hereby is, removed without cause from the office of Vice President, International Business Development of this Corporation.

  
\_\_\_\_\_  
G. R. Spindler

  
\_\_\_\_\_  
G. J. Malys

  
\_\_\_\_\_  
P. C. Wolf

I hereby certify that the listed signatories to this Consent Action by the Board of Cyprus Amax Coal Holding Company dated June 17, 1996, are all of the members of the Board of Directors of this Corporation on the date hereof.

  
\_\_\_\_\_  
Assistant Secretary

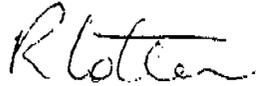
CYPRUS AUSTRALIA COAL COMPANY

Consent Action by the Board

June 17, 1996

We, the undersigned, being all of the Directors of Cyprus Australia Coal Company (the "Corporation"), do hereby waive call, notice, meeting and vote and do hereby consent to, confirm, and verify the following corporate actions pursuant to authority vested by the Delaware General Corporation Law, Section 141(f):

**RESOLVED**, that effective as of the opening of business on June 17, 1996, V. J. Calarco, Jr. be, and he hereby is, elected to the office of Vice President, Market and Business Development, of this Corporation to serve in such office until the election of his successor.



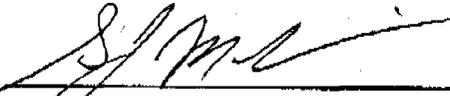
R. I. Cottee



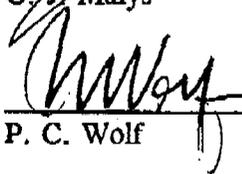
W. M. Hart



G. R. Spindler



G. J. Malys



P. C. Wolf

I hereby certify that the listed signatories to this Consent Action by the Board of Cyprus Australia Coal Company dated June 17, 1996, are all of the members of the Board of Directors of this Corporation on the date hereof.

Assistant Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AMAX COAL COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "CYPRUS AMAX COAL COMPANY" UNDER THE NAME OF "CYPRUS AMAX COAL COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF JULY, A.D. 1996, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

0894343 8100M

960197366

AUTHENTICATION:

8017183

DATE:

07-08-96

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
AMAX COAL COMPANY  
INTO  
CYPRUS AMAX COAL COMPANY

(Pursuant to Section 253 of the General  
Corporation Law of Delaware)

Cyprus Amax Coal Company, a Delaware corporation (the "Corporation"), does hereby  
certify:

**FIRST:** That this Corporation is incorporated pursuant to the General Corporation  
Law of the State of Delaware.

**SECOND:** That this Corporation owns all of the outstanding shares of the capital  
stock of Amax Coal Company, a Delaware corporation.

**THIRD:** That this Corporation, by the following resolutions of its Board of  
Directors duly adopted on the 2nd day of July, 1996, determined to merge into itself Amax  
Coal Company on the conditions set forth in such resolutions:

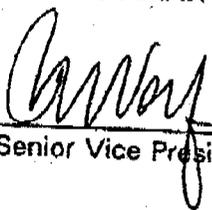
**RESOLVED**, that this Corporation merge into itself its subsidiary, Amax Coal  
Company, a Delaware corporation, and assume all of said subsidiary's liabilities  
and obligations; and further

**RESOLVED**, that the President, any Senior Vice President, any Vice President,  
the Secretary or any Assistant Secretary of this Corporation be, and they  
hereby are, directed to make, execute and acknowledge a Certificate of  
Ownership and Merger setting forth a copy of the resolutions to merge said  
Amax Coal Company into this Corporation and to assume said subsidiary's  
liabilities and obligations and to file the same in the office of the Secretary of  
the State of Delaware, and a certified copy thereof in the Office of the Recorder  
of Deeds of New Castle County.

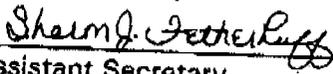
**IN WITNESS WHEREOF**, said Cyprus Amax Coal Company has caused this Certificate  
to be signed by P. C. Wolf, its Senior Vice President, and S. J. Fetherhuff, its Assistant  
Secretary this 2nd day of July, 1996.

CYPRUS AMAX COAL COMPANY

By:

  
Senior Vice President

Attest:

  
Assistant Secretary

CYPRUS AMAX COAL COMPANY

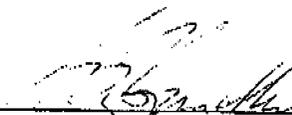
Consent Action by the Board

July 8, 1996

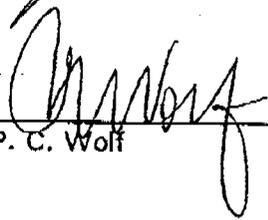
We, the undersigned, being all of the Directors of Cyprus Amax Coal Company (the "Corporation"), do hereby waive call, notice, meeting, and vote and do hereby consent to, confirm, and verify the following corporate actions pursuant to authority vested by the Delaware Corporation Law, Section 141(f):

**RESOLVED**, that this Corporation hereby transfer effective as of the opening of business on July 8, 1996, to Cyprus Amax Coal Holding Company, a wholly-owned subsidiary of this Corporation, as a contribution to the capital of Cyprus Amax Coal Holding Company, all of the outstanding shares of the capital stock of Amax Coal Holding Company, a Delaware corporation and a wholly-owned subsidiary of this Corporation; and further

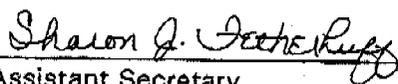
**RESOLVED**, that the President, any Senior Vice President, any Vice President, the Secretary or any Assistant Secretary of this Corporation are hereby authorized, empowered and directed to convey the said outstanding shares of the capital stock of Amax Coal Holding Company to Cyprus Amax Coal Holding Company and to execute and deliver such stock certificates, stock powers and other documents and to take all other steps which may be necessary or desirable in connection with such conveyance.

  
\_\_\_\_\_  
G. R. Spidler

  
\_\_\_\_\_  
G. J. Malys

  
\_\_\_\_\_  
P. C. Wolf

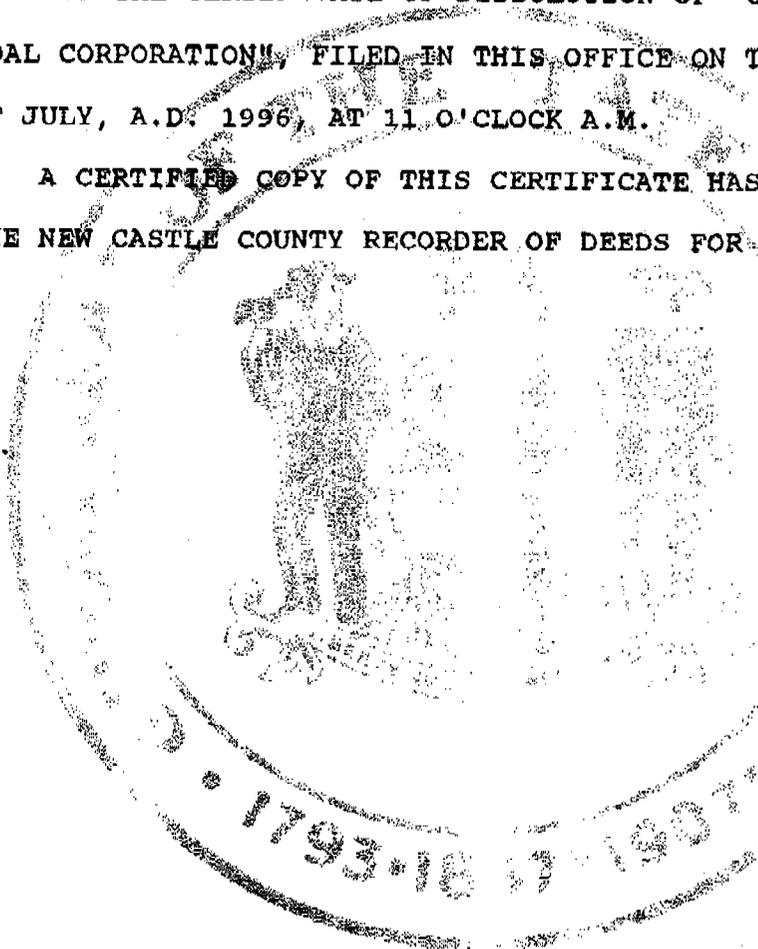
I hereby certify that the listed signatories to this Consent Action by the Board of Cyprus Amax Coal Company dated July 8, 1996, are all of the members of the Board of Directors of this Corporation on the date hereof.

  
\_\_\_\_\_  
Assistant Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "CYPRUS ORCHARD VALLEY COAL CORPORATION", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 1996, AT 11 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0819549 8100

960207713

8030102

07-17-96

**CERTIFICATE OF DISSOLUTION**

**OF**

**Cyprus Orchard Valley Coal Corporation**

\* \* \* \*

Cyprus Orchard Valley Coal Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That dissolution was authorized on June 10, 1996.

**SECOND:** That dissolution has been authorized by all of the stockholders of the corporation entitled to vote on a dissolution in accordance with the provisions of subsection (c) of Section 275 of the General Corporation Law of the State of Delaware.

**THIRD:** That the names and addresses of the directors and officers of Cyprus Orchard Valley Coal Corporation are as follows:

**DIRECTORS**

<b><u>NAMES</u></b>	<b><u>ADDRESSES</u></b>
Garold R. Spindler	9100 E. Mineral Cir., Englewood, CO 80112
Gerald J. Malys	9100 E. Mineral Cir., Englewood, CO 80112
Nicholas P. Moros	9100 E. Mineral Cir., Englewood, CO 80112
George Pearson	Saisho Building, 2F, 8-1-14 Nishi Gotanda, Shinagawa-ku, Tokyo, Japan
Minoru Tada	6-3, Marunouchi 2-chome, Chiyoda-ku, Tokyo, Japan
Kanjiro Uehara	6-3, Marunouchi 2-chome, Chiyoda-ku, Tokyo, Japan
Philip C. Wolf	9100 E. Mineral Cir., Englewood, CO 80112

**OFFICERS**

<b><u>NAMES</u></b>	<b><u>OFFICES</u></b>	<b><u>ADDRESSES</u></b>
Garold R. Spindler	President	9100 E. Mineral Cir., Englewood, CO 80112
Gerald J. Malys	Senior Vice President	9100 E. Mineral Cir., Englewood, CO 80112
Nicholas P. Moros	Senior Vice President, Sales and Marketing	9100 E. Mineral Cir., Englewood, CO 80112

Philip C. Wolf	Senior Vice President, General Counsel and Secretary	9100 E. Mineral Cir., Englewood, CO 80112
Francis J. Kane	Vice President and Treasurer	9100 E. Mineral Cir., Englewood, CO 80112
Keith H. Sieber	Vice President and General Manager	P. O. Box Drawer PMC, Price, UT 84501
George E. Vajda	Vice President, Sales and Marketing	9100 E. Mineral Cir., Englewood, CO 80112
Frank J. Wood	Vice President and Controller	9100 E. Mineral Cir., Englewood, CO 80112
Farokh S. Hakimi	Assistant Treasurer	9100 E. Mineral Cir., Englewood, CO 80112
J. David Flemming	Director of Tax	9100 E. Mineral Cir., Englewood, CO 80112
Morris W. Kegley	Assistant Secretary	9100 E. Mineral Cir., Englewood, CO 80112
Greg A. Walker	Assistant Secretary	9100 E. Mineral Cir., Englewood, CO 80112
Dale E. Huffman	Assistant Secretary	9100 E. Mineral Cir., Englewood, CO 80112

IN WITNESS WHEREOF, said Cyprus Orchard Valley Coal Corporation has caused this certificate to be signed by Philip C. Wolf, its Senior Vice President, this 15th day of July, 1996.

Cyprus Orchard Valley Coal Corporation

By



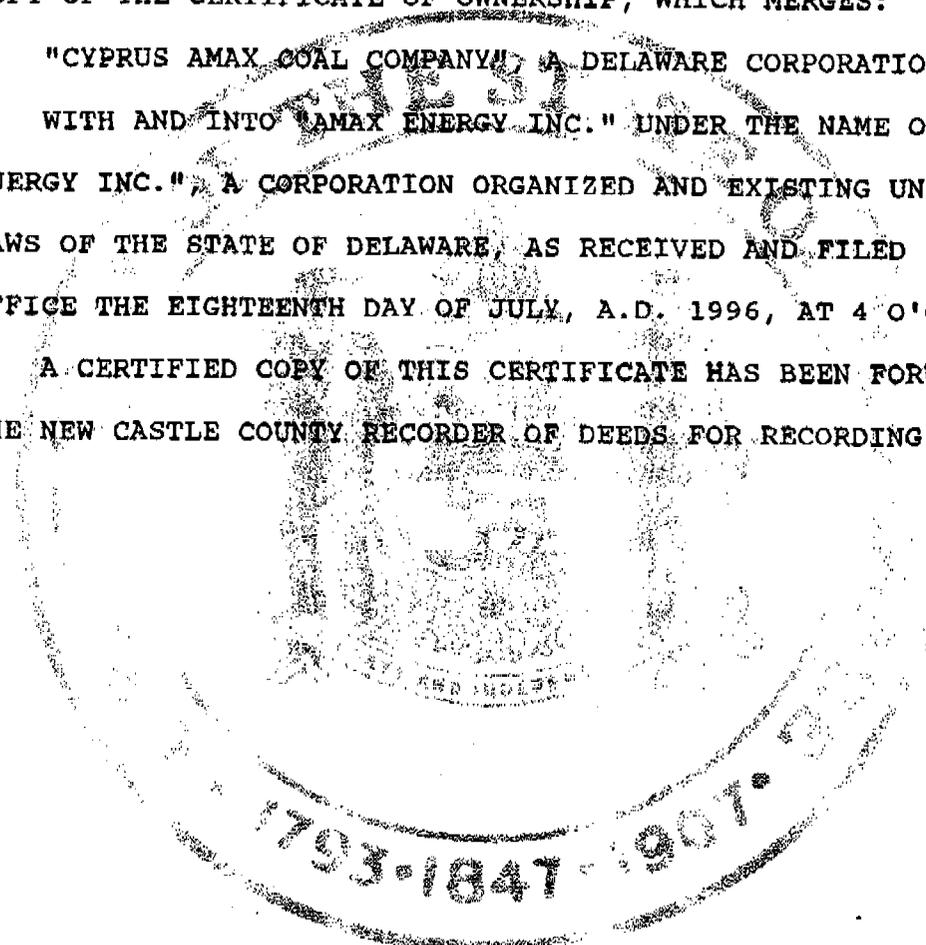
Philip C. Wolf  
Senior Vice President

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CYPRUS AMAX COAL COMPANY", A DELAWARE CORPORATION, WITH AND INTO "AMAX ENERGY INC." UNDER THE NAME OF "AMAX ENERGY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JULY, A.D. 1996, AT 4 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2269444 8100M

8032709

960209819

DATE:

07-19-96

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
CYPRUS AMAX COAL COMPANY  
INTO  
AMAX ENERGY INC.

(Pursuant to Section 253 of the General  
Corporation Law of Delaware)

Amax Energy Inc., a Delaware corporation (the "Corporation"), does hereby certify:

**FIRST:** That this Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That this Corporation owns all of the outstanding shares of the capital stock of Cyprus Amax Coal Company, a Delaware corporation.

**THIRD:** That this Corporation, by the following resolutions of its Board of Directors duly adopted on the 9th day of July, 1996, determined to merge into itself Cyprus Amax Coal Company on the conditions set forth in such resolutions:

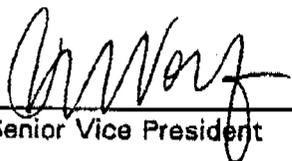
**RESOLVED**, that this Corporation merge into itself its subsidiary, Cyprus Amax Coal Company, a Delaware corporation, and assume all of said subsidiary's liabilities and obligations; and further

**RESOLVED**, that the President, any Senior Vice President, any Vice President, the Secretary or any Assistant Secretary of this Corporation be, and they hereby are, directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Cyprus Amax Coal Company into this Corporation and to assume said subsidiary's liabilities and obligations and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County.

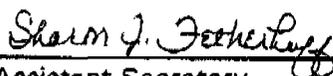
**IN WITNESS WHEREOF**, said Amax Energy Inc. has caused this Certificate to be signed by P. C. Wolf, its Senior Vice President, and S. J. Fetherhuff, its Assistant Secretary this 9th day of July, 1996.

AMAX ENERGY INC.

By:

  
Senior Vice President

Attest:

  
Assistant Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMAX COAL HOLDING COMPANY", CHANGING ITS NAME FROM "AMAX COAL HOLDING COMPANY" TO "AMAX COAL COMPANY", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JULY, A.D. 1996, AT 11:30 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2566343 8100

960216927

AUTHENTICATION:

DATE:

8042736

07-26-96

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
AMAX COAL HOLDING COMPANY

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Amax Coal Holding Company.

2. The Certificate of Incorporation of the Corporation hereby is amended by changing the first Article thereof so that, as amended, said Article shall read as follows:

"1. The name of the corporation is:  
AMAX COAL COMPANY."

3. The Amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

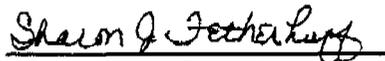
4. The effective date of the Amendment herein certified shall be the date of filing.

Signed and attested to on July 22, 1996.



Philip C. Wolf  
Senior Vice President

ATTEST:



Sharon J. Fetherhuff  
Assistant Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CYPRUS AMAX COAL HOLDING COMPANY", CHANGING ITS NAME FROM "CYPRUS AMAX COAL HOLDING COMPANY" TO "CYPRUS AMAX COAL COMPANY", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JULY, A.D. 1996, AT 11:30 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2566375 8100

960216925

AUTHENTICATION:

DATE:

8042722

07-26-96

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CYPRUS AMAX COAL HOLDING COMPANY

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Cyprus Amax Coal Holding Company.

2. The Certificate of Incorporation of the Corporation hereby is amended by changing the first Article thereof so that, as amended, said Article shall read as follows:

"1. The name of the corporation is:  
CYPRUS AMAX COAL COMPANY."

3. The Amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

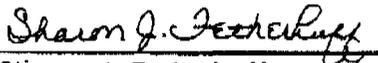
4. The effective date of the Amendment herein certified shall be the date of filing.

Signed and attested to on July 22, 1996.



Philip C. Wolf  
Senior Vice President

ATTEST:



Sharon J. Fetherhuff  
Assistant Secretary