



CONNECT

2013 Annual Report

Alliance Resource Partners, L.P. | Alliance Holdings GP, L.P.





Alliance Resource Partners, L.P.'s mission is to connect coal, one of America's most crucial natural resources, with electricity generators powering the nation. Serving as an integral link in a system that provides comfort, enjoyment, opportunity and economic progress helps define our motivation. Achieving extraordinary success along the way inspires us to continue this rewarding adventure.

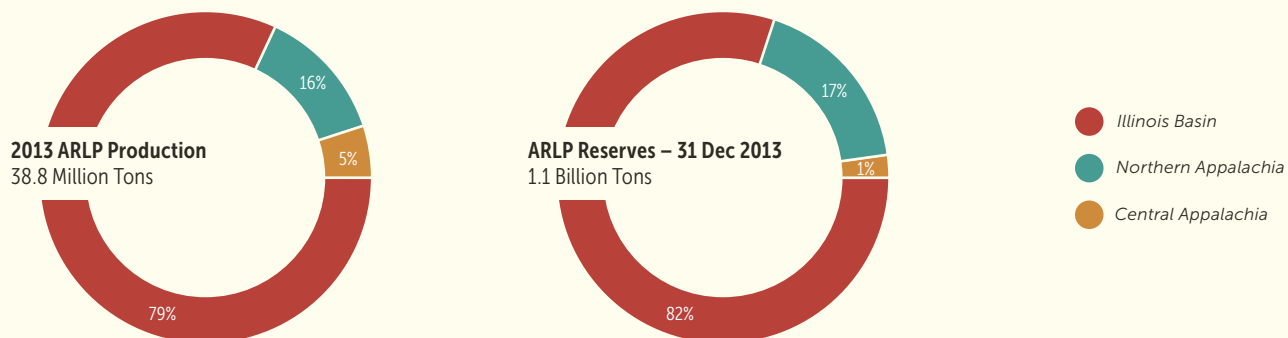
FELLOW UNITHOLDERS

The dedicated men and women of Alliance proudly led our partnerships to a 13th consecutive record-breaking year in 2013. Capitalizing on our strategy to invest in expanding markets at our low-cost operations, the Alliance team's ability to overcome challenges and connect with opportunities lifted production and sales volumes to record highs. Production totaled 38.8 million tons, up 11.4 percent over 2012 results, and sales volumes followed suit at 38.8 million tons – a 10.4 percent jump compared with the prior year.

Credit, again, goes to our employees for their incredible work ethic and determination to succeed. Their efforts drove revenues to \$2.2 billion, surpassing last year's milestone by 8.4 percent. Increased volumes also lowered our production costs on a per ton basis, contributing to net income growth of 17.3 percent to \$393.5 million. Earnings before interest, taxes, depreciation and amortization (EBITDA)¹ rose 18.0 percent to \$685.9 million.

To connect unitholders with the ongoing success of the Alliance Partnerships, distributions have increased for 23 consecutive quarters. During that period Alliance Resource Partners, L.P. (ARLP) grew distributions by 104.7 percent while distributions from Alliance Holdings GP, L.P. (AHGP) increased by 187.8 percent. At 2013 year-end, ARLP's annualized cash distribution was \$4.79 per unit, up 8.1 percent from the prior year; AHGP's was \$3.31 per unit, an 11.8 percent increase.

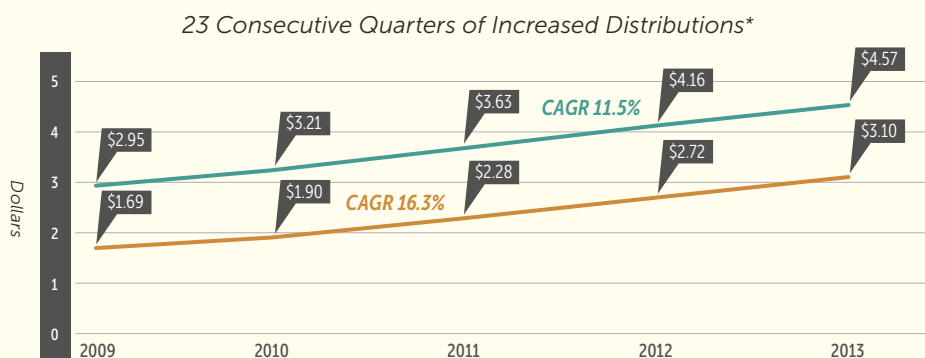
Looking ahead, near-term fundamentals for coal are improving. With favorable weather patterns and higher natural gas prices driving increased coal demand, the U.S. Energy Information Administration (EIA) expects coal industry production to increase by 3.6 percent in 2014.² ARLP has benefited from these market dynamics, securing price commitments for approximately 94 percent of our anticipated coal sales volume for 2014, with an additional 28.9 million tons committed in 2015 and 23.1 million tons for 2016. These commitments reflect our customers' confidence in ARLP and help create additional value for our unitholders.



Cash Flow Growth Drives Distributions

- » ARLP Distributions Paid/Unit
- » AHGP Distributions Paid/Unit

*Company filings.



Moving forward, we expect coal sales and production volumes to increase again in 2014, as Tunnel Ridge reaches full capacity and our new Gibson South mine is slated to begin production in the third quarter of this year.

On a broader horizon, coal will remain a critical fuel source for U.S. electricity generation for years to come, and we will continue to strengthen and expand our asset portfolio. Capital expenditures and equity investments, including production expansion projects related to completion of development at our new Gibson South mine and reserve acquisitions and funding of the White Oak project, are expected to be in the range of \$400 million to \$445 million in 2014.

Diverse power sources complement America’s base-load coal electricity generation. But the fact remains – no other resource is as plentiful, reliable and consistently economical as coal. America should continue to embrace our domestic advantage, unleashing our low-cost coal resources to spur job creation and economic growth for decades to come.

Coal connects our nation’s consumers with necessities, keeps our economy humming and provides us with better quality of life.

Alliance’s coal production, which leads to affordable electricity, benefits everyday citizens, industries, employees and, ultimately, our unitholders. Those connections drive our commitment to contribute to America’s success and be the best in the business.



Joseph W. Craft III
 President, Chief Executive Officer,
 and Director of ARLP and AHGP,
 and Chairman of the Board of AHGP

March 25, 2014

¹ Please see the inside back cover for a definition of EBITDA and GAAP to non-GAAP reconciliation information.
² U.S. Energy Information Administration, “Short-term Energy Outlook,” January 7, 2014.

America Plugged In

85%
use the Internet.
Pew Research Center 2013.

91%
own mobile phones.
Pew Research Center 2013.

99%
plugged in.
99% of the almost 25 consumer electronic devices owned by the typical U.S. household must be plugged in or recharged.
U.S. Environmental Protection Agency Program Energy Star.

65.9%
of American homes have central air-conditioning.
2011 Housing Profile: United States issued July 2013 by the U.S. Department of Housing and Urban Development and U.S. Department of Commerce.

20%
from lighting.
40 lightbulb sockets are located in the average U.S. house. 20% of annual household electricity bills are due to lighting.
U.S. Environmental Protection Agency Program Energy Star.

91%
consumed.
91% of all coal consumed in the United States is used for generating electricity.
U.S. Energy Information Agency, 2014 Annual Energy Outlook – Early Release Overview.



Coal: affordable and reliable energy to power America.

In 2013, the average price of retail residential electricity was 12.12 cents per kilowatt-hour (kWh). Families in the 17 states that rely on coal for more than half of their electricity only paid 11 cents per kWh on average, whereas residential electricity in the 16 states that relied on coal for less than 15 percent of their electricity was 45 percent more expensive at an average price of almost 16 cents per kWh.³

» Roughly 40 percent of all electricity in the U.S. is coal-generated.¹ That single fact makes it easy to understand why American life is so intertwined with coal. Appliances, electronics, conveniences, tools and toys that we rely on, that keep us connected, are plugged in 24/7.

Keeping energy rates as low as possible is important to consumers. So is electric reliability. In 2014, the average American family will spend 11 percent of after-tax income on residential and transportation energy. The burden is even greater for the nearly one-third of U.S. households in the under-\$30,000 per year income bracket: energy usage will take a 26 percent bite out of their take-home pay this year. For lower-income families and fixed-income seniors, this reduces funds available for daily necessities such as food, health care and housing.²

EIA statistics reveal that residential rates are consistently lower in the 17 states where coal generates at least half of the electricity.

For example, in West Virginia, where coal provides 95 percent of the electricity, families paid 9.52 cents per kWh in 2013, 21 percent below the national average. Likewise, coal generates 93 percent of electricity in Kentucky and residents paid 9.71 cents per kWh in 2013. Contrast these low-cost energy states with residential power rates in Vermont and Rhode Island – the nation's only two states not using coal. Their average rates for electricity in 2013, respectively, were 17.15 cents per kWh and 15.47 cents per kWh.³

The good news is that our nation has enough estimated coal reserves to last almost 300 years based on current consumption.⁴ Also important: coal can be efficiently transported by train, truck or barge when and where it is needed. Coal is the affordable, stable fuel that connects consumers with inexpensive and reliable power.

¹ U.S. Energy Information Administration, "Short-term Energy Outlook," January 7, 2014.


² American Coalition for Clean Coal Electricity, "Energy Cost Impacts on American Families 2001-2014," February 2014.

³ U.S. Energy Information Administration, "Electric Power Monthly with Data for December 2013," February 2014.

⁴ U.S. Energy Information Administration, "International Energy Outlook 2013," July 2013.

» CONNECT WITH PEOPLE





Almost
80,000

individuals work in U.S. coal mines each day.¹

ARLP invested more than half a billion dollars
in employee salaries and benefits in 2013.

» Coal is a labor-intensive business that fosters job creation, and is a critical component of our nation's economic health.

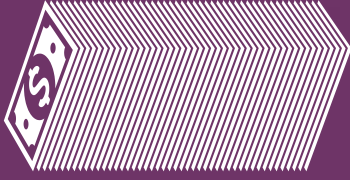
Industry-wide, almost 80,000 individuals go to work in U.S. coal mines each day and earn average salaries of \$82,836 per year.¹ This direct-job financial contribution to the economy, though, is only a sliver of the entire picture. When transportation, upstream suppliers, contractors and their associated vendors are added, the U.S. coal industry – with mines in 25 states – represents 805,680 jobs, \$53.4 billion in labor income and \$97.5 billion in contributions to the nation's gross domestic product.² Another 500,000³ people are directly employed by U.S. electricity generation companies, which depend on coal for base-load fuel. However, this is only the beginning. Affordable electricity from coal spurs economic growth, and states that rely on coal are better positioned to create jobs in energy-intensive sectors, such as manufacturing and advanced technologies.



¹ Bureau of Labor Statistics, *Quarterly Census Employment and Wages, First Quarter, 2013*.
² National Mining Association, "The Economic Contributions of U.S. Mining," September 2013.
³ Edison Electric Institute 2014, eei.org/electricity101.

» CONNECT WITH 2013 ALLIANCE FACTS

\$2.2 billion revenues*



\$685.9 million EBITDA*



\$393.5 million net income*



93.7%

of tons sold to electric utilities



93.5%

of tonnage sold under long-term agreements

1.1
BILLION

tons of coal reserves

~106,250





tons of coal produced daily



million in capital expenditures and equity investments



\$55.04

average coal sales price per ton



\$3.095

distributions paid by AHGP



\$4.565

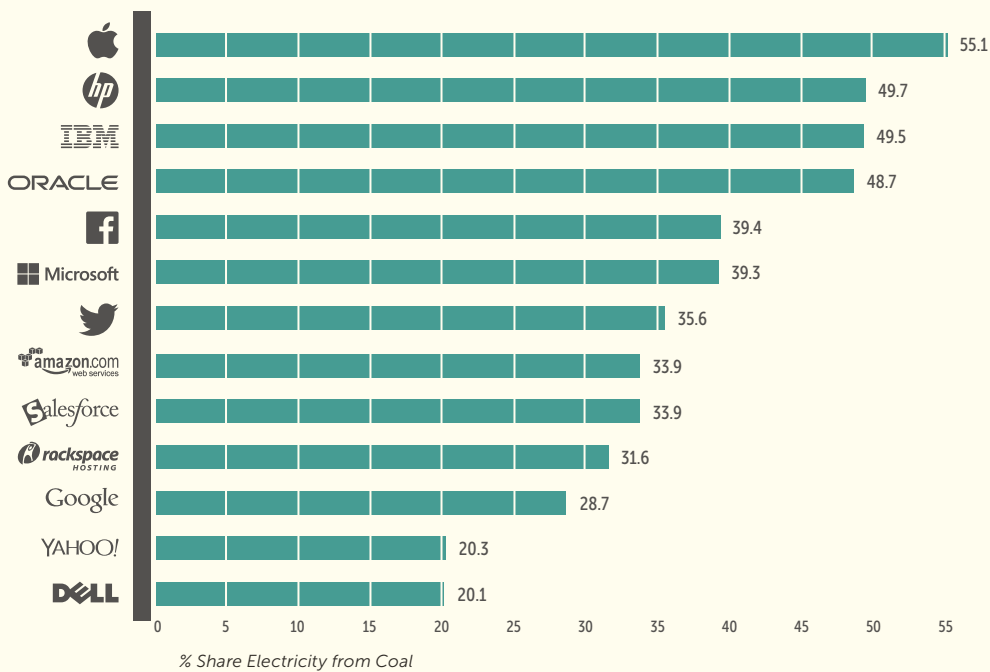
distributions paid by ARLP

*Reflects ARLP 2013 financial results.

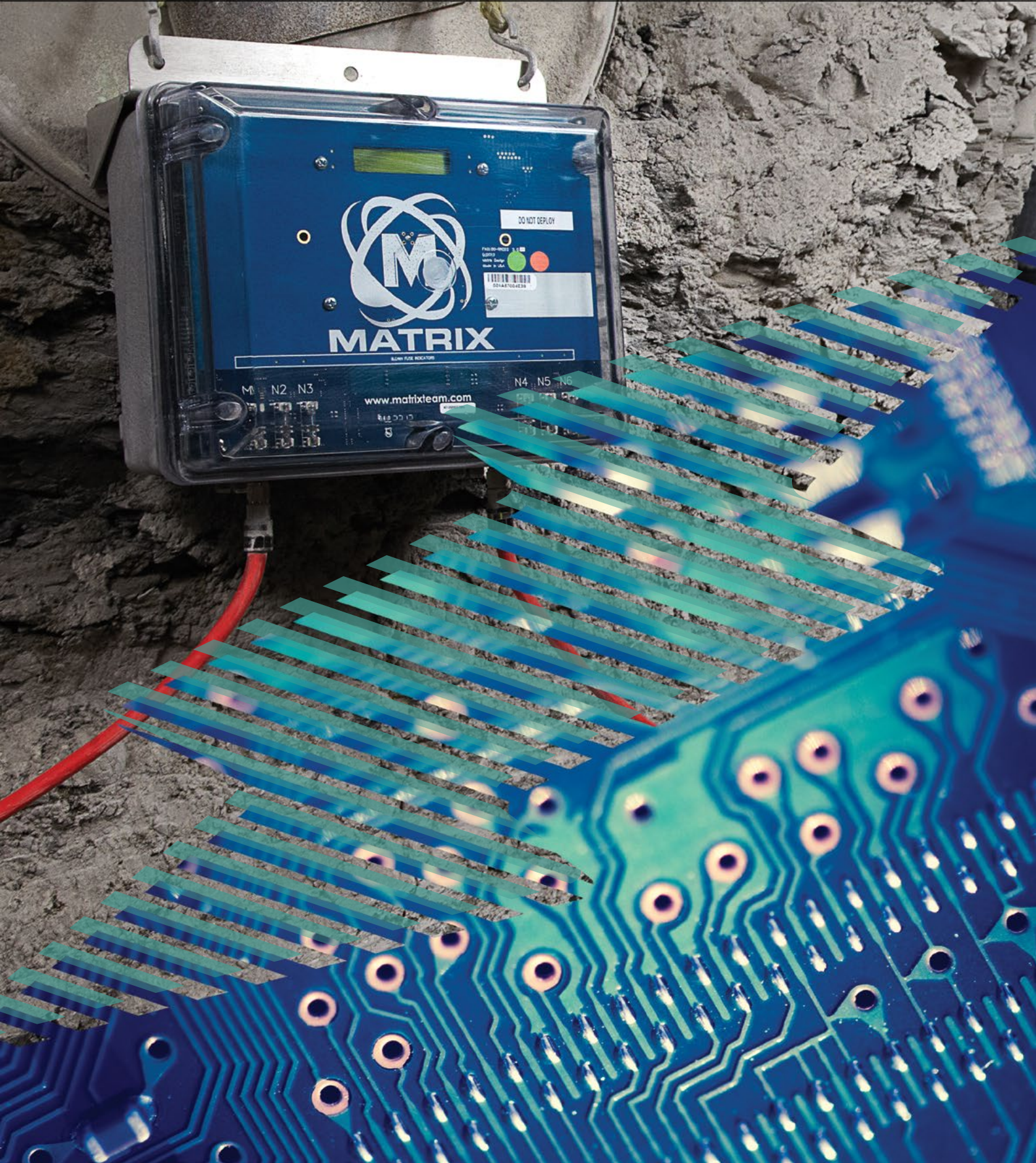
Coal powers innovation.

As the fastest-growing fuel in the world, coal is powering a technological global renaissance. Here in America, our digital lifestyle is also driving growth in demand for electricity. Coal and the electricity produced from it help fuel the advanced materials, instruments and knowledge that bring goods, services and leading-edge inventions to end-users. ARLP stands ready to help connect American ingenuity with the energy it needs to succeed.

Dependence on Coal for Data Centers Greenpeace International, April 2012.

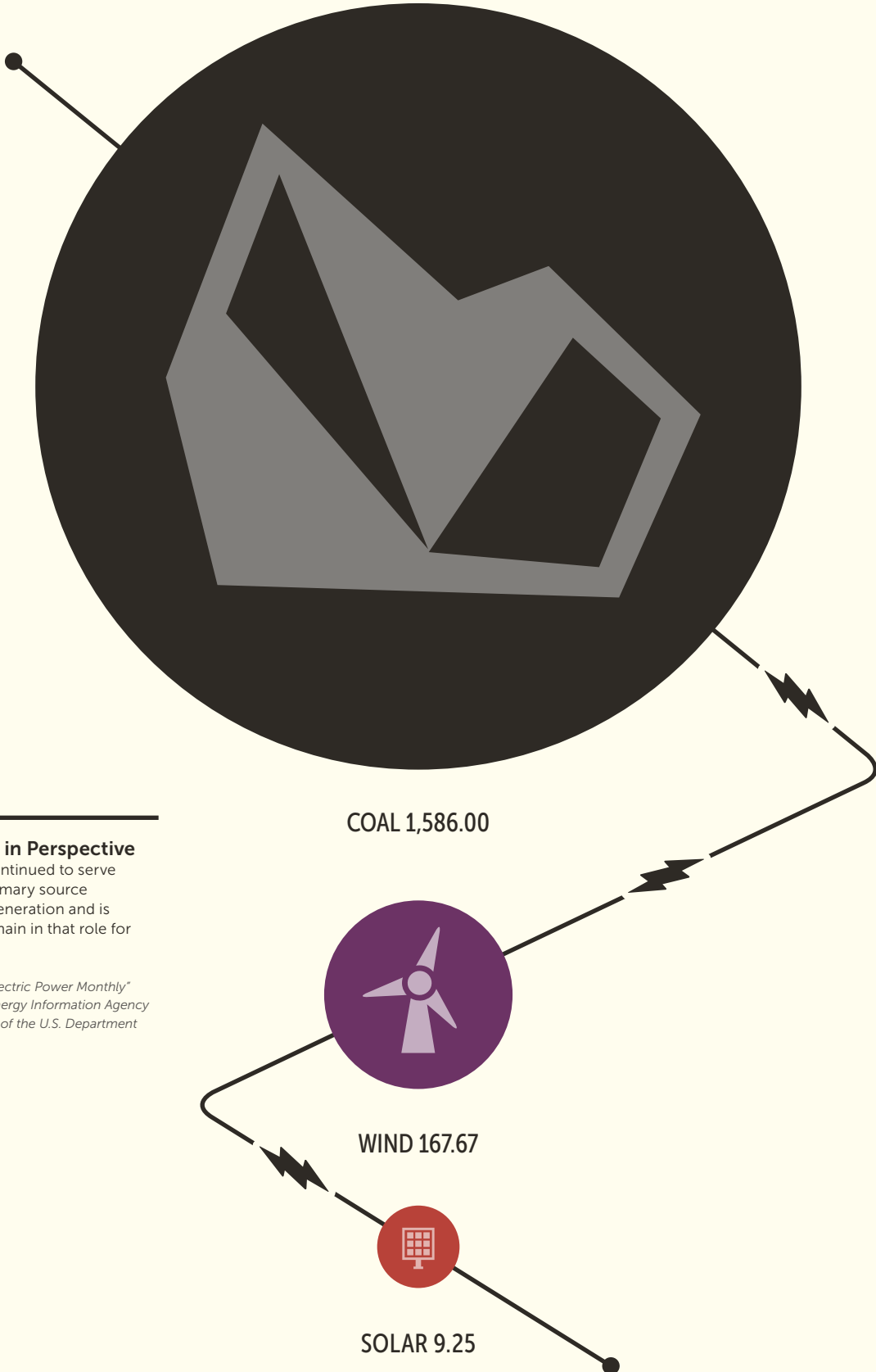


» Our wholly owned subsidiary, Matrix Design Group, LLC, is the industry leader in safety and productivity technology for underground mines. The picture below features Matrix's new MX3 communications and monitoring system. The system allows operators to communicate wirelessly, monitor data, control equipment, and perform other advanced functions over a single high-speed network. For more information about Matrix, visit www.matrixteam.com.



» CONNECT WITH REALITY

Billion Kilowatt-hours



Renewables in Perspective

In 2013, coal continued to serve as America's primary source for electricity generation and is expected to remain in that role for years to come.

2013 data from "Electric Power Monthly" prepared by the Energy Information Agency (EIA), which is part of the U.S. Department of Energy.

Coal is here for the long haul.

» All energy resources are not equal. There are differences in how power is generated to meet consumer demand and in the way providers connect electricity to customers.

Coal is an excellent source of base-load fuel to keep the nation's power grid energized. Coal is easy to transport and stockpile, so it is there to meet demand 24 hours a day, seven days a week.

And in America, coal is expected to serve as a fundamental pillar of base-load

during 1997 provides a cautionary tale: although 25 percent of Germany's electricity was being generated from renewables by 2012, the unreliable power created rolling brownouts and blackouts. Electricity rates also skyrocketed to almost triple those in the United States.² In response, Germany is returning to its most stable fuel source: coal. Germany recently opened its first new coal-fired plant in eight years, with 10 new coal power stations to follow in the next two years.³

Fuel diversity is also important. This was underscored in January 2014 when record-setting cold snaps hit Eastern U.S. cities where coal plants have closed. The freezing temperatures drove natural gas price spikes as high as \$140 per million BTUs, sent wholesale electricity prices to as much as \$2,000 per megawatt hour, and had utilities asking customers to conserve electricity in order to avoid power outages.⁴

Alliance endorses continued use of coal as the backbone of U.S. electricity generation – a strategy that blends regionally and competitively priced domestic fuels to best support economic growth. The private sector can and will continue to champion technological advancement, with the EIA reporting that by 2015 more than 90 percent of U.S. coal-fueled electric generating capacity will have installed clean-coal technologies and other advanced emission controls.⁵ With these advanced technologies, America should fully rely upon its plentiful coal resources to connect American families and businesses with low-cost energy. That's something to celebrate and embrace.

“The Future of Coal: Sector Survives the Doubters. Coal remains the biggest source of fuel for generating electricity in the U.S. Even as coal production has dropped in Appalachia, it has climbed in Wyoming and in the country's midsection.”

The Wall Street Journal, January 8, 2014.

electricity for the foreseeable future. Today, coal and natural gas account for 67 percent of our nation's electricity generation and the EIA projects coal and natural gas will account for the exact same percentage in 2040.¹ The reason is clear: America needs fossil fuels for reliability and needs fuel diversity to keep prices low.

While the U.S. government continues to try to prop up renewable energy resources through generous subsidies and targeted goals, a similar program launched in Germany

1 U.S. Energy Information Administration, "Annual Energy Outlook 2014 Early Release," December 16, 2013.

2 The Wall Street Journal, "Germany Reinvents the Energy Crisis," November 8, 2013.

3 Bloomberg News, "Steag Starts Coal-Fired Power Plant in Germany," November 15, 2013.

4 American Coalition for Clean Coal Electricity, "Recent Electricity Price Increases and Reliability Issues Due to Coal Plant Retirements," February 6, 2014.

5 U.S. Energy Information Administration, "Short-term Energy Outlook," January 7, 2014.

ARLP looks ahead to visible growth on the horizon.

» Moody's Investors Service recently referred to the Illinois Basin as "the most dynamic coal-producing region in the U.S. today."¹ Production is booming in this centrally-located coalfield because utilities have installed new scrubber technology allowing them to burn high-sulfur content coal.²

Illinois Basin coal is typically low in cost, and meets a wide range of customer requirements. Transportation options by barge, rail and truck simplify logistics and make pricing more favorable. All of these characteristics place Illinois Basin coal in an attractive and competitive position.

Alliance is the Illinois Basin's largest coal producer, and our mines in this region are strategically located to take advantage of the benefits of this basin today. For example, ARLP's River View complex can load coal directly from the mine onto a barge. This infrastructure provides us significant price improvement when moving our production to market.

And Alliance connects with the Illinois Basin's bright opportunities for the future through two of our current expansion projects – the new Gibson South mine development and our investments in the White Oak project. We expect Gibson South's production to begin in 2014's third quarter and ultimately ramp to its full production capacity of about 5.1 million tons. The White Oak mine should begin longwall production by the fourth quarter of this year and provide Alliance with long-term cash flow growth through royalties, throughput payments and preferred equity distributions.

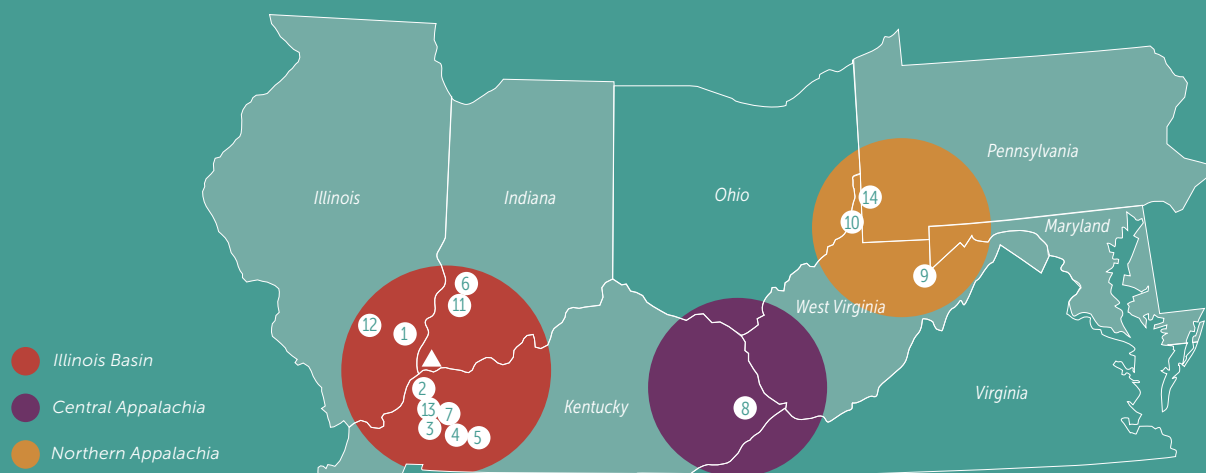


Meanwhile, operations in our Northern Appalachia region also provide Alliance with solid growth. The Tunnel Ridge complex, our newest mine in that region, is expected to produce approximately 5.5 million tons in 2014, an increase of 1.8 million tons compared to last year. With approximately 89.1 million tons of high-sulfur coal reserves, Tunnel Ridge is expected to be a significant contributor to Alliance's cash flow for decades.

Strategic locations, diverse coal mix and solid performance history connect ARLP with impressive natural resources. As a result, we are the beneficiaries of contract flexibility, financial stability, optimized production and dynamic future prospects.

¹ Moody's Investors Service, October 15, 2013.

² The Wall Street Journal, "In the Midwest, Coal Stages a Comeback," May 5, 2013.



Current Mining Operations

- 1. Pattiki Complex
- 2. River View Complex
- 3. Dotiki Complex
- 4. Warrior Complex
- 5. Hopkins Complex
- 6. Gibson North Complex
- 7. Sebree Mining Complex
- 8. MC Mining Complex
- 9. Mettiki Complex
- 10. Tunnel Ridge Complex

Mine Under Construction

- 11. Gibson South Project
Estimated reserves: 75 million tons
Production start-up: third quarter 2014

Mine Development/Reserve Investment

- 12. Investment in White Oak Resources
Estimated reserves: 289 million tons
Longwall Production start-up: late third quarter 2014

Mine Development Projects

- 13. Sebree Reserve Project
Estimated reserves: 30 million tons
- 14. Penn Ridge Project
Estimated reserves: 57 million tons

Transfer Terminal

- ▲ Mount Vernon Transfer Terminal
Operates a coal loading terminal in Indiana on the Ohio River

» CONNECT WITH ALLIANCE

It is incredibly rewarding to know that Alliance coal helps power America every single day. Those with whom we connect – consumers, employees, investors – all have an important stake in what we do.

Alliance has established a clear legacy of setting new benchmarks, and rest assured we do not take our success for granted. This partnership has a responsibility to connect the dots from the delivery of reliable and affordable coal to electricity generators, while continuing our track record of growing revenues and expanding profitability. We will continue improving our performance, meeting strategic objectives and contributing to America's energy solution for decades to come.



Clear strategy and focus

Priorities: safety, customer relationships, growth markets, low costs, high-return projects and disciplined acquisitions

Concentrated in expanding basins

79 percent of production currently in the Illinois Basin; expected to grow Northern Appalachian production by almost 22 percent in 2014

Well positioned, low-cost producer

Operations meet diverse specifications and offer transportation options

Highly contracted coal sales book

Price commitments for approximately 94 percent of our anticipated coal sales volume for 2014

Solid balance sheet

Liquidity at 2013 year-end was \$519.4 million; leveraged at 1.27 times total debt to trailing 12-month EBITDA

Exceptional track record

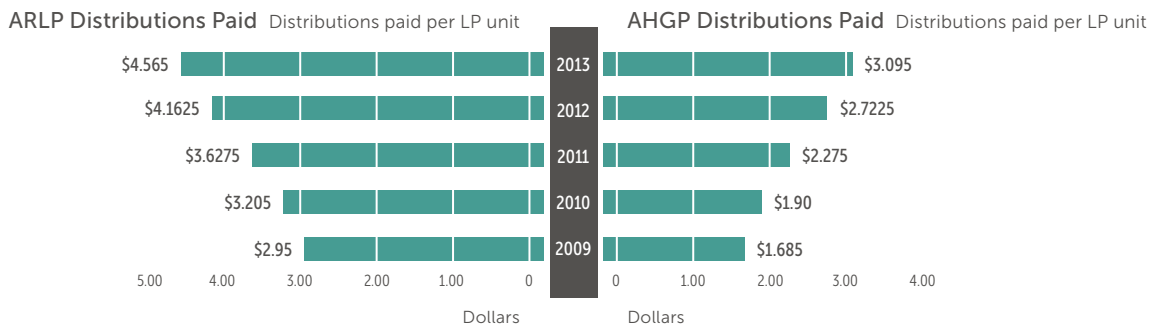
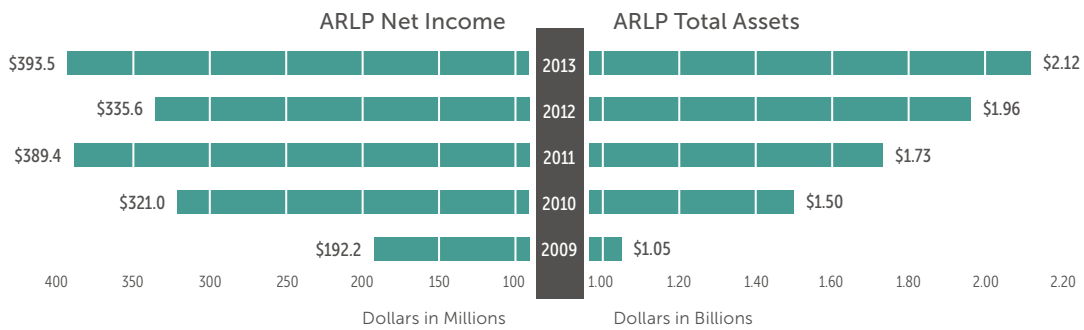
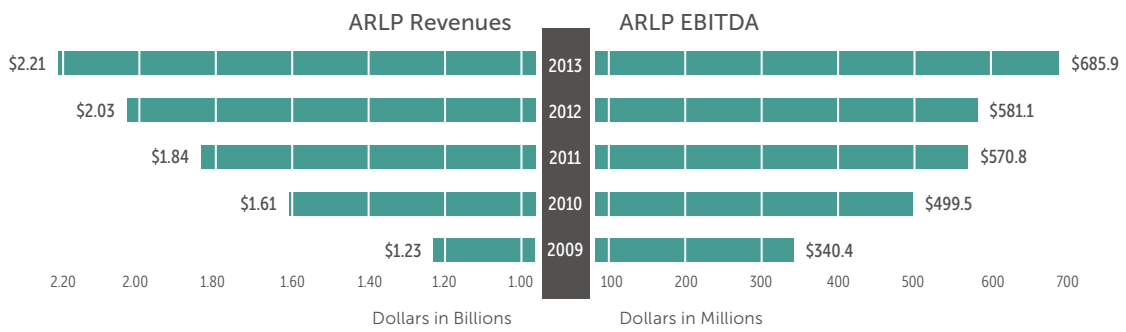
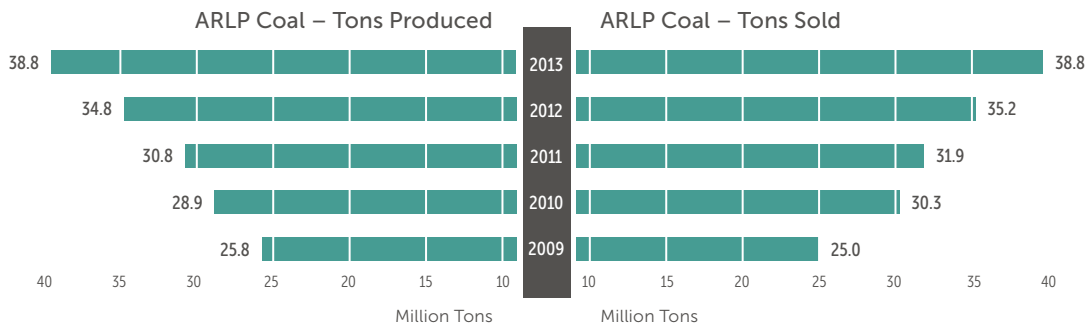
13 consecutive years of superior results

Visible future production growth

Tunnel Ridge, Gibson South and White Oak ramping up in 2014–2016

Strong distribution growth

23 consecutive quarters of increased distribution payments to ARLP and AHGP unitholders



Reconciliation of GAAP "Cash Flows Provided by Operating Activities" to Non-GAAP "EBITDA" and Non-GAAP "EBITDA" to GAAP "Net Income"

(in thousands)	Year Ended December 31				
	2013	2012	2011	2010	2009
Cash flows provided by operating activities	\$ 704,652	\$ 555,856	\$ 573,983	\$ 520,588	\$ 282,741
Non-cash compensation expense	(8,896)	(7,428)	(6,235)	(4,051)	(3,582)
Asset retirement obligations	(3,004)	(2,853)	(2,546)	(2,579)	(2,678)
Coal inventory adjustment to market	(2,811)	(2,978)	(386)	(498)	(3,030)
Equity in loss of affiliates, net	(24,441)	(14,650)	(3,404)	-	-
Net gain (loss) on foreign currency exchange	-	-	-	(274)	653
Net gain (loss) on sale of property, plant and equipment	(3,475)	(147)	634	(234)	(136)
Loss on retirement of vertical hoist conveyor system	-	-	-	(1,204)	-
Asset impairment charge	-	(19,031)	-	-	-
Valuation allowance of deferred tax assets	(3,483)	-	-	-	-
Other	6,251	3,815	(1,488)	(1,448)	(537)
Net effect of working capital changes	(6,392)	41,109	(10,870)	(42,402)	36,440
Interest expense, net	26,082	28,455	21,579	29,862	29,798
Income tax expense (benefit)	1,396	(1,082)	(431)	1,741	708
EBITDA	685,879	581,066	570,836	499,501	340,377
Depreciation, depletion and amortization	(264,911)	(218,122)	(160,335)	(146,881)	(117,524)
Interest expense, net	(26,082)	(28,455)	(21,579)	(29,862)	(29,798)
Income tax (expense) benefit	(1,396)	1,082	431	(1,741)	(708)
Net income	\$ 393,490	\$ 335,571	\$ 389,353	\$ 321,017	\$ 192,347
Net loss attributable to noncontrolling interest	-	-	-	-	(190)
Net income of ARLP	\$ 393,490	\$ 335,571	\$ 389,353	\$ 321,017	\$ 192,157

EBITDA is a financial measure not calculated in accordance with generally accepted accounting principles ("GAAP") and is defined as net income before net interest expense, income taxes and depreciation, depletion and amortization. EBITDA is used as a supplemental financial measure by our management and by external users of our financial statements such as investors, commercial banks, research analysts and others, to assess:

- » the financial performance of our assets without regard to financing methods, capital structure or historical cost basis;
- » the ability of our assets to generate cash sufficient to pay interest costs and support our indebtedness;
- » our operating performance and return on investment as compared to those of other companies in the coal energy sector, without regard to financing or capital structures; and
- » the viability of acquisitions and capital expenditure projects and the overall rates of return on alternative investment opportunities.

EBITDA, should not be considered an alternative to net income, income from operations, cash flows from operating activities or any other measure of financial performance presented in accordance with GAAP. EBITDA is not intended to represent cash flow and does not represent the measure of cash available for distribution. Our method of computing EBITDA may not be the same method used to compute similar measures reported by other companies, or EBITDA may be computed differently by us in different contexts (e.g., public reporting versus computation under financing agreements).

General Information

The following information applies to Alliance Resource Partners, L.P. (ARLP) and Alliance Holdings GP, L.P. (AHGP) unless specified otherwise.

Partnership Offices

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

Partnership Mailing Address

P.O. Box 22027
Tulsa, OK 74121-2027

Contact

Brian L. Cantrell
Senior Vice President and
Chief Financial Officer
(918) 295-7674
brian.cantrell@arlp.com

Business Structure

Publicly traded master limited partnership.

Common Unit Trading

Common units are traded on the NASDAQ Global Select Market.

NASDAQ Ticker Symbols

Alliance Resource Partners, L.P. ARLP
Alliance Holdings GP, L.P. AHGP

Common Units Outstanding (12/31/2013)

ARLP 36,963,054 common units
AHGP 59,863,000 common units

Independent Auditors

Ernst & Young LLP
1700 One Williams Center
Tulsa, OK 74172

Unitholder Information

Cash Distributions

The partnerships expect to make quarterly distributions to unitholders of record on the applicable record dates according to the following schedules:

Alliance Resource Partners, L.P.

Within 45 days after the end of each March, June, September and December.

Alliance Holdings GP, L.P.

Within 50 days after the end of each March, June, September and December.

Partnership Tax Details

Unitholders are partners in the partnership and receive quarterly cash distributions. Cash distributions generally are not taxable as long as the individual unitholder's tax basis remains above zero.

A partnership generally is not subject to federal or state income tax. The annual income, gains, losses, deductions or credits of the partnership flow through to the unitholders, who are required to report their allocated share of these amounts on their individual tax returns, as though the unitholder had incurred these items directly.

Schedule K-1

Unitholders of record receive Schedule K-1 packages that summarize their allocated share of the partnership's reportable tax items for the fiscal year. It is important to note that cash distributions received should not be reported as taxable income. Only the amounts provided on the Schedule K-1 should be entered on each unitholder's tax return.

Schedule K-1 information also is available on our Web sites. Please visit www.arlp.com and www.ahgp.com.

Unitholders should refer questions regarding their Schedule K-1 as follows:

By Mail

K-1 Support
P.O. Box 799060
Dallas, TX 75379-9060

By Phone/Fax

Alliance Resource Partners, L.P.
Phone (800) 485-6875 Fax (866) 554-3842

Alliance Holdings GP, L.P.
Phone (866) 867-4060 Fax (866) 554-3842

Transfer Agent and Registrar

Direct requests regarding transfer of units, lost certificates, lost distribution checks or address changes to:

American Stock Transfer and Trust Company
Attn: Shareholder Services
59 Maiden Lane – Plaza Level
New York, NY 10038
(800) 937-5449

Investor Information and Form 10-K

For more information or free copies of the 2013 Form 10-K, please contact the appropriate e-mail address or phone number listed below. Form 10-K also may be downloaded from the Partnerships' Web sites.

Alliance Resource Partners, L.P.

E-mail: investorrelations@arlp.com
Phone: (918) 295-7674
Web site: www.arlp.com

Alliance Holdings GP, L.P.

E-mail: investorrelations@ahgp.com
Phone: (918) 295-1415
Web site: www.ahgp.com

Executive Officers & Directors ARLP » AHGP »

Joseph W. Craft III »
President, Chief Executive Officer, and Director of ARLP and AHGP, and Chairman of the Board of AHGP

Brian L. Cantrell »
Senior Vice President and Chief Financial Officer

R. Eberley Davis »
Senior Vice President, General Counsel and Secretary

Robert G. Sachse »
Executive Vice President

Charles R. Wesley »
Executive Vice President and Director

Thomas M. Wynne »
Senior Vice President and Chief Operating Officer

Michael J. Hall »
Director and Chairman of the Audit Committee for ARLP and AHGP, and member of the Compensation Committee for ARLP

John P. Neafsey »
Director, Chairman of the Board of Directors, Chairman of the Conflicts Committee, and member of the Compensation Committee

John H. Robinson »
Director, Chairman of the Compensation Committee, and member of the Audit and Conflicts Committees

Wilson M. Torrence »
Director, member of the Audit, Compensation and Conflicts Committees

Thomas M. Davidson, Sr. »
Director, Chairman of the Conflicts Committee and member of the Audit Committee

Robert J. Drueten »
Director and member of the Audit and Conflicts Committees



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