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A PROFESSIONAL
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FACSIMILE TRANSMISSION

DATE: 7/9/99

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TO:

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MESSAGE:

Debbie & Pam -
Here is a Resolution authorizing R. Eberly
Davis to execute & deliver any documents "necessary
for the issuance of permits" by "governmental or
regulatory authorities." Will this work? Mike

Macpuior

CAUTION - CONFIDENTIAL

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LODESTAR ENERGY, INC.

**Unanimous Consent in Lieu of
Meeting of Board of Directors**

The undersigned, being the sole member of the Board of Directors of Lodestar Energy, Inc., a Delaware corporation ("LODESTAR"), hereby consents to the following corporate action in lieu of a meeting of the Board of Directors as if the same were held on July 28, 1997, effective as of said date as fully as if unanimously adopted at a duly called meeting of the directors:

Recitals

LODESTAR engages in various aspects of the exploration, development, production, storage, transportation and marketing of coal. These activities require LODESTAR through its agents to obtain from time to time various permits, licenses, identifying numbers, orders and approvals necessary for the conduct of its business in normal course (such permits, licenses, identifying numbers, orders and approvals shall hereinafter be called "Permits"). All such Permits are issued by various governmental or regulatory authorities, including the United States Office of Surface Mining Reclamation and Enforcement, the Kentucky Department of Surface Mining Reclamation and Enforcement, the West Virginia Department of Energy, the United States Environmental Protection Agency, the Kentucky Natural Resources and Environmental Protection Cabinet, Department of Environmental Protection, Division of Water, the United States Mine Health and Safety Administration and the United States Bureau of Alcohol, Tobacco and Firearms (hereinafter all such governmental or regulatory authorities shall be called "Government Agency," whether singular or plural). The purpose of the resolutions adopted below is to appoint the named individuals as agents of LODESTAR to execute and deliver to the appropriate Government Agency all manner of documentation necessary for issuance or transfer of Permits.

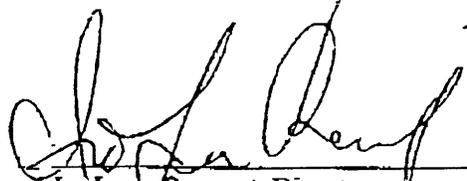
Resolutions

RESOLVED, that each of John W. Hughes, Troy L. Francisco, Bill Potter, Tom Mattox, John McHale, Dennis Bryant, Alex Mcssamore, and R. Eberley Davis ("Authorized Persons") be, and each of them is hereby, authorized and empowered to execute and deliver to any Governmental Agency having jurisdiction over the business and property of LODESTAR any and all documents necessary for the issuance or transfer of Permits including, but not limited to, applications for the issuance and transfer thereof, and the fact of execution and delivery thereof by any of the Authorized Persons may be relied upon by the receiving Government Agency as conclusive evidence of the authority granted such persons by these resolutions and this Board of Directors' approval of the item thus received by the Government Agency; and

FURTHER RESOLVED, that in the event any Government Agency requires that the authority of the Authorized Persons to act as provided herein be further evidenced by any other document, any officer of LODESTAR shall be, and is hereby, authorized and empowered to execute and deliver to the requesting Government Agency any such other document which may be required by the Government Agency as evidence of the authority of the Authorized Persons to act as described herein and the fact of execution and delivery may be relied upon by the receiving Government Agency as conclusive evidence of the authority granted by these resolutions to such officer and this Board of Directors' approval of the item thus received by the Government Agency; and

FURTHER RESOLVED, that in the event any Government Agency to whom a certificate of these resolutions is to be delivered requires that these resolutions be certified in a form other than the form in which the resolutions have been written, any officer of LODESTAR, shall be, and is hereby, authorized and empowered to certify and deliver to the requesting Government Agency a certificate of these resolutions in such form as the requesting Government Agency may require, whether or not the text of such certificate has been actually presented to and approved by this Board of Directors and regardless of whether the certificate states the effectiveness of the resolutions certified to be as of a date other than the date of these resolutions, or that such resolutions may have been adopted in the course of a meeting when they were in fact adopted by unanimous written consent, or the converse thereof, and all of such resolutions so certified shall be, and they are hereby adopted as resolutions of this Board of Directors as though they have been presented to, and approved by, this Board of Directors at a meeting or in an action by unanimous written consent.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the ^{2nd} 22nd day of July, 1997.


Ira Leon Rennert, Director