

CONSOL ENERGY INC  
Form 8-K  
June 02, 2008

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): May 30, 2008**

**CONSOL Energy Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-14901**  
(Commission File Number)

**51-0337383**  
(IRS Employer  
Identification No.)

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**Consol Plaza**

**1800 Washington Road**

**Pittsburgh, Pennsylvania**  
(Address of principal executive offices)

**15241**  
(Zip code)

**Registrant's telephone number, including area code:**

**(412) 831-4000**

**Not applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

CONSOL Energy Inc. ( CONSOL Energy ) and CNX Gas Corporation ( CNX Gas ), and certain of each of their subsidiaries, have entered into Amendment No. 1, dated as of May 30, 2008 (the Amendment ), to the Master Cooperation and Safety Agreement dated as of August 1, 2005. The Amendment is attached as Exhibit 10.1 to this Form 8-K and is incorporated by reference herein. A brief description of the Amendment is set forth below and such description is qualified by the complete Amendment attached hereto.

Under the Amendment, in order to provide greater certainty with respect to the allocation of allowances and credits relating to greenhouse gas emissions, CNX Gas and CONSOL Energy have agreed that effective as of August 1, 2005:

CNX Gas and CONSOL Energy each own 100% of their own (and their respective subsidiaries ) baseline emission allowances awarded under any voluntary or mandatory program that restricts greenhouse gas emissions, such as a mandatory cap and trade program, except that the ownership of additional allowances awarded in excess of each party s baseline allowances will be subject to adjustment according to the equities of the circumstances giving rise to the additional allowances, and absent such equities these additional allowances will be split 50-50 between CNX Gas and CONSOL Energy; and

CNX Gas and CONSOL Energy each own 50% of any greenhouse gas emission reduction credits to which either of them (or their respective subsidiaries) is entitled in respect of the gas rights that were transferred to CNX Gas upon separation from CONSOL Energy in 2005, under any voluntary or mandatory program for which credit is given for the reduction of greenhouse gas emissions, subject to adjustment to reflect the equities of the circumstances giving rise to such credits.

For purposes of the Master Cooperation and Safety Agreement, as amended, CNX Gas and its subsidiaries are not included as subsidiaries of CONSOL Energy.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amendment No. 1 to the Master Cooperation and Safety Agreement dated as of May 30, 2008, between CONSOL Energy Inc. and certain of its subsidiaries, on the one hand, and CNX Gas Corporation and certain of its subsidiaries, on the other hand.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CONSOL ENERGY INC.**

By: /s/ P. Jerome Richey  
P. Jerome Richey  
Senior Vice President, General Counsel and  
Secretary

Dated: June 2, 2008

**EXHIBIT INDEX**

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