

MOUNTAIN GEM LAND INC
Form T-3
July 06, 2015
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM T-3

**FOR APPLICATIONS FOR QUALIFICATION OF INDENTURES
UNDER THE TRUST INDENTURE ACT OF 1939**

Arch Coal, Inc.

**and the
co-applicants listed on the following pages**

(Name of applicants)

One CityPlace Drive, Ste. 300

St. Louis, Missouri 63141

(Address of principal executive offices)

Securities to be Issued Under the Indenture to be Qualified

| Title of Class | Amount |
|--------------------------------------|---|
| 8.000% Senior Secured Notes due 2022 | Up to \$184,223,600 aggregate principal amount(1) |

Approximate date of proposed public offering: **Such securities are expected to be issued as soon as practicable after the effective date of this Application for Qualification**

Name and address of agent for service:

Robert G. Jones

Senior Vice President Law, General Counsel and Secretary

Arch Coal, Inc.

One CityPlace Drive, Ste. 300

St. Louis, Missouri 63141

With a copy to:

Michael Kaplan, Esq.

**Byron B. Rooney, Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
(212) 450-4000**

The Company hereby amends this application for qualification on such date or dates as may be necessary to delay its effectiveness until: (i) the 20th day after the filing of an amendment which specifically states that it shall supersede this application, or (ii) such date as the Commission, acting pursuant to Section 307(c) of the Trust Indenture Act of 1939, may determine upon written request.

(1) Includes 8.000% Senior Secured Notes due 2022 to be issued in transactions exempt from registration under the Securities Act of 1933 as amended (the Securities Act), pursuant to the provisions of Section 3(a)(9) of the Securities Act. The amount of 8.000% Senior Secured Notes due 2022 to be issued in such transactions in reliance upon Section 3(a)(9) of the Securities Act may be less than \$184,223,600. Does not

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include 8.000% Senior Secured Notes due 2022 that may be issued in transactions exempt from qualification under the Trust Indenture Act, including any issuance in transactions exempt from registration under the Securities Act pursuant to the provisions of Section 4(a)(2) of the Securities Act.

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The following direct and indirect subsidiaries of Arch Coal, Inc. are guarantors of the 8.000% Senior Secured Notes due 2022 and are co-applicants on this Form T-3.

| Name of Co-Applicant | Jurisdiction of Incorporation or Organization |
|--------------------------------------|---|
| ACI Terminal, LLC | Delaware |
| Allegheny Land Company | Delaware |
| Arch Coal Sales Company, Inc. | Delaware |
| Arch Coal West, LLC | Delaware |
| Arch Development, LLC | Delaware |
| Arch Energy Resources, LLC | Delaware |
| Arch Reclamation Services, Inc. | Delaware |
| Arch Western Acquisition Corporation | Delaware |
| Arch Western Acquisition, LLC | Delaware |
| Arch Western Bituminous Group, LLC | Delaware |
| Arch Western Finance, LLC | Delaware |
| Arch Western Resources, LLC | Delaware |
| Arch Of Wyoming, LLC | Delaware |
| Ark Land Company | Delaware |
| Ark Land KH, Inc. | Delaware |
| Ark Land LT, Inc. | Delaware |
| Ark Land WR, Inc. | Delaware |
| Ashland Terminal, Inc. | Delaware |
| Bronco Mining Company, Inc. | West Virginia |
| Catenary Coal Holdings, Inc. | Delaware |
| Coal-Mac, Inc. | Kentucky |
| CoalQuest Development LLC | Delaware |
| Cumberland River Coal Company | Delaware |
| Hawthorne Coal Company, Inc. | West Virginia |
| Hunter Ridge, Inc. | Delaware |
| Hunter Ridge Coal Company | Delaware |
| Hunter Ridge Holdings, Inc. | Delaware |
| ICG, Inc. | Delaware |
| ICG, LLC | Delaware |
| ICG Beckley, LLC | Delaware |
| ICG East Kentucky, LLC | Delaware |
| ICG Eastern, LLC | Delaware |
| ICG Eastern Land, LLC | Delaware |
| ICG Illinois, LLC | Delaware |
| ICG Knott County, LLC | Delaware |
| ICG Natural Resources, LLC | Delaware |
| ICG Tygart Valley, LLC | Delaware |
| International Coal Group, Inc. | Delaware |
| Juliana Mining Company, Inc. | West Virginia |
| King Knob Coal Co., Inc. | West Virginia |
| Lone Mountain Processing, Inc. | Delaware |
| Marine Coal Sales Company | Delaware |
| Melrose Coal Company, Inc. | West Virginia |
| Mingo Logan Coal Company | Delaware |
| Mountain Coal Company, L.L.C. | Delaware |
| Mountain Gem Land, Inc. | West Virginia |
| Mountain Mining, Inc. | Delaware |
| Mountaineer Land Company | Delaware |
| Otter Creek Coal, LLC | Delaware |
| Patriot Mining Company, Inc. | West Virginia |

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| | |
|--------------------------------|----------|
| Powell Mountain Energy, LLC | Delaware |
| Prairie Holdings, Inc. | Delaware |
| Shelby Run Mining Company, LLC | Delaware |

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| Name of Co-Applicant | Jurisdiction of Incorporation or Organization |
|------------------------------------|--|
| Simba Group, Inc. | Delaware |
| Thunder Basin Coal Company, L.L.C. | Delaware |
| Triton Coal Company, L.L.C. | Delaware |
| Upshur Property, Inc. | Delaware |
| Vindex Energy Corporation | West Virginia |
| Western Energy Resources, Inc. | Delaware |
| White Wolf Energy, Inc. | Virginia |
| Wolf Run Mining Company | West Virginia |

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I. General Information

| Name of Applicant | Form of Organization | State of Organization |
|--------------------------------------|-----------------------------|------------------------------|
| Arch Coal, Inc. | Corporation | Delaware |
| ACI Terminal, LLC | Limited Liability Company | Delaware |
| Allegheny Land Company | Corporation | Delaware |
| Arch Coal Sales Company, Inc. | Corporation | Delaware |
| Arch Coal West, LLC | Limited Liability Company | Delaware |
| Arch Development, LLC | Limited Liability Company | Delaware |
| Arch Energy Resources, LLC | Limited Liability Company | Delaware |
| Arch Reclamation Services, Inc. | Corporation | Delaware |
| Arch Western Acquisition Corporation | Corporation | Delaware |
| Arch Western Acquisition, LLC | Limited Liability Company | Delaware |
| Arch Western Bituminous Group, LLC | Limited Liability Company | Delaware |
| Arch Western Finance, LLC | Limited Liability Company | Delaware |
| Arch Western Resources, LLC | Limited Liability Company | Delaware |
| Arch Of Wyoming, LLC | Limited Liability Company | Delaware |
| Ark Land Company | Corporation | Delaware |
| Ark Land KH, Inc. | Corporation | Delaware |
| Ark Land LT, Inc. | Corporation | Delaware |
| Ark Land WR, Inc. | Corporation | Delaware |
| Ashland Terminal, Inc. | Corporation | Delaware |
| Bronco Mining Company, Inc. | Corporation | West Virginia |
| Catenary Coal Holdings, Inc. | Corporation | Delaware |
| Coal-Mac, Inc. | Corporation | Kentucky |
| CoalQuest Development LLC | Limited Liability Company | Delaware |
| Cumberland River Coal Company | Corporation | Delaware |
| Hawthorne Coal Company, Inc. | Corporation | West Virginia |
| Hunter Ridge, Inc. | Corporation | Delaware |
| Hunter Ridge Coal Company | Corporation | Delaware |
| Hunter Ridge Holdings, Inc. | Corporation | Delaware |
| ICG, Inc. | Corporation | Delaware |
| ICG, LLC | Limited Liability Company | Delaware |
| ICG Beckley, LLC | Limited Liability Company | Delaware |
| ICG East Kentucky, LLC | Limited Liability Company | Delaware |
| ICG Eastern, LLC | Limited Liability Company | Delaware |
| ICG Eastern Land, LLC | Limited Liability Company | Delaware |
| ICG Illinois, LLC | Limited Liability Company | Delaware |
| ICG Knott County, LLC | Limited Liability Company | Delaware |
| ICG Natural Resources, LLC | Limited Liability Company | Delaware |
| ICG Tygart Valley, LLC | Limited Liability Company | Delaware |
| International Coal Group, Inc. | Corporation | Delaware |
| Juliana Mining Company, Inc. | Corporation | West Virginia |
| King Knob Coal Co., Inc. | Corporation | West Virginia |
| Lone Mountain Processing, Inc. | Corporation | Delaware |
| Marine Coal Sales Company | Corporation | Delaware |
| Melrose Coal Company, Inc. | Corporation | West Virginia |
| Mingo Logan Coal Company | Corporation | Delaware |
| Mountain Coal Company, L.L.C. | Limited Liability Company | Delaware |

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| | | |
|--------------------------|---------------------------|---------------|
| Mountain Gem Land, Inc. | Corporation | West Virginia |
| Mountain Mining, Inc. | Corporation | Delaware |
| Mountaineer Land Company | Corporation | Delaware |
| Otter Creek Coal, LLC | Limited Liability Company | Delaware |

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| Name of Applicant | Form of Organization | State of Organization |
|------------------------------------|---------------------------|-----------------------|
| Patriot Mining Company, Inc. | Corporation | West Virginia |
| Powell Mountain Energy, LLC | Limited Liability Company | Delaware |
| Prairie Holdings, Inc. | Corporation | Delaware |
| Shelby Run Mining Company, LLC | Limited Liability Company | Delaware |
| Simba Group, Inc. | Corporation | Delaware |
| Thunder Basin Coal Company, L.L.C. | Limited Liability Company | Delaware |
| Triton Coal Company, L.L.C. | Limited Liability Company | Delaware |
| Upshur Property, Inc. | Corporation | Delaware |
| Vindex Energy Corporation | Corporation | West Virginia |
| Western Energy Resources, Inc. | Corporation | Delaware |
| White Wolf Energy, Inc. | Corporation | Virginia |
| Wolf Run Mining Company | Corporation | West Virginia |

Except for Arch Coal, Inc. (the Company), each of the foregoing entities shall be referred to herein collectively as the Guarantors. The Company and the Guarantors shall be referred to collectively as the Applicants.

2. Securities Act Exemption Applicable

On or promptly after the date of the Application for Qualification on Form T-3 (the Application), the Company intends to offer new 8.000% Senior Secured Notes due 2022 (the New Notes) in exchange for the Company's outstanding 7.25% Senior Notes due 2020 (the Old Notes) which are held by holders of the Old Notes (Holders) who are not qualified institutional buyers as defined in Rule 144A under the Securities Act of 1933, as amended (the Securities Act) and the rules and regulations thereunder and qualified purchasers within the meaning of Section 2(a)(51) of the Investment Company Act and the rules and regulations thereunder (each such person, an Eligible Holder). The Company is offering, for each \$1,000 of a Holder's Old Notes, to exchange (i) \$837.38 of the New Notes, (ii) a cash payment of 50% of the total amount of accrued and unpaid interest on the Old Notes from and including the prior interest payment date to, but excluding, the applicable closing date of the exchange (the Interest Payment), and (iii) a cash payment (the Cash Payment) of \$60 if the Holder agrees to an exchange and executes an exchange agreement by 5:00 p.m. July 16, 2015, or \$30 if the Holder agrees to exchange and execute an exchange agreement thereafter but prior to midnight New York City time at the end of July 30, 2015. The Company calls this transaction the Exchange Transaction.

In connection with the Exchange Transaction, the Company is requesting that Holders consent to certain proposed amendments to the indenture, dated as of August 9, 2010, as supplemented by a first supplemental indenture dated as of August 9, 2010 by and among the Company, the subsidiary guarantors named therein and U.S. Bank National Association, as trustee, governing the Old Notes (the Old Indenture) and to the related execution of a supplemental indenture (the Supplemental Indenture) embodying the proposed amendments. The proposed amendments would allow the incurrence of additional secured debt under the Old Indenture. If the Exchange Transaction is completed, the New Notes will be governed by the indenture (the New Indenture) to be qualified under this Application for Qualification on Form T-3. For more detailed information regarding the New Indenture, please see Item 8 of this Application.

As the New Notes are proposed to be offered for exchange by the Company with its existing noteholders exclusively and solely for the Old Notes of the Company, the transaction is exempt from registration under the Securities Act, pursuant to the provisions of Section 3(a)(9) thereof. No soliciting activities will be conducted in connection with this offer other than a notice in a Company press release that invites holders that are not Qualified Institutional Buyers and Qualified Purchasers to contact the Company. Only after confirming their status as such will Holders receive the materials related to this offer. No fees will be paid, directly or indirectly, to any person in connection with this Exchange Transaction for which the Section 3(a)(9) exemption is claimed, except for customary fees and payments to be made in respect of preparation, printing and mailing of the Offer to Exchange Notice (a form of which is attached hereto as Exhibit T3E), the payments of the fees and expenses of the Company's legal advisors and the engagement of U.S. Bank National Association, as trustee and collateral agent

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under the New Indenture and trustee under the Old Indenture (the Trustee). No Holder of the Old Notes has made or will be requested to make any cash payment to the Company in connection with the Exchange Transaction. No advisor was retained to or did make recommendations or solicitations with respect to the proposed Exchange Transaction or encouragements to participate in any particular manner.

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The Company is making an additional concurrent exchange offers to holders of the Company's securities other than the Old Notes as well as holders of the Old Notes in each case that are able to establish that they are Qualified Institutional Buyers and Qualified Purchasers. Several dealer managers are participating in such concurrent exchange offers. Certain participating holders in these additional concurrent exchange offers will receive New Notes in combination with certain other of the Company's securities. The Company calls these concurrent exchange offers together, the Concurrent Exchange Offers. The Concurrent Exchange Offers are private placement transactions being conducted pursuant to an exemption from registration under Section 4(a)(2) of the Securities Act, with solicitation fees paid to dealer managers involved therewith. Holders who are eligible to participate in this offer by definition will not be eligible to participate in the Concurrent Exchange Offers and will receive no documentation in respect thereof; similarly holders participating in the Concurrent Exchange Offers will not be solicited using the materials for this offer.

AFFILIATIONS

3. Affiliates

(a) For purposes of this Application only, certain directors and executive officers of the Applicants may be deemed to be affiliates of the Applicants by virtue of their positions with the Applicants. See Item 4, Directors and Executive Officers.

(b) The Company and each of its subsidiaries are affiliates of each other. Set forth below are the direct and indirect subsidiaries of the Company. Except as otherwise noted, the capital stock or other equity interests of these subsidiaries is wholly-owned, directly or indirectly, by the Company.

| Name of Subsidiary | State or Other Jurisdiction of Incorporation or Organization |
|--------------------------------------|--|
| Arch Coal Asia-Pacific PTE. LTD | Singapore |
| Arch of Australia PTY LTD | Australia |
| Arch Coal Australia PTY LTD | Australia |
| Arch Coal Australia Holdings PTY LTD | Australia |
| Arch Coal Europe Limited | United Kingdom |
| Arch Reclamation Services, Inc. | Delaware |
| Arch Western Acquisition Corporation | Delaware |
| Arch Western Acquisition, LLC | Delaware |
| Arch Western Resources, LLC | Delaware |
| Arch of Wyoming, LLC | Delaware |
| Arch Western Finance, LLC | Delaware |
| Arch Western Bituminous Group, LLC | Delaware |
| Mountain Coal Company, L.L.C. | Delaware |
| Thunder Basin Coal Company, L.L.C. | Delaware |
| Triton Coal Company, L.L.C. | Delaware |
| ACI Terminal, LLC | Delaware |
| Ark Land Company | Delaware |
| Western Energy Resources, Inc. | Delaware |
| Ark Land KH, Inc. | Delaware |
| Ark Land LT, Inc. | Delaware |

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|-------------------------------|----------|
| Ark Land WR, Inc. | Delaware |
| Allegheny Land Company | Delaware |
| Apogee Holdco, Inc. | Delaware |
| Arch Coal Sales Company, Inc. | Delaware |
| Arch Energy Resources, LLC | Delaware |
| Arch Coal West, LLC | Delaware |
| Arch Development, LLC | Delaware |
| Arch Receivable Company, LLC | Delaware |
| Ashland Terminal, Inc. | Delaware |
| Catenary Coal Holdings, Inc. | Delaware |
| Cumberland River Coal Company | Delaware |

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| Name of Subsidiary | State or Other Jurisdiction of Incorporation or Organization |
|--------------------------------|--|
| Lone Mountain Processing, Inc. | Delaware |
| Powell Mountain Energy, LLC | Delaware |
| Catenary Holdco, Inc. | Delaware |
| Coal-Mac, Inc. | Kentucky |
| Energy Development Co. | Iowa |
| Hobet Holdco, Inc. | Delaware |
| International Coal Group, Inc. | Delaware |
| ICG, LLC | Delaware |
| ICG, Inc. | Delaware |
| ICG Beckley, LLC | Delaware |
| ICG Natural Resources, LLC | Delaware |
| ICG East Kentucky, LLC | Delaware |
| ICG Illinois, LLC | Delaware |
| ICG Knott County, LLC | Delaware |
| ICG Tygart Valley, LLC | Delaware |
| Shelby Run Mining Company, LLC | Delaware |
| ICG Eastern, LLC | Delaware |
| ICG Eastern Land, LLC | Delaware |
| CoalQuest Development LLC | Delaware |
| Hunter Ridge Holdings, Inc. | Delaware |
| Hunter Ridge, Inc. | Delaware |
| Hunter Ridge Coal Company | Delaware |
| White Wolf Energy, Inc. | Virginia |
| Bronco Mining Company, Inc. | West Virginia |
| Juliana Mining Company, Inc. | West Virginia |
| Hawthorne Coal Company, Inc. | West Virginia |
| Marine Coal Sales Company | Delaware |
| Upshur Property, Inc. | Delaware |
| King Knob Coal Co., Inc. | West Virginia |
| Vindex Energy Corporation | West Virginia |
| Patriot Mining Company, Inc. | West Virginia |
| Melrose Coal Company, Inc. | West Virginia |
| Wolf Run Mining Company | West Virginia |
| The Sycamore Group, LLC* | West Virginia |
| Simba Group, Inc. | Delaware |
| Jacobs Ranch Holdings I LLC | Delaware |
| Jacobs Ranch Holdings II LLC | Delaware |
| Jacobs Ranch Coal LLC | Delaware |
| Mingo Logan Coal Company | Delaware |
| Mountain Gem Land, Inc. | West Virginia |
| Mountain Mining, Inc. | Delaware |
| Mountaineer Land Company | Delaware |
| Otter Creek Coal, LLC | Delaware |
| P.C. Holding, Inc. | Delaware |
| Prairie Holdings, Inc. | Delaware |
| Prairie Coal Company, LLC | Delaware |
| Saddleback Hills Coal Company | Delaware |

* 50% owned by Wolf Run Mining Company.

(c) Certain persons may be deemed to be affiliates of the Company by virtue of their holdings of the voting securities of the Company. See Item 5, Principal Owners of Voting Securities.

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The following table lists the name of, and offices held by, each director and executive officer of the Applicants as of the date hereof. The mailing address of each director and executive officer is: c/o Arch Coal, Inc., One CityPlace Drive, Suite 300, St. Louis, Missouri 63141.

(1) Arch Coal, Inc.

| Name | Office |
|----------------------|--|
| John W. Eaves | Chairman and Chief Executive Officer, Director |
| Paul A. Lang | President and Chief Operating Officer, Director |
| David D. Freudenthal | Director |
| George C. Morris III | Director |
| Theodore D. Sands | Director |
| Wesley M. Taylor | Director |
| Peter I. Wold | Director |
| Patricia Fry Godley | Director |
| Paul T. Hanrahan | Director |
| Douglas H. Hunt | Director |
| J. Thomas Jones | Director |
| James A. Sabala | Director |
| John T. Drexler | Senior Vice President and Chief Financial Officer |
| Kenneth D. Cochran | Senior Vice President - Operations |
| Robert G. Jones | Senior Vice President - Law, General Counsel and Secretary |
| John A. Ziegler | Chief Commercial Officer |
| John W. Lorson | Vice President and Chief Accounting Officer |
| Doug Conway | Vice President - Safety |
| Allen R. Kelley | Vice President - Human Resources |
| Deck Slone | Senior Vice President, Strategy and Public Policy |
| C. David Steele | Vice President - Tax Planning |
| Derek A. LaBell | Director - Internal Audit |
| Matthew C. Giljum | Vice President - Finance and Treasurer |
| Jon S. Ploetz | Assistant Corporate Secretary |

(2) ACI Terminal, LLC

| Name | Office |
|-------------------|----------------------------|
| David J. Finnerty | President, Manager |
| Robert G. Jones | Manager |
| Paul A. Lang | Manager, Vice President |
| C. David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |

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| | |
|------------------|---------------------|
| John T. Drexler | Vice President |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(3) Allegheny Land Company

| Name | Office |
|-------------------|----------------------------|
| David J. Finnerty | President |
| Robert G. Jones | Director |
| Paul A. Lang | Director |
| Jon S. Ploetz | Director, Secretary |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |

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| Name | Office |
|------------------|---------------------|
| Jolene J. Mermis | Assistant Secretary |

(4) Arch Coal Sales Company, Inc.

| Name | Office |
|---------------------|----------------------------|
| John A. Ziegler | President, Director |
| Paul A. Lang | Director, Vice President |
| Jon S. Ploetz | Director, Secretary |
| R. Matthew Ferguson | Senior Vice President |
| C. David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Kent Smith | Vice President |
| Rowdy L. Smith | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(5) Arch Coal West, LLC

| Name | Office |
|--------------------|------------------------------|
| Jon S. Ploetz | President and Secretary |
| Matthew C. Giljum | Vice President and Treasurer |
| Kenneth D. Cochran | Vice President |
| C. David Steele | Vice President -Tax |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(6) Arch Development, LLC

| Name | Office |
|--------------------|------------------------------|
| Jeffrey W. Strobel | President |
| C. David Steele | Vice President -Tax |
| Matthew C. Giljum | Vice President and Treasurer |
| John T. Drexler | Vice President |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(7) Arch Energy Resources, LLC

| Name | Office |
|------------------|-----------|
| Jennifer Johnson | President |
| John W. Eaves | Manager |

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| | |
|-------------------|----------------------------|
| Robert G. Jones | Manager |
| Paul A. Lang | Manager |
| John A. Ziegler | Senior Vice President |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(8) Arch Reclamation Services, Inc.

| Name | Office |
|-----------------|---------------------|
| John K. O Hare | President, Director |
| Robert G. Jones | Director |

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| Name | Office |
|-------------------|----------------------------|
| Paul A. Lang | Director |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(9) Arch Western Acquisition Corporation

| Name | Office |
|-------------------|----------------------------|
| Paul A. Lang | President, Director |
| Robert G. Jones | Director |
| Jon S. Ploetz | Director, Secretary |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(10) Arch Western Acquisition, LLC

| Name | Office |
|-------------------|----------------------------|
| Paul A. Lang | President, Manager |
| Robert G. Jones | Manager |
| Jon S. Ploetz | Manager, Secretary |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(11) Arch Western Bituminous Group, LLC

| Name | Office |
|--------------------|----------------------------|
| Keith R. Williams | President |
| Kenneth D. Cochran | Director |
| Paul A. Lang | Director |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(12) Arch Western Finance, LLC

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| Name | Office |
|-------------------|----------------------------|
| John T. Drexler | President, Director |
| Robert G. Jones | Director, Vice President |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |
| Patricia A. Will | Assistant Treasurer |

(13) Arch Western Resources, LLC

| Name | Office |
|--------------|-----------|
| Paul A. Lang | President |

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| Name | Office |
|--------------------|--|
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| Kenneth D. Cochran | Vice President |
| John T. Drexler | Vice President |
| Robert G. Jones | Vice President and Assistant Secretary |
| Patricia A. Will | Assistant Treasurer |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(14) Arch Of Wyoming, LLC

| Name | Office |
|--------------------|---------------------------------------|
| Keith R. Williams | President & General Manager, Director |
| Kenneth D. Cochran | Director, Vice President |
| Paul A. Lang | Director |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(15) Ark Land Company

| Name | Office |
|-----------------------|-------------------------------|
| David J. Finnerty | President |
| Robert G. Jones | Director, Assistant Secretary |
| Paul A. Lang | Director |
| Jon S. Ploetz | Director, Secretary |
| William Scott Stewart | Vice President - Exploration |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(16) Ark Land KH, Inc.

| Name | Office |
|-------------------|----------------------------|
| David J. Finnerty | President |
| Robert G. Jones | Director |
| Paul A. Lang | Director |
| Jon S. Ploetz | Director, Secretary |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(17) Ark Land LT, Inc.

| Name | Office |
|-------------------|-------------------------------|
| David J. Finnerty | President |
| Robert G. Jones | Director, Assistant Secretary |
| Paul A. Lang | Director |
| Jon S. Ploetz | Director, Secretary |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |

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| Name | Office |
|-----------------------|---------------------|
| John T. Drexler | Vice President |
| William Scott Stewart | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(18) Ark Land WR, Inc.

| Name | Office |
|-----------------------|-------------------------------|
| David J. Finnerty | President |
| Robert G. Jones | Director, Assistant Secretary |
| Paul A. Lang | Director |
| Jon S. Ploetz | Director, Secretary |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| William Scott Stewart | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(19) Ashland Terminal, Inc.

| Name | Office |
|------------------------|----------------------------|
| Calvin N. Hall | President |
| R. Matthew Ferguson | Director |
| Jennifer Johnson | Director |
| Jon S. Ploetz | Director, Secretary |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| James C. (Chris) Sykes | Vice President |
| John T. Drexler | Vice President |
| Kent Smith | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(20) Bronco Mining Company, Inc.

| Name | Office |
|--------------------|----------------------------|
| Paul A. Lang | President, Director |
| Kenneth D. Cochran | Director |
| Robert G. Jones | Director |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(21) Catenary Coal Holdings, Inc.

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| Name | Office |
|------------------------|----------------------------|
| James C. (Chris) Sykes | President |
| John W. Eaves | Director |
| Paul A. Lang | Director |
| Jon S. Ploetz | Director, Secretary |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |

Table of Contents**(22) Coal-Mac, Inc.**

| Name | Office |
|------------------------|----------------------------|
| Thomas (Tim) S. Brown | President |
| John T. Drexler | Director |
| Paul A. Lang | Director |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| James C. (Chris) Sykes | Vice President |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(23) CoalQuest Development LLC

| Name | Office |
|-------------------|----------------------------|
| Paul A. Lang | President, Director |
| John W. Eaves | Director |
| Robert G. Jones | Director |
| C. David Steele | Vice President |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(24) Cumberland River Coal Company

| Name | Office |
|------------------------|----------------------------|
| Ricky L. Johnson | President |
| Paul A. Lang | Director |
| Jon S. Ploetz | Director, Secretary |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| James C. (Chris) Sykes | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(25) Hawthorne Coal Company, Inc.

| Name | Office |
|-----------------|---------------------|
| Paul A. Lang | President, Director |
| John W. Eaves | Director |
| Robert G. Jones | Director |

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| | |
|-------------------|----------------------------|
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(26) Hunter Ridge, Inc.

| Name | Office |
|-----------------|---------------------|
| Paul A. Lang | President, Director |
| John W. Eaves | Director |
| Robert G. Jones | Director |

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| Name | Office |
|-------------------|----------------------------|
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(27) Hunter Ridge Coal Company

| Name | Office |
|-------------------|----------------------------|
| Paul A. Lang | President, Director |
| John W. Eaves | Director |
| Robert G. Jones | Director |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(28) Hunter Ridge Holdings, Inc.

| Name | Office |
|-------------------|----------------------------|
| Paul A. Lang | President, Director |
| John W. Eaves | Director |
| Robert G. Jones | Director |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(29) ICG, Inc.

| Name | Office |
|-------------------|----------------------------|
| Paul A. Lang | President, Director |
| John W. Eaves | Director |
| Robert G. Jones | Director |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(30) ICG, LLC

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| Name | Office |
|----------------------|----------------------------|
| Paul A. Lang | President, Director |
| John W. Eaves | Director |
| Robert G. Jones | Director |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Charles David Steele | Vice President |
| John A. Ziegler | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

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(31) ICG Beckley, LLC

| Name | Office |
|------------------------|----------------------------|
| Joe Tussey | President |
| Kenneth D. Cochran | Director |
| Robert G. Jones | Director |
| Paul A. Lang | Director |
| Matthew C. Giljum | Vice President & Treasurer |
| James C. (Chris) Sykes | Vice President |
| John T. Drexler | Vice President |
| Charles David Steele | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(32) ICG East Kentucky, LLC

| Name | Office |
|------------------------|----------------------------|
| James C. (Chris) Sykes | President |
| Kenneth D. Cochran | Director |
| Robert G. Jones | Director |
| Paul A. Lang | Director |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Charles David Steele | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(33) ICG Eastern, LLC

| Name | Office |
|------------------------|----------------------------|
| James C. (Chris) Sykes | President |
| Kenneth D. Cochran | Director |
| Robert G. Jones | Director |
| Paul A. Lang | Director |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Charles David Steele | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(34) ICG Eastern Land, LLC

| Name | Office |
|-------------|---------------|
|-------------|---------------|

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| | |
|----------------------|----------------------------|
| David J. Finnerty | President |
| John W. Eaves | Director |
| Robert G. Jones | Director |
| Paul A. Lang | Director, Vice President |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Charles David Steele | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

Table of Contents**(35) ICG Illinois, LLC**

| Name | Office |
|------------------------|----------------------------|
| Erwin Sass | President |
| Kenneth D. Cochran | Director |
| Robert G. Jones | Director |
| Paul A. Lang | Director |
| Matthew C. Giljum | Vice President & Treasurer |
| James C. (Chris) Sykes | Vice President |
| John T. Drexler | Vice President |
| Charles David Steele | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| John A. Ziegler | Vice President |
| Jon S. Ploetz | Secretary |

(36) ICG Knott County, LLC

| Name | Office |
|------------------------|----------------------------|
| James C. (Chris) Sykes | President |
| Kenneth D. Cochran | Director |
| Robert G. Jones | Director |
| Paul A. Lang | Director |
| John T. Drexler | Vice President |
| Matthew C. Giljum | Vice President & Treasurer |
| Charles David Steele | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(37) ICG Natural Resources, LLC

| Name | Office |
|----------------------|----------------------------|
| Paul A. Lang | President, Director |
| John W. Eaves | Director |
| Robert G. Jones | Director |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Charles David Steele | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(38) ICG Tygart Valley, LLC

| Name | Office |
|-------------|---------------|
|-------------|---------------|

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| | |
|------------------------|----------------------------|
| Gaither Frazier | President |
| Kenneth D. Cochran | Director |
| Robert G. Jones | Director |
| Paul A. Lang | Director |
| Matthew C. Giljum | Vice President & Treasurer |
| James C. (Chris) Sykes | Vice President |
| Charles David Steele | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

Table of Contents**(39) International Coal Group, Inc.**

| Name | Office |
|----------------------|----------------------------|
| Paul A. Lang | President, Director |
| John W. Eaves | Director |
| Robert G. Jones | Director |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(40) Juliana Mining Company, Inc.

| Name | Office |
|----------------------|----------------------------|
| Paul A. Lang | President, Director |
| Robert G. Jones | Director |
| John W. Eaves | Director |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(41) King Knob Coal Co., Inc.

| Name | Office |
|----------------------|----------------------------|
| Paul A. Lang | President, Director |
| Robert G. Jones | Director |
| John W. Eaves | Director |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(42) Lone Mountain Processing, Inc.

| Name | Office |
|--------------------|--------------------------------------|
| Thurman Holcomb | President |
| Paul A. Lang | Director |
| Kenneth D. Cochran | Director, Vice President & Treasurer |
| Matthew C. Giljum | Director |

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| | |
|----------------------|----------------------|
| Charles David Steele | Vice President - Tax |
| John T. Drexler | Vice President |
| Chris Sykes | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(43) Marine Coal Sales Company

| Name | Office |
|----------------------|----------------------------|
| Paul A. Lang | President, Director |
| Robert G. Jones | Director |
| John W. Eaves | Director |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |

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| Name | Office |
|------------------|---------------------|
| John T. Drexler | Vice President |
| John A. Ziegler | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(44) Melrose Coal Company, Inc.

| Name | Office |
|----------------------|----------------------------|
| Paul A. Lang | President, Director |
| Robert G. Jones | Director |
| John W. Eaves | Director |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(45) Mingo Logan Coal Company

| Name | Office |
|------------------------|--------------------------------------|
| Jeffrey E. Roberts | President |
| Paul A. Lang | Director |
| Kenneth D. Cochran | Director |
| Matthew C. Giljum | Director, Vice President & Treasurer |
| Charles David Steele | Vice President - Tax |
| John T. Drexler | Vice President |
| James C. (Chris) Sykes | Vice President |
| John McDaniel | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(46) Mountain Coal Company, L.L.C.

| Name | Office |
|----------------------|----------------------------|
| Keith R. Williams | President |
| Paul A. Lang | Director |
| Kenneth D. Cochran | Director |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(47) Mountain Gem Land, Inc.

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| Name | Office |
|----------------------|----------------------------|
| David J. Finnerty | President |
| Paul A. Lang | Director |
| Robert G. Jones | Director |
| Jon S. Ploetz | Director, Secretary |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |

Table of Contents**(48) Mountain Mining, Inc.**

| Name | Office |
|----------------------|----------------------------|
| Paul A. Lang | President, Director |
| Jon S. Ploetz | Director, Secretary |
| John W. Eaves | Director |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(49) Mountaineer Land Company

| Name | Office |
|----------------------|----------------------------|
| David J. Finnerty | President |
| Paul A. Lang | Director |
| Robert G. Jones | Director |
| Jon S. Ploetz | Director, Secretary |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(50) Otter Creek Coal, LLC

| Name | Office |
|-------------------------|----------------------------|
| William (Mike) Rowlands | President |
| Charles David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jon S. Ploetz | Secretary |
| Jolene J. Mermis | Assistant Secretary |

(51) Patriot Mining Company, Inc.

| Name | Office |
|------------------------|----------------------------|
| James C. (Chris) Sykes | President |
| Paul A. Lang | Director |
| Kenneth D. Cochran | Director |
| Robert G. Jones | Director |
| C. David Steele | Vice President Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |

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Jon S. Ploetz
Jolene J. Mermis

Secretary
Assistant Secretary

(52) Powell Mountain Energy, LLC

| Name | Office |
|------------------------|----------------------------|
| Thurman Holcomb | President |
| Paul A. Lang | Director |
| Kenneth D. Cochran | Director |
| Robert G. Jones | Director |
| Matthew C. Giljum | Vice President & Treasurer |
| James C. (Chris) Sykes | Vice President |
| Charles David Steele | Vice President |

Table of Contents

| Name | Office |
|------------------|---------------------|
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(53) Prairie Holdings, Inc.

| Name | Office |
|----------------------|----------------------------|
| Paul A. Lang | President, Director |
| Robert G. Jones | Director |
| John W. Eaves | Director |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(54) Shelby Run Mining Company, LLC

| Name | Office |
|------------------------|----------------------------|
| James C. (Chris) Sykes | President |
| Paul A. Lang | Manager |
| Kenneth D. Cochran | Manager |
| Robert G. Jones | Manager |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| James Kliche | Vice President |
| Charles David Steele | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(55) Simba Group, Inc.

| Name | Office |
|----------------------|----------------------------|
| Paul A. Lang | President, Director |
| Robert G. Jones | Director |
| John W. Eaves | Director |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(56) Thunder Basin Coal Company, L.L.C.

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| Name | Office |
|----------------------|----------------------------|
| Keith R. Williams | President |
| Paul A. Lang | Director |
| Kenneth D. Cochran | Director |
| Jon S. Ploetz | Director, Secretary |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |

Table of Contents**(57) Triton Coal Company, L.L.C.**

| Name | Office |
|----------------------|----------------------------|
| Keith R. Williams | President |
| Paul A. Lang | Director |
| Kenneth D. Cochran | Director, Vice President |
| Jon S. Ploetz | Director, Secretary |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(58) Upshur Property, Inc.

| Name | Office |
|------------------------|----------------------------|
| Paul A. Lang | President, Director |
| Robert G. Jones | Director |
| John W. Eaves | Director |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| James C. (Chris) Sykes | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(59) Vindex Energy Corporation

| Name | Office |
|------------------------|----------------------------|
| Jeffrey P. Kelley | President |
| Paul A. Lang | Manager |
| Kenneth D. Cochran | Manager |
| Robert G. Jones | Manager |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| James C. (Chris) Sykes | Vice President |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(60) Western Energy Resources, Inc.

| Name | Office |
|-------------------|---------------|
| David J. Finnerty | President |

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| | |
|-----------------------|-------------------------------|
| Paul A. Lang | Director |
| Robert G. Jones | Director, Assistant Secretary |
| Jon S. Ploetz | Director, Secretary |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| William Scott Stewart | Vice President |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |

(61) White Wolf Energy, Inc.

| Name | Office |
|-----------------|---------------------|
| Paul A. Lang | President, Director |
| Robert G. Jones | Director |

Table of Contents

| Name | Office |
|----------------------|----------------------------|
| John W. Eaves | Director |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

(62) Wolf Run Mining Company

| Name | Office |
|------------------------|----------------------------|
| James C. (Chris) Sykes | President |
| Paul A. Lang | Director |
| Kenneth D. Cochran | Director |
| Robert G. Jones | Director |
| Charles David Steele | Vice President - Tax |
| Matthew C. Giljum | Vice President & Treasurer |
| John T. Drexler | Vice President |
| Jolene J. Mermis | Assistant Secretary |
| Jon S. Ploetz | Secretary |

5. Principal Owners of Voting Securities

The mailing address for the Company and each Guarantor is One CityPlace Drive, Ste. 300, St. Louis, Missouri 63141.

(1) Arch Coal, Inc.

To the knowledge of the Company, no person owns 10% or more of the voting securities of the Company as of June 30, 2015.

(2) ACI Terminal, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Arch Western Resources, LLC | Units | 100 units | 100% |

(3) Allegheny Land Company

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| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Arch Coal, Inc. | Common Stock | 20 shares | 100% |

(4) Arch Coal Sales Company, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Arch Coal, Inc. | Common Stock | 1,110 shares | 100% |

Table of Contents**(5) Arch Coal West, LLC**

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Arch Coal, Inc. | Units | 100 units | 100% |

(6) Arch Development, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Arch Coal, Inc. | Units | 100 units | 100% |

(7) Arch Energy Resources, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Arch Coal Sales Company, Inc. | Units | 100 units | 100% |

(8) Arch Reclamation Services, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Arch Coal, Inc. | Common Stock | 100 shares | 100% |

(9) Arch Western Acquisition Corporation

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Arch Coal, Inc. | Common Stock | 10 shares | 100% |

(10) Arch Western Acquisition, LLC

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| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--------------------------------------|----------------------|--------------|---------------------------------------|
| Arch Western Acquisition Corporation | Units | 100 units | 100% |

(11) Arch Western Bituminous Group, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Arch Western Resources, LLC | Units | 100 units | 100% |

(12) Arch Western Finance, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Arch of Wyoming, LLC | Units | 100 units | 100% |

Table of Contents**(13) Arch Western Resources, LLC**

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Arch Western Acquisition Corporation | Membership Interests | 99.5% | 99.5% |
| Arch Western Acquisition, LLC | Membership Interests | 0.5% | 0.5% |

(14) Arch Of Wyoming, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Arch Western Resources, LLC | Units | 100 units | 100% |

(15) Ark Land Company

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Ark Coal, Inc. | Common Stock | 612 shares | 100% |

(16) Ark Land KH, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Ark Land Company. | Common Stock | 1,000 shares | 100% |

(17) Ark Land LT, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Ark Land Company | Common Stock | 1,000 shares | 100% |

(18) Ark Land WR, Inc.

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| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Ark Land Company | Common Stock | 1,000 shares | 100% |

(19) Ashland Terminal, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Arch Coal, Inc. | Common Stock | 10 shares | 100% |

(20) Bronco Mining Company, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Hunter Ridge, Inc. | Common Stock | 100 shares | 100% |

Table of Contents**(21) Catenary Coal Holdings, Inc.**

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Arch Coal, Inc. | Common Stock | 10 shares | 100% |

(22) Coal-Mac, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Arch Coal, Inc. | Common Stock | 300 shares | 100% |
| Arch Coal, Inc. | Class B Preferred Stock | 606 shares | 100% |

(23) CoalQuest Development LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|----------------------|--|
| ICG, LLC | Membership Units | 100 membership units | 100% |

(24) Cumberland River Coal Company

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Catenary Coal Holdings, Inc. | Common Stock | 10 shares | 100% |

(25) Hawthorne Coal Company, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Hunter Ridge, Inc. | Common Stock | 100 shares | 100% |

(26) Hunter Ridge, Inc.

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| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|-------------------------|---------------|---|
| Hunter Ridge Holdings, Inc. | Class A Common Stock | 500 shares | 100% |
| Hunter Ridge Holdings, Inc. | Class B Common Stock | 500 shares | 100% |
| Hunter Ridge Holdings, Inc. | Class A Preferred Stock | 200 shares | 100% |
| Hunter Ridge Holdings, Inc. | Class B Preferred Stock | 10,000 shares | 100% |
| Hunter Ridge Holdings, Inc. | Class C Preferred Stock | 1,000 shares | 100% |
| Hunter Ridge Holdings, Inc. | Class D Preferred Stock | 1,000 shares | 100% |

Table of Contents**(27) Hunter Ridge Coal Company**

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Hunter Ridge, Inc. | Common Stock | 10 shares | 100% |

(28) Hunter Ridge Holdings, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| ICG, LLC | Common Stock | 100 shares | 100% |

(29) ICG, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| ICG, LLC | Common Stock | 100 shares | 100% |

(30) ICG, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| International Coal Group, Inc. | Units | 100 units | 100% |

(31) ICG Beckley, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| ICG, Inc. | Units | 100 units | 100% |

(32) ICG East Kentucky, LLC

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| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| ICG, Inc. | Units | 100 units | 100% |

(33) ICG Eastern, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| ICG, Inc. | Units | 100 units | 100% |

(34) ICG Eastern Land, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| ICG Eastern, LLC | Units | 100 units | 100% |

Table of Contents**(35) ICG Illinois, LLC**

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| ICG, Inc. | Units | 100 units | 100% |

(36) ICG Knott County, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| ICG, Inc. | Units | 100 units | 100% |

(37) ICG Natural Resources, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| ICG, Inc. | Units | 100 units | 100% |

(38) ICG Tygart Valley, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| ICG, Inc. | Units | 100 units | 100% |

(39) International Coal Group, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Arch Coal, Inc. | Common Stock | 10 shares | 100% |
| Arch Coal, Inc. | Preferred Stock | 0 shares | 100% |

(40) Juliana Mining Company, Inc.

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| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Hunter Ridge, Inc. | Common Stock | 500 shares | 100% |

(41) King Knob Coal Co., Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Hunter Ridge, Inc. | Common Stock | 250 shares | 100% |

(42) Lone Mountain Processing, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Catenary Coal Holdings, Inc. | Common Stock | 10 shares | 100% |

Table of Contents**(43) Marine Coal Sales Company**

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Hunter Ridge, Inc. | Common Stock | 100 shares | 100% |

(44) Melrose Coal Company, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Hunter Ridge, Inc. | Common Stock | 100 shares | 100% |

(45) Mingo Logan Coal Company

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Arch Coal, Inc. | Common Stock | 1,000 shares | 100% |

(46) Mountain Coal Company, L.L.C.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Arch Western Bituminous Group LLC | Units | 100 units | 100% |

(47) Mountain Gem Land, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Arch Coal, Inc. | Common Stock | 10 shares | 100% |

(48) Mountain Mining, Inc.

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| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Arch Coal, Inc. | Common Stock | 100 shares | 100% |

(49) Mountaineer Land Company

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Arch Coal, Inc. | Common Stock | 110 shares | 100% |

(50) Otter Creek Coal, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Arch Coal, Inc. | Units | 100 units | 100% |

Table of Contents**(51) Patriot Mining Company, Inc.**

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Hunter Ridge, Inc. | Common Stock | 100 shares | 100% |

(52) Powell Mountain Energy, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Lone Mountain Processing, Inc. | Units | 100 units | 100% |

(53) Prairie Holdings, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Arch Coal, Inc. | Common Stock | 1,000 shares | 100% |

(54) Shelby Run Mining Company, LLC

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| ICG Tygart Valley, LLC | Units | 100 units | 100% |

(55) Simba Group, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Hunter Ridge Holdings, Inc. | Common Stock | 1 share | 100% |

(56) Thunder Basin Coal Company, L.L.C.

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| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Arch Western Resources, LLC | Units | 100 units | 100% |

(57) Triton Coal Company, L.L.C.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|------------------------------------|----------------------|--------------|---------------------------------------|
| Thunder Basin Coal Company, L.L.C. | Units | 100 units | 100% |

(58) Upshur Property, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|-----------------------------------|----------------------|--------------|---------------------------------------|
| Hunter Ridge, Inc. | Common Stock | 1,000 shares | 100% |

Table of Contents**(59) Vindex Energy Corporation**

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Hunter Ridge, Inc. | Common Stock | 100 shares | 100% |

(60) Western Energy Resources, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Ark Land Company | Common Stock | 100 shares | 100% |

(61) White Wolf Energy, Inc.

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Hunter Ridge, Inc. | Common Stock | 100 shares | 100% |

(62) Wolf Run Mining Company

| Name and Complete Mailing Address | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|-----------------------------|---------------------|--|
| Hunter Ridge, Inc. | Common Stock | 100 shares | 100% |

UNDERWRITERS**6. Underwriters**

(a) The name and complete mailing address of each person who, within three years prior to the date of filing this Application, acted as an underwriter of any securities of the Applicants which are outstanding on the date of filing this application is listed below, along with the title of each class of securities underwritten by the underwriter.

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| Name and Address | Title of Class of Securities Underwritten |
|--|--|
| Merrill Lynch, Pierce, Fenner & Smith Incorporated One Bryant Park New York, New York 10036 | 8.000% Senior Secured Second Lien Notes due 2019 9.875% Senior Notes due 2019 |
| PNC Capital Markets LLC 225 Fifth Avenue Pittsburgh, Pennsylvania 15222 | 8.000% Senior Secured Second Lien Notes due 2019 9.875% Senior Notes due 2019 |
| Citigroup Global Markets Inc. 388 Greenwich Street New York, New York 10013 | 8.000% Senior Secured Second Lien Notes due 2019 9.875% Senior Notes due 2019 |
| Credit Suisse Securities (USA) LLC Eleven Madison Avenue New York, New York 10010 | 8.000% Senior Secured Second Lien Notes due 2019 9.875% Senior Notes due 2019 |
| Morgan Stanley & Co. LLC 1585 Broadway | 8.000% Senior Secured Second Lien Notes due 2019 9.875% Senior Notes due 2019 |

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| | |
|---|--|
| New York, New York 10036 | |
| RBS Securities Inc. 600 Washington Boulevard Stamford, Connecticut 06901 | 8.000% Senior Secured Second Lien Notes due 2019 9.875% Senior Notes due 2019 |
| BMO Capital Markets Corp. 3 Times Square, 28th Floor New York, New York 10036 | 8.000% Senior Secured Second Lien Notes due 2019 9.875% Senior Notes due 2019 |
| CIBC World Markets Corp. 300 Madison Avenue, 5th Floor New York, New York 10017 | 8.000% Senior Secured Second Lien Notes due 2019 9.875% Senior Notes due 2019 |
| Credit Agricole Securities (USA) Inc. 1301 Avenue of the Americas New York, New York 10019 | 8.000% Senior Secured Second Lien Notes due 2019 9.875% Senior Notes due 2019 |
| RBC Capital Markets, LLC Three World Financial Center 200 Vesey Street New York, New York 10013 | 8.000% Senior Secured Second Lien Notes due 2019 9.875% Senior Notes due 2019 |
| Mizuho Securities USA Inc. 320 Park Avenue 12th Floor | 8.000% Senior Secured Second Lien Notes due 2019 9.875% Senior Notes due 2019 |
| Santander Investment Securities Inc. 45 East 53rd Street New York, New York 10022 | 8.000% Senior Secured Second Lien Notes due 2019 |
| Natixis Securities Americas LLC 1251 Avenue of the Americas New York, New York 10020 | 8.000% Senior Secured Second Lien Notes due 2019 |
| BBVA Securities Inc. 1345 Avenue of the Americas, 45th Fl. New York, New York 10105 | 8.000% Senior Secured Second Lien Notes due 2019 |
| ING Financial Markets LLC 1325 Avenue of the Americas New York, New York 10019 | 8.000% Senior Secured Second Lien Notes due 2019 |
| BB&T Capital Markets, a division of BB&T Securities, LLC 1133 Avenue of the Americas 27th Floor New York, New York 10036 | 8.000% Senior Secured Second Lien Notes due 2019 |
| Fifth Third Securities, Inc. 38 Fountain Square Plaza Fifth Third Center Cincinnati, Ohio 45202-3102 | 8.000% Senior Secured Second Lien Notes due 2019 |
| Regions Securities LLC 3050 Peachtree Road NW Suite 400 | 8.000% Senior Secured Second Lien Notes due 2019 |

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Atlanta, Georgia 30305

| | |
|--|------------------------------|
| Deutsche Bank Securities Inc. 60 Wall Street 4th Floor New York, NY 10005 | 9.875% Senior Notes due 2019 |
|--|------------------------------|

| | |
|--|------------------------------|
| FBR Capital Markets & Co. 1001 Nineteenth Street North Floor 18 Arlington, VA 22209 | 9.875% Senior Notes due 2019 |
|--|------------------------------|

| | |
|--|------------------------------|
| Lazard Capital Markets LLC 30 Rockefeller Plaza New York, NY 10020 | 9.875% Senior Notes due 2019 |
|--|------------------------------|

| | |
|--|------------------------------|
| Mitsubishi UFJ Securities (USA), Inc. 1633 Broadway 29th floor New York, NY 10019 | 9.875% Senior Notes due 2019 |
|--|------------------------------|

| | |
|--|------------------------------|
| Natixis Securities Americas LLC 1251 Avenue of the Americas New York, New York 10020 | 9.875% Senior Notes due 2019 |
|--|------------------------------|

| | |
|---|------------------------------|
| Santander Investment Securities Inc. 45 East 53rd Street New York, New York 10022 | 9.875% Senior Notes due 2019 |
|---|------------------------------|

| | |
|--|------------------------------|
| SMBC Nikko Capital Markets Limited One New Change London, EC4M 9AF | 9.875% Senior Notes due 2019 |
|--|------------------------------|

| | |
|--|------------------------------|
| Stifel, Nicolaus & Company, Incorporated One Financial Plaza 501 North Broadway St. Louis, Missouri 63102 | 9.875% Senior Notes due 2019 |
|--|------------------------------|

| | |
|--|------------------------------|
| UBS Securities LLC 677 Washington Blvd Stamford, Connecticut 06901 | 9.875% Senior Notes due 2019 |
|--|------------------------------|

| | |
|--|------------------------------|
| U.S. Bancorp Investments, Inc. U.S. Bancorp Center 800 Nicollet Mall Minneapolis, Minnesota 55402 | 9.875% Senior Notes due 2019 |
|--|------------------------------|

(b) There is no proposed underwriter for the New Notes that are proposed to be offered in the connection with the New Indenture that is qualified under this Application.

Table of Contents**CAPITAL SECURITIES****7. Capitalization**

(a) The authorized and outstanding securities of the Company as of June 30, 2015 were as follows:

(1) Arch Coal, Inc.

| Title of Class | Amount Authorized | Amount Outstanding |
|---|--------------------------|---------------------------|
| Common Stock, par value \$0.01 per share | 260,000,000 shares | 212,947,135 shares |
| Preferred Stock, par value \$0.01 per share | 10,000,000 shares | 0 shares |
| 7.00% senior notes due 2019 | \$1,000,000,000 | \$1,000,000,000 |
| 8.00% second lien notes due 2019 | \$350,000,000 | \$350,000,000 |
| 9.875% senior notes due 2019 | \$375,000,000 | \$363,997,000 |
| 7.25% senior notes due 2020 | \$500,000,000 | \$500,000,000 |
| 7.25% senior notes due 2021 | \$1,000,000,000 | \$1,000,000,000 |

(2) ACI Terminal, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|-----------------------|--------------------------|---------------------------|
| Units | 100 units | 100 units |

(3) Allegheny Land Company *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------------------|--------------------------|---------------------------|
| Common Stock, no par value | 1,000 shares | 20 shares |

(4) Arch Coal Sales Company, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|--|--------------------------|---------------------------|
| Common Stock, par value \$1.00 per share | 5,000 shares | 1,110 shares |

(5) Arch Coal West, LLC *

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| Title of Class | Amount Authorized | Amount Outstanding |
|----------------|-------------------|--------------------|
| Units | 100 units | 100 |

(6) Arch Development, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------|-------------------|--------------------|
| Units | 100 units | 100 units |

(7) Arch Energy Resources, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------|-------------------|--------------------|
| Units | 100 units | 100 units |

(8) Arch Reclamation Services, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|---|-------------------|--------------------|
| Common Stock, par value \$10.00 per share | 1,000 shares | 100 shares |

Table of Contents**(9) Arch Western Acquisition Corporation ***

| Title of Class | Amount Authorized | Amount Outstanding |
|--|--------------------------|---------------------------|
| Common Stock, par value \$0.01 per share | 1,000 shares | 10 shares |

(10) Arch Western Acquisition, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|-----------------------|--------------------------|---------------------------|
| Units | 100 units | 100 units |

(11) Arch Western Bituminous Group, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|-----------------------|--------------------------|---------------------------|
| Units | 100 units | 100 units |

(12) Arch Western Finance, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|-----------------------|--------------------------|---------------------------|
| Units | 100 units | 100 units |

(13) Arch Western Resources, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|-----------------------|--------------------------|-----------------------------|
| Membership Interest | N/A | 100% of membership interest |

(14) Arch Of Wyoming, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|-----------------------|--------------------------|---------------------------|
| Units | 100 units | 100 units |

(15) Ark Land Company *

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| Title of Class | Amount Authorized | Amount Outstanding |
|--|-------------------|--------------------|
| Common Stock, par value \$100.00 per share | 1,000 shares | 612 shares |

(16) Ark Land KH, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------------------|-------------------|--------------------|
| Common Stock, no par value | 1,000 shares | 1,000 shares |

(17) Ark Land LT, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|--|-------------------|--------------------|
| Common Stock, par value \$1.00 per share | 1,000 shares | 1,000 shares |

(18) Ark Land WR, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|--|-------------------|--------------------|
| Common Stock, par value \$1.00 per share | 1,000 shares | 1,000 shares |

(19) Ashland Terminal, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------------------|-------------------|--------------------|
| Common Stock, no par value | 1,000 shares | 10 shares |

Table of Contents**(20) Bronco Mining Company, Inc. ***

| Title of Class | Amount Authorized | Amount Outstanding |
|---|--------------------------|---------------------------|
| Common Stock, par value \$10.00 per share | 500 shares | 100 shares |

(21) Catenary Coal Holdings, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|--|--------------------------|---------------------------|
| Common Stock, par value \$100.00 per share | 1,000 shares | 10 shares |

(22) Coal-Mac, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|---|--------------------------|---------------------------|
| Common Stock, no par value per share | 1,000 shares | 300 shares |
| Class A Preferred Stock, no par value per share | 500 shares | 0 shares |
| Class B Preferred Stock, no par value per share | 1,000 shares | 606 shares |

(23) CoalQuest Development LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|-----------------------|--------------------------|---------------------------|
| Membership Units | 100 membership units | 100 membership units |

(24) Cumberland River Coal Company *

| Title of Class | Amount Authorized | Amount Outstanding |
|--|--------------------------|---------------------------|
| Common Stock, par value \$100.00 per share | 1,000 shares | 10 shares |

(25) Hawthorne Coal Company, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|---|--------------------------|---------------------------|
| Common Stock, par value \$10.00 per share | 100 shares | 100 shares |

(26) Hunter Ridge, Inc. *

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| Title of Class | Amount Authorized | Amount Outstanding |
|--|-------------------|-----------------------|
| Class A Common Stock, par value \$100.00 per share | 500 shares | 254 and 23/100 shares |
| Class B Common Stock, par value \$100.00 per share | 500 shares | 0 |
| Class A Preferred Stock, par value \$1.00 per share | 200 shares | 0 |
| Class B Preferred Stock, par value \$2,500.00 per share | 10,000 shares | 0 |
| Class C Preferred Stock, par value \$13,000.00 per share | 1,000 shares | 0 |
| Class D Preferred Stock, par value \$7,000.00 per share | 1,000 shares | 0 |

(27) Hunter Ridge Coal Company *

| Title of Class | Amount Authorized | Amount Outstanding |
|---|-------------------|--------------------|
| Common Stock, par value \$100 per share | 1,000 shares | 10 shares |

(28) Hunter Ridge Holdings, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|--|-------------------|--------------------|
| Common Stock, par value \$0.01 per share | 100 shares | 100 shares |

(29) ICG, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|--|-------------------|--------------------|
| Common Stock, par value \$0.01 per share | 100 shares | 100 shares |

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(30) ICG, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------|-------------------|--------------------|
| Units | 100 units | 100 units |

(31) ICG Beckley, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------|-------------------|--------------------|
| Units | 100 units | 100 units |

(32) ICG East Kentucky, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------|-------------------|--------------------|
| Units | 100 units | 100 units |

(33) ICG Eastern, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------|-------------------|--------------------|
| Units | 100 units | 100 units |

(34) ICG Eastern Land, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------|-------------------|--------------------|
| Units | 100 units | 100 units |

(35) ICG Illinois, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------|-------------------|--------------------|
| Units | 100 units | 100 units |

(36) ICG Knott County, LLC *

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| Title of Class | Amount Authorized | Amount Outstanding |
|----------------|-------------------|--------------------|
| Units | 100 units | 100 units |

(37) ICG Natural Resources, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------|-------------------|--------------------|
| Units | 100 units | 100 units |

(38) ICG Tygart Valley, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------|-------------------|--------------------|
| Units | 100 units | 100 units |

(39) International Coal Group, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|---|-------------------|--------------------|
| Common Stock, par value \$0.01 per share | 10,000 shares | 10 shares |
| Preferred Stock, par value \$0.01 per share | 10,000 shares | |

(40) Juliana Mining Company, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|---|-------------------|--------------------|
| Common Stock, par value \$10.00 per share | 500 shares | 500 shares |

Table of Contents**(41) King Knob Coal Co., Inc. ***

| Title of Class | Amount Authorized | Amount Outstanding |
|--|--------------------------|---------------------------|
| Common Stock, par value \$100.00 per share | 500 shares | 250 shares |

(42) Lone Mountain Processing, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|--|--------------------------|---------------------------|
| Common Stock, par value \$100.00 per share | 1,000 shares | 10 shares |

(43) Marine Coal Sales Company *

| Title of Class | Amount Authorized | Amount Outstanding |
|--|--------------------------|---------------------------|
| Common Stock, par value \$100.00 per share | 1,000 shares | 100 shares |

(44) Melrose Coal Company, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|---|--------------------------|---------------------------|
| Common Stock, par value \$10.00 per share | 100 shares | 100 shares |

(45) Mingo Logan Coal Company *

| Title of Class | Amount Authorized | Amount Outstanding |
|--|--------------------------|---------------------------|
| Common Stock, par value \$1.00 per share | 100,000 shares | 1,000 shares |

(46) Mountain Coal Company, L.L.C. *

| Title of Class | Amount Authorized | Amount Outstanding |
|-----------------------|--------------------------|---------------------------|
| Units | 100 units | 100 units |

(47) Mountain Gem Land, Inc. *

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| Title of Class | Amount Authorized | Amount Outstanding |
|----------------------------|-------------------|--------------------|
| Common Stock, no par value | 1,000 shares | 10 shares |

(48) Mountain Mining, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------------------|-------------------|--------------------|
| Common Stock, no par value | 100 shares | 100 shares |

(49) Mountaineer Land Company *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------------------|-------------------|--------------------|
| Common Stock, no par value | 1,000 shares | 110 shares |

(50) Otter Creek Coal, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------|-------------------|--------------------|
| Units | 100 units | 100 units |

(51) Patriot Mining Company, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|---|-------------------|--------------------|
| Common Stock, par value \$10.00 per share | 100 shares | 100 shares |

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(52) Powell Mountain Energy, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|-----------------------|--------------------------|---------------------------|
| Units | 100 units | 100 units |

(53) Prairie Holdings, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|----------------------------|--------------------------|---------------------------|
| Common Stock, no par value | 1,000 shares | 1,000 shares |

(54) Shelby Run Mining Company, LLC *

| Title of Class | Amount Authorized | Amount Outstanding |
|-----------------------|--------------------------|---------------------------|
| Units | 100 units | 100 units |

(55) Simba Group, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|--|--------------------------|---------------------------|
| Common Stock, par value \$100.00 per share | 1,000 shares | 1 share |

(56) Thunder Basin Coal Company, L.L.C. *

| Title of Class | Amount Authorized | Amount Outstanding |
|-----------------------|--------------------------|---------------------------|
| Units | 100 units | 100 units |

(57) Triton Coal Company, L.L.C. *

| Title of Class | Amount Authorized | Amount Outstanding |
|-----------------------|--------------------------|---------------------------|
| Units | 100 units | 100 units |

(58) Upshur Property, Inc. *

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| Title of Class | Amount Authorized | Amount Outstanding |
|--|-------------------|--------------------|
| Common Stock, par value \$1.00 per share | 2,000 shares | 1,000 shares |

(59) Vindex Energy Corporation *

| Title of Class | Amount Authorized | Amount Outstanding |
|---|-------------------|--------------------|
| Common Stock, par value \$10.00 per share | 100 shares | 100 shares |

(60) Western Energy Resources, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|--|-------------------|--------------------|
| Common Stock, par value \$1.00 per share | 1,000 shares | 100 shares |

(61) White Wolf Energy, Inc. *

| Title of Class | Amount Authorized | Amount Outstanding |
|---|-------------------|--------------------|
| Common Stock, par value \$10.00 per share | 100 shares | 100 shares |

(62) Wolf Run Mining Company *

| Title of Class | Amount Authorized | Amount Outstanding |
|---|-------------------|--------------------|
| Common Stock, par value \$10.00 per share | 500 shares | 100 shares |

* Guarantor of the 8.00% second lien notes due 2019, the 7.00% senior notes due 2019, the 9.875% senior notes due 2019, the 7.25% senior notes due 2020 and the 7.25% senior notes due 2021.

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(b) Except as may be otherwise provided by law, the Certificate of Incorporation or the Bylaws, each stockholder of record present in person or by proxy shall be entitled, at every stockholders meeting, to one vote for each share of capital stock having voting power standing in the name of such stockholder on the books of the Corporation. Limited liability interests are voted by the sole members.

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INDENTURE SECURITIES

8. Analysis of indenture provisions.

The New Notes will be issued under the New Indenture to be entered into among the Company, the Guarantors and the Trustee. The following is a general analysis of certain provisions of the New Notes and is qualified in its entirety by reference to the New Indenture filed as an exhibit hereto. The Company has not entered into the New Indenture as of the date of this filing, and the terms of the New Indenture are subject to change prior to its execution.

(a) Events of Default; Withholding of Notice

Events of Default in respect of the New Notes include:

- (1) failure to make the payment of any interest on the New Notes when the same becomes due and payable, and such failure continues for a period of 30 days;
- (2) failure to make the payment of any principal of, or premium, if any, on, the New Notes when the same becomes due and payable at its stated maturity, upon acceleration, optional redemption, required repurchase or otherwise;
- (3) failure to comply with the covenants pertaining to repurchase at the option of Holders upon a change of control, limitation on asset sales, and merger, consolidation and sale of property;
- (4) failure to comply with the covenant pertaining to SEC Reports for 120 days after written notice is given to the Company as provided below;
- (5) failure to comply with any other covenant or agreement in the New Notes, the New Indenture or the note guarantees (other than a failure that is the subject of the foregoing clause (1), (2), (3) or (4)), and such failure continues for 60 days after written notice is given to the Company as provided below;
- (6) a default under any debt by the Company or any restricted subsidiary that results in acceleration of the maturity of such debt, or failure to pay any such debt at maturity, in an aggregate amount greater than \$100.0 million or its

foreign currency equivalent at the time (the cross acceleration provisions);

(7) any final judgment or judgments for the payment of money in an aggregate amount in excess of \$100.0 million (or its foreign currency equivalent at the time), to the extent such judgments are not paid or covered by insurance provided by a reputable carrier that shall be rendered against the Company or any restricted subsidiary and that shall not be waived, satisfied, stayed or discharged for any period of 60 consecutive days after the date on which the right to appeal has expired (the judgment default provisions);

(8) certain events involving bankruptcy, insolvency or reorganization of the Company, any guarantor or any other significant subsidiary (the bankruptcy provisions);

(9) any note guarantee shall be held in any judicial proceeding to be unenforceable or invalid or shall cease for any reason (other than in accordance with the provisions of the New Indenture) to be in full force and effect or any guarantor, or any person acting on behalf of any guarantor, shall deny or disaffirm its obligations under any note guarantee; and

(10) unless all of the collateral has been released from the 1.5 priority liens in accordance with the provisions of the security documents, (x) default by the Company or any guarantor in the performance of the security documents which adversely affects the enforceability, validity, perfection or priority of the 1.5 priority liens on any collateral, individually or in the aggregate, having a fair market value in excess of \$100.0 million, (y) the repudiation or disaffirmation by the Company or any guarantor of its material obligations under the security documents or (z) the determination in a judicial proceeding that the security documents are unenforceable or invalid against the Company or any guarantor party thereto for any reason with respect to any collateral, individually or in the aggregate, having a fair market value in excess of \$100.0 million, in each case, which default, repudiation, disaffirmation or determination is not rescinded, stayed, or waived by the persons having such authority pursuant to the security documents or otherwise cured within 60 days after the Company receives written notice thereof specifying such

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occurrence from the Trustee or the Holders of at least 25% of the outstanding principal amount of the New Notes and demanding that such default be remedied.

Default means any event which is, or after notice or passage of time or both would be, an Event of Default.

A Default under clauses (3) or (4) is not an Event of Default until the Trustee or the Holders of not less than 25% in aggregate principal amount of the New Notes then outstanding notify the Company of the Default and the Company does not cure such Default within the time specified after receipt of such notice. Such notice must specify the Default, demand that it be remedied and state that such notice is a Notice of Default.

The Company shall deliver to the Trustee, within 30 days after the occurrence thereof, written notice in the form of an officers certificate of any event that with the giving of notice or the lapse of time or both would become an Event of Default, its status and what action is being taken or proposed to be taken with respect thereto.

If a Default or an Event of Default occurs and is continuing and is known to a trust officer of the Trustee, the Trustee shall mail to each Holder notice of the Default or Event of Default within five business days after its occurrence. Except in the case of a Default or an Event of Default in payment of principal of, premium, if any, on the New Notes or interest, if any, on any New Note, the Trustee may withhold the notice to the Holders if and so long as a committee of its trust officers in good faith determines that withholding the notice is in the interests of the Holders.

(b) Authentication and Delivery of the Notes; Use of Proceeds

The New Notes to be issued under the New Indenture may be executed by manual or facsimile signature on behalf of the Company by any of the following persons: (i) the Chief Executive Officer, (ii) the President, (iii) the Senior Vice President and Chief Financial Officer, (iv) the Senior Vice President Law, General Counsel and Secretary, (v) the Controller, (vi) the Treasurer, (vii) any Assistant Secretary, (viii) any Assistant Treasurer and (ix) any such other officer of the Company as the Chief Executive Officer may in his discretion designate.

The New Notes shall not be valid or obligatory for any purpose until an authorized signatory of the Trustee manually signs the certificate of authentication on the New Note. The signature shall be conclusive evidence that the New Note has been authenticated. The Company shall execute and the Trustee shall authenticate the New Notes pursuant to a written order signed in the name of the Company by any person authorized by a resolution of the directors, officers or shareholders of the Company or such other similar governing body or person of the Company.

The Trustee may appoint an authenticating agent reasonably acceptable to the Company to authenticate the New Notes. Unless limited by the terms of such appointment, any such authenticating agent may authenticate New Notes whenever the Trustee may do so. The Trustee shall have the right to decline to authenticate and deliver any New Notes if the Trustee, being advised by counsel, determines that such action may not lawfully be taken or if the Trustee in good faith shall determine that such action would expose the Trustee to personal liability to existing Holders.

There will be no proceeds from the issuance of the New Notes because the New Notes will be exchanged for the Old Notes.

(c) Release and Substitution of Property Subject to the Lien of the Indenture

The security documents and the New Indenture will provide that the 1.5 priority liens securing the note guarantee of any guarantor will be automatically released when such guarantor's note guarantee is released in accordance with the terms of the New Indenture. In addition, the 1.5 priority liens securing the obligations under the New Notes and the New Indenture will be released (a) in whole, upon a legal defeasance or a covenant defeasance of the New Notes, (b) in whole, upon satisfaction and discharge of the New Indenture, (c) in whole, upon payment in full of principal, interest and all other obligations on the New Notes issued under the New Indenture, (d) in whole or in part, with the consent of the requisite Holders of the New Notes in accordance with the amendment and waiver provisions, including, without limitation, consents obtained in connection with a tender offer or exchange offer for, or purchase of, New Notes; (e) in whole, upon the first date that the New Notes have investment grade ratings from both Standard & Poor's Ratings Services and Moody's Investors Service, Inc. and no Default or Event of Default has occurred and is continuing under the New Indenture; and (f) in part, as to any asset constituting collateral (A) that is sold or otherwise disposed of by the Company or any of the guarantors in a transaction permitted by the

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covenant limiting asset sales and by the security documents (to the extent of the interest sold or disposed of) or otherwise permitted by the New Indenture and the security documents, if all other liens on that asset securing the first lien obligations and any pari passu secured debt then secured by that asset (including all commitments thereunder) are released, (B) that is used to make a restricted payment or permitted investment permitted by the New Indenture, (C) that becomes excluded collateral, (D) that is otherwise released in accordance with, and as expressly provided for in accordance with, the New Indenture and the security documents.

The Company must deliver an officers' certificate to the collateral agent within 30 calendar days following the end of each six-month period beginning on each interest payment date, to the effect that all such releases and withdrawals during the preceding six-month period (or since the issue date, in the case of the first such officers' certificate) as described in clause (f) of the preceding paragraph, were not prohibited by the New Indenture.

The Company shall comply with Section 314(a)(4) of the Trust Indenture Act.

(d) Satisfaction and Discharge of the Indenture

The New Indenture will be discharged and will cease to be of further effect as to all New Notes issued thereunder, when:

(1) either:

(a) all New Notes that have been authenticated (except lost, stolen or destroyed New Notes that have been replaced or paid and New Notes for whose payment money has theretofore been deposited in trust and thereafter repaid to the Company) have been delivered to the Trustee for cancellation; or

(b) all New Notes that have not been delivered to the Trustee for cancellation are to be called for redemption within one year and an irrevocable notice of redemption with respect thereto has been deposited with the Trustee or will become due and payable within one year and the Company or a Guarantor has irrevocably deposited or caused to be deposited with the Trustee as trust funds in trust solely for the benefit of the Holders, cash in U.S. dollars, U.S. government obligations, or a combination thereof, in such amounts as will be sufficient without consideration of any reinvestment of interest, to pay and discharge the entire indebtedness on the New Notes not delivered to the Trustee for cancellation for principal, premium, if any, and accrued interest to the date of maturity or redemption;

(2) no Default or Event of Default will have occurred and be continuing on the date of such deposit or will occur as a result of such deposit and such deposit will not result in a breach or violation of, or constitute a default under, any other instrument to which the Company or any Guarantor is a party or by which the Company or any Guarantor is

bound;

(3) the Company or any Guarantor has paid or caused to be paid all sums payable by it under the New Indenture;
and

(4) the Company has delivered irrevocable instructions to the Trustee under the New Indenture to apply the deposited money toward the payment of the New Notes at maturity or the redemption date, as the case may be.

In addition, the Company must deliver an officers certificate and an opinion of counsel to the Trustee stating that all conditions precedent to satisfaction and discharge have been satisfied.

The collateral will be released from the liens securing the New Notes upon a satisfaction and discharge in accordance with the provisions described above.

(e) Evidence Required to be Furnished by the Company to the Trustee as to Compliance with the Conditions and Covenants Provided for in the Indenture

The Company shall deliver to the Trustee, within 90 days after the end of each fiscal year, an officers certificate stating that in the course of the performance by the signer of its duties as an officer of the Company he or she would normally have knowledge of any Default and whether or not the signer knows of any Default that occurred during such period and if any specifying such Default, its status and what action the Company is taking or proposed to take with respect thereto.

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The Company shall deliver to the Trustee, within 30 days after the occurrence thereof, written notice in the form of an officers certificate of any event that with the giving of notice or the lapse of time or both would become an Event of Default, its status and what action is being taken or proposed to be taken with respect thereto.

Every certificate or opinion with respect to compliance with a condition or covenant shall include a statement that each individual signing such certificate or opinion has read such covenant or condition and the definitions relating thereto, a brief statement as to the nature and scope of the examination or investigation upon which the statements or opinions contained in such certificate or opinion are based, a statement that, in the opinion of each such individual, he or she has made such examination or investigation as is necessary to enable him to express an informed opinion as to whether or not such covenant or condition has been complied with, and a statement as to whether, in the opinion of such individual, such condition or covenant has been complied with.

9. Other Obligors

No person, other than the Applicants, is an obligor of the New Notes.

The mailing address for each Applicant is One CityPlace Drive, Ste. 300, St. Louis, Missouri 63141.

Contents of Application for Qualification. This application for qualification comprises

- (a) Pages numbered 1 to 44, consecutively.
- (b) The statement of eligibility and qualification of the trustee under the indenture to be qualified.
- (c) The following exhibits in addition to those filed as part of the statement of eligibility and qualification of the trustee:

| Exhibit | Description |
|----------------|--|
| T3A1 | Restated Certificate of Incorporation of Arch Coal, Inc. (1) |
| T3B1 | Arch Coal, Inc. Amended and Restated Bylaws, as amended and restated effective as of February 26, 2015 (2) |
| T3A2 | Certificate of Formation of ACI Terminal, LLC* |
| T3B2 | Limited Liability Company Agreement of ACI Terminal, LLC* |
| T3A3 | Amended and Restated Certificate of Incorporation of Allegheny Land Company (3) |
| T3B3 | Bylaws of Allegheny Land Company (4) |
| T3A4 | Amended and Restated Certificate of Incorporation of Arch Coal Sales Company, Inc. (5) |
| T3B4 | Bylaws of Arch Coal Sales Company, Inc. (6) |

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| | |
|-------|---|
| T3A5 | Certificate of Formation of Arch Coal West, LLC (7) |
| T3B5 | Amended and Restated Limited Liability Company Agreement of Arch Coal West, LLC (8) |
| T3A6 | Certificate of Formation of Arch Development, LLC (9) |
| T3B6 | Amended and Restated Limited Liability Company Agreement of Arch Development, LLC (10) |
| T3A7 | Certificate of Formation of Arch Energy Resources, LLC (11) |
| T3B7 | Amended and Restated Limited Liability Company Agreement of Arch Energy Resources, LLC (12) |
| T3A8 | Amended and Restated Certificate of Incorporation of Arch Reclamation Services, Inc. (13) |
| T3B8 | Bylaws of Arch Reclamation Services, Inc. (14) |
| T3A9 | Certificate of Incorporation of Arch Western Acquisition Corporation (15) |
| T3B9 | Bylaws of Arch Western Acquisition Corporation (16) |
| T3A10 | Certificate of Formation of Arch Western Acquisition, LLC* |
| T3B10 | Limited Liability Company Agreement of Arch Western Acquisition, LLC* |
| T3A11 | Certificate of Formation of Arch Western Bituminous Group, LLC (17) |
| T3B11 | Amended and Restated Limited Liability Company Agreement of Arch Western Bituminous Group, LLC (18) |
| T3A12 | Certificate of Formation of Arch Western Finance, LLC (19) |
| T3B12 | Second Amended and Restated Limited Liability Company Agreement of Arch Western Finance, LLC (20) |
| T3A13 | Certificate of Formation of Arch Western Resources, LLC (21) |

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| Exhibit | Description |
|----------------|--|
| T3B13 | Limited Liability Company Agreement of Arch Western Resources, LLC (22) |
| T3A14 | Certificate of Formation of Arch of Wyoming, LLC (23) |
| T3B14 | Amended and Restated Limited Liability Company Agreement of Arch of Wyoming, LLC (24) |
| T3A15 | Amended and Restated Certificate of Incorporation of Ark Land Company (25) |
| T3B15 | Bylaws of Ark Land Company (26) |
| T3A16 | Certificate of Incorporation of Ark Land KH, Inc. (27) |
| T3B16 | Bylaws of Ark Land KH, Inc. (28) |
| T3A17 | Amended and Restated Certificate of Incorporation of Ark Land LT, Inc. (29) |
| T3B17 | Bylaws of Ark Land LT, Inc. (30) |
| T3A18 | Amended and Restated Certificate of Incorporation of Ark Land WR, Inc. (31) |
| T3B18 | Bylaws of Ark Land, WR, Inc. (32) |
| T3A19 | Amended and Restated Certificate of Incorporation of Ashland Terminal, Inc. (33) |
| T3B19 | Bylaws of Ashland Terminal, Inc. (34) |
| T3A20 | Articles of Incorporation of Bronco Mining Company, Inc. (35) |
| T3B20 | By-laws of Bronco Mining Company, Inc. (36) |
| T3A21 | Amended and Restated Certificate of Incorporation of Catenary Coal Holdings, Inc. (37) |
| T3B21 | Bylaws of Catenary Coal Holdings, Inc. (38) |
| T3A22 | Amended and Restated Articles of Incorporation of Coal-Mac, Inc. (39) |
| T3B22 | Bylaws of Coal-Mac, Inc. (40) |
| T3A23 | Certificate of Formation of CoalQuest Development LLC (41) |
| T3B23 | Third Amended and Restated Limited Liability Company Agreement of CoalQuest Development LLC (42) |
| T3A24 | Amended and Restated Certificate of Incorporation of Cumberland River Coal Company (43) |
| T3B24 | Bylaws of Cumberland River Coal Company (44) |
| T3A25 | Articles of Incorporation of Hawthorne Coal Company, Inc. (45) |
| T3B25 | Bylaws of Hawthorne Coal Company, Inc. (46) |
| T3A26 | Certificate of Incorporation of Hunter Ridge, Inc. (47) |
| T3B26 | By-laws of Hunter Ridge, Inc. (48) |
| T3A27 | Certificate of Incorporation of Hunter Ridge Coal Company (49) |
| T3B27 | By-laws of Hunter Ridge Coal Company (50) |
| T3A28 | Certificate of Incorporation of Hunter Ridge Holdings, Inc. (51) |
| T3B28 | By-laws of Hunter Ridge Holdings, Inc. (52) |
| T3A29 | Second Amended and Restated Certificate of Incorporation of ICG, Inc. (53) |
| T3B29 | Amended and Restated Bylaws of ICG, Inc. (54) |
| T3A30 | Certificate of Formation of ICG, LLC (55) |
| T3B30 | Amended and Restated Limited Liability Company Agreement of ICG, LLC (56) |
| T3A31 | Certificate of Formation of ICG Beckley, LLC (57) |
| T3B31 | Amended and Restated Limited Liability Company Agreement of ICG Beckley, LLC (58) |
| T3A32 | Certificate of Formation of ICG East Kentucky, LLC (59) |
| T3B32 | Amended and Restated Limited Liability Company Agreement of ICG East Kentucky, LLC (60) |
| T3A33 | Certificate of Formation of ICG Eastern, LLC (61) |
| T3B33 | Amended and Restated Limited Liability Company Agreement of ICG Eastern, LLC (62) |
| T3A34 | Certificate of Formation of ICG Eastern Land, LLC (63) |
| T3B34 | Amended and Restated Limited Liability Company Agreement of ICG Eastern Land, LLC (64) |
| T3A35 | Certificate of Formation of ICG Illinois, LLC (65) |
| T3B35 | Amended and Restated Limited Liability Company Agreement of ICG Illinois, LLC (66) |
| T3A36 | Certificate of Formation of ICG Knott County, LLC (67) |
| T3B36 | Amended and Restated Limited Liability Company Agreement of ICG Knott County, LLC (68) |
| T3A37 | Certificate of Formation of ICG Natural Resources, LLC (69) |

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| Exhibit | Description |
|----------------|--|
| T3B37 | Amended and Restated Limited Liability Company Agreement of ICG Natural Resources, LLC (70) |
| T3A38 | Certificate of Formation of ICG Tygart Valley, LLC (71) |
| T3B38 | Amended and Restated Limited Liability Company Agreement of ICG Tygart Valley, LLC (72) |
| T3A39 | Second Amended and Restated Certificate of Incorporation of International Coal Group, Inc. (73) |
| T3B39 | Second Amended and Restated By-Laws of International Coal Group, Inc. (74) |
| T3A40 | Articles of Incorporation of Juliana Mining Company, Inc. (75) |
| T3B40 | By-laws of Juliana Mining Company, Inc. (76) |
| T3A41 | Articles of Incorporation of King Knob Coal Co., Inc. (77) |
| T3B41 | Amended and Restated By-laws of King Knob Coal Co., Inc. (78) |
| T3A42 | Amended and Restated Certificate of Incorporation of Lone Mountain Processing, Inc. (79) |
| T3B42 | Bylaws of Lone Mountain Processing, Inc. (80) |
| T3A43 | Certificate of Incorporation of Marine Coal Sales Company (81) |
| T3B43 | First Amended and Restated By-laws of Marine Coal Sales Company (82) |
| T3A44 | Articles of Incorporation of Melrose Coal Company, Inc. (83) |
| T3B44 | By-laws of Melrose Coal Company, Inc. (84) |
| T3A45 | Amended and Restated Certificate of Incorporation of Mingo Logan Coal Company (85) |
| T3B45 | Bylaws of Mingo Logan Coal Company (86) |
| T3A46 | Certificate of Formation of Mountain Coal Company, L.L.C. (87) |
| T3B46 | Amended and Restated Limited Liability Company Agreement of Mountain Coal Company, L.L.C. (88) |
| T3A47 | Amended and Restated Articles of Incorporation of Mountain Gem Land, Inc. (89) |
| T3B47 | Bylaws of Mountain Gem Land, Inc. (90) |
| T3A48 | Amended and Restated Certificate of Incorporation of Mountain Mining, Inc. (91) |
| T3B48 | Bylaws of Mountain Mining, Inc. (92) |
| T3A49 | Amended and Restated Certificate of Incorporation of Mountaineer Land Company (93) |
| T3B49 | Bylaws of Mountaineer Land Company (94) |
| T3A50 | Certificate of Formation of Otter Creek Coal, LLC (95) |
| T3B50 | Amended and Restated Limited Liability Company Agreement of Otter Creek Coal, LLC (96) |
| T3A51 | Agreement of Incorporation of Patriot Mining Company, Inc. (97) |
| T3B51 | Amended and Restated By-laws of Patriot Mining Company, Inc. (98) |
| T3A52 | Certificate of Formation of Powell Mountain Energy, LLC (99) |
| T3B52 | Third Amended and Restated Limited Liability Company Agreement of Powell Mountain Energy, LLC (100) |
| T3A53 | Certificate of Incorporation of Prairie Holdings, Inc. (101) |
| T3B53 | Bylaws of Prairie Holdings, Inc. (102) |
| T3A54 | Certificate of Formation of Shelby Run Mining Company, LLC (103) |
| T3B54 | Amended and Restated Limited Liability Company Agreement of Shelby Run Mining Company, LLC (104) |
| T3A55 | Certificate of Incorporation of Simba Group, Inc. (105) |
| T3B55 | By-laws of Simba Group, Inc. (106) |
| T3A56 | Certificate of Formation of Thunder Basin Coal Company, L.L.C. (107) |
| T3B56 | Amended and Restated Limited Liability Company Agreement of Thunder Basin Coal Company, L.L.C. (108) |
| T3A57 | Certificate of Formation of Triton Coal Company, L.L.C. (109) |
| T3B57 | Fifth Amended and Restated Limited Liability Company Agreement of Triton Coal Company, L.L.C. (110) |
| T3A58 | Certificate of Incorporation of Upshur Property, Inc. (111) |
| T3B58 | By-laws of Upshur Property, Inc. (112) |
| T3A59 | Articles of Incorporation of Vindex Energy Corporation (113) |
| T3B59 | Bylaws of Vindex Energy Corporation (114) |
| T3A60 | Amended and Restated Certificate of Incorporation of Western Energy Resources, Inc. (115) |
| T3B60 | Bylaws of Western Energy Resources, Inc. (116) |

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| Exhibit | Description |
|----------------|--|
| T3A61 | Articles of Incorporation of White Wolf Energy, Inc. (117) |
| T3B61 | Bylaws of White Wolf Energy, Inc. (118) |
| T3A62 | Articles of Incorporation of Wolf Run Mining Company (119) |
| T3B62 | Amended By-laws of Wolf Run Mining Company (120) |
| T3C | Form of Indenture among Arch Coal, Inc., the subsidiary guarantors and U.S. Bank National Association, as trustee and collateral agent, for the 8.000% Senior Secured Notes due 2022** |
| T3D | Not Applicable |
| T3E | Offer to Exchange Notice, including the Form of Exchange Agreement (which in turn includes Annexes entitled Description of New 2022 Secured Notes, certain Risk Factors and Certain U.S. Federal Income Tax Considerations)* |
| T3F | Cross-reference sheet showing the location in the New Indenture of the provisions inserted therein pursuant to Section 310 through 318(a), inclusive, of the Trust Indenture Act of 1939 (121)** |
| 25.1 | Statement of Eligibility and Qualification Under the Trust Indenture Act of 1939 of a Corporation Designated to Act as Trustee* |

* Filed herewith.

**To be filed by amendment

(1) Incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 5, 2006.

(2) Incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on February 27, 2015.

(3) Incorporated herein by reference to Exhibit 3.4 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(4) Incorporated herein by reference to Exhibit 3.5 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(5) Incorporated herein by reference to Exhibit 3.5 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(6) Incorporated herein by reference to Exhibit 3.6 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(7) Incorporated herein by reference to Exhibit 3.9 to the Registration Statement on Form S-4 (Reg. No. 333-179842) filed by the Company on March 1, 2010.

(8) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(9) Incorporated herein by reference to Exhibit 3.9 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(10) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(11) Incorporated herein by reference to Exhibit 3.11 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(12) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(13) Incorporated herein by reference to Exhibit 3.13 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(14) Incorporated herein by reference to Exhibit 3.14 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

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(15) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(16) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(17) Incorporated herein by reference to Exhibit 3.5 to the Registration Statement on Form S-4 (Reg. No. 333-122141) filed by Arch Western Finance, LLC on January 19, 2005.

(18) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(19) incorporated herein by reference to Exhibit 3.1 to the Registration Statement on Form S-4 (Reg. No. 333-107569) filed by Arch Western Finance, LLC on August 1, 2003.

(20) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(21) Incorporated herein by reference to Exhibit 3.3 to the Registration Statement on Form S-4 (Reg. No. 333-107569) filed by Arch Western Finance, LLC on August 1, 2003.

(22) Incorporated herein by reference to Exhibit 3.4 to the Registration Statement on Form S-4 (Reg. No. 333-107569) filed by Arch Western Finance, LLC on August 1, 2003.

(23) Incorporated herein by reference to Exhibit 3.5 to the Registration Statement on Form S-4 (Reg. No. 333-107569) filed by Arch Western Finance, LLC on August 1, 2003.

(24) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(25) Incorporated herein by reference to Exhibit 3.15 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(26) Incorporated herein by reference to Exhibit 3.16 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(27) Incorporated herein by reference to Exhibit 3.17 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(28) Incorporated herein by reference to Exhibit 3.18 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(29) Incorporated herein by reference to Exhibit 3.19 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(30) Incorporated herein by reference to Exhibit 3.20 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(31) Incorporated herein by reference to Exhibit 3.21 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(32) Incorporated herein by reference to Exhibit 3.22 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(33) Incorporated herein by reference to Exhibit 3.23 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(34) Incorporated herein by reference to Exhibit 3.24 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

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(35) Incorporated herein by reference to Exhibit 3.9 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(36) Incorporated herein by reference to Exhibit 3.10 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(37) Incorporated herein by reference to Exhibit 3.25 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(38) Incorporated herein by reference to Exhibit 3.26 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(39) Incorporated herein by reference to Exhibit 3.27 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(40) Incorporated herein by reference to Exhibit 3.28 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(41) Incorporated herein by reference to Exhibit 3.11 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(42) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(43) Incorporated herein by reference to Exhibit 3.29 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(44) Incorporated herein by reference to Exhibit 3.30 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(45) Incorporated herein by reference to Exhibit 3.13 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(46) Incorporated herein by reference to Exhibit 3.14 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(47) Incorporated herein by reference to Exhibit 3.39 to the Registration Statement on Form S-4 (Reg. No. 333-179842) filed by the Company on March 1, 2010.

(48) Incorporated herein by reference to Exhibit 3.40 to the Registration Statement on Form S-4 (Reg. No. 333-179842) filed by the Company on March 1, 2010.

(49) Incorporated herein by reference to Exhibit 3.17 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(50) Incorporated herein by reference to Exhibit 3.18 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(51) Incorporated herein by reference to Exhibit 3.43 to the Registration Statement on Form S-4 (Reg. No. 333-179842) filed by the Company on March 1, 2010.

(52) Incorporated herein by reference to Exhibit 3.44 to the Registration Statement on Form S-4 (Reg. No. 333-179842) filed by the Company on March 1, 2010.

(53) Incorporated herein by reference to Exhibit 3.35 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(54) Incorporated herein by reference to Exhibit 3.46 to the Registration Statement on Form S-4 (Reg. No. 333-179842) filed by the Company on March 1, 2010.

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(55) Incorporated herein by reference to Exhibit 3.39 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(56) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(57) Incorporated herein by reference to Exhibit 3.21 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(58) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(59) Incorporated herein by reference to Exhibit 3.27 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(60) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(61) Incorporated herein by reference to Exhibit 3.25 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(62) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(63) Incorporated herein by reference to Exhibit 3.23 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(64) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(65) Incorporated herein by reference to Exhibit 3.33 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(66) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(67) Incorporated herein by reference to Exhibit 3.37 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(68) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(69) Incorporated herein by reference to Exhibit 3.41 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(70) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(71) Incorporated herein by reference to Exhibit 3.43 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(72) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(73) Incorporated herein by reference to Exhibit 3.3 to the Registration Statement on Form S-1 (Reg. No. 333-124393) filed by International Coal Group, Inc. on May 28, 2005.

(74) Incorporated herein by reference to Exhibit 3.1 to International Coal Group, Inc. s Current Report on Form 8-K filed on November 19, 2010).

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(75) Incorporated herein by reference to Exhibit 3.45 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(76) Incorporated herein by reference to Exhibit 3.46 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(77) Incorporated herein by reference to Exhibit 3.47 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(78) Incorporated herein by reference to Exhibit 3.48 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(79) Incorporated herein by reference to Exhibit 3.31 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(80) Incorporated herein by reference to Exhibit 3.32 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(81) Incorporated herein by reference to Exhibit 3.49 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(82) Incorporated herein by reference to Exhibit 3.50 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(83) Incorporated herein by reference to Exhibit 3.51 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(84) Incorporated herein by reference to Exhibit 3.51 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(85) Incorporated herein by reference to Exhibit 3.33 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(86) Incorporated herein by reference to Exhibit 3.34 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(87) Incorporated herein by reference to Exhibit 3.7 to the Registration Statement on Form S-4 (Reg. No. 333-107569) filed by Arch Western Finance, LLC on August 1, 2003.

(88) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(89) Incorporated herein by reference to Exhibit 3.35 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(90) Incorporated herein by reference to Exhibit 3.35 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(91) Incorporated herein by reference to Exhibit 3.37 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(92) Incorporated herein by reference to Exhibit 3.38 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(93) Incorporated herein by reference to Exhibit 3.38 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(94) Incorporated herein by reference to Exhibit 3.40 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

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(95) Incorporated herein by reference to Exhibit 3.41 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(96) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(97) Incorporated herein by reference to Exhibit 3.55 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(98) Incorporated herein by reference to Exhibit 3.56 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(99) Incorporated herein by reference to Exhibit 3.95 to the Registration Statement on Form S-4 (Reg. No. 333-179842) filed by the Company on March 1, 2010.

(100) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(101) Incorporated herein by reference to Exhibit 3.43 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(102) Incorporated herein by reference to Exhibit 3.44 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(103) Incorporated herein by reference to Exhibit 3.99 to the Registration Statement on Form S-4 (Reg. No. 333-179842) filed by the Company on March 1, 2010.

(104) Incorporated herein by reference to Exhibit 3.99 to the Registration Statement on Form S-4 (Reg. No. 333-179842) filed by the Company on March 1, 2010.

(105) Incorporated herein by reference to Exhibit 3.57 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(106) Incorporated herein by reference to Exhibit 3.58 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(107) Incorporated herein by reference to Exhibit 3.11 to the Registration Statement on Form S-4 (Reg. No. 333-107569) filed by Arch Western Finance, LLC on August 1, 2003.

(108) Incorporated herein by reference to Exhibit 3.10 to the Registrant Statement on Form S-4 (Reg. No. (Reg. No. 333-190654) filed by the Company on August 16, 2013.

(109) Incorporated herein by reference to Exhibit 3.17 to the Registration Statement on Form S-4 (Reg. No. 333-122141) filed by Arch Western Finance, LLC on January 19, 2005.

(110) Incorporated herein by reference to Exhibit 3.17 to the Registration Statement on Form S-4 (Reg. No. 333-122141) filed by Arch Western Finance, LLC on January 19, 2005.

(111) Incorporated herein by reference to Exhibit 3.59 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(112) Incorporated herein by reference to Exhibit 3.60 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(113) Incorporated herein by reference to Exhibit 3.63 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(114) Incorporated herein by reference to Exhibit 3.64 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

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(115) Incorporated herein by reference to Exhibit 3.45 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(116) Incorporated herein by reference to Exhibit 3.46 to the Registration Statement on Form S-4 (Reg. No. 333-165934) filed by the Company on May 7, 2010.

(117) Incorporated herein by reference to Exhibit 3.65 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(118) Incorporated herein by reference to Exhibit 3.66 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(119) Incorporated herein by reference to Exhibit 3.67 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(120) Incorporated herein by reference to Exhibit 3.68 to the Registration Statement on Form S-4 (Reg. No. 333-137402) filed by International Coal Group, Inc. on September 18, 2006.

(121) Included as part of Exhibit T3C.

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SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the applicant, Arch Coal, Inc., a corporation organized and existing under the laws of the State of Delaware, has duly caused this application to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the city of St. Louis, and State of Missouri, on the 2nd day of July, 2015.

| | | | |
|------------------------------|-------------------------------|--|--|
| (SEAL) | ARCH COAL, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: | /s/ John T. Drexler Name: Title: | John T. Drexler Senior Vice President and Chief Financial Officer |
| (SEAL) | ACI TERMINAL, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: | /s/ John T. Drexler Name: Title: | John T. Drexler Vice President |
| (SEAL) | ALLEGHENY LAND COMPANY | | |
| Attest: /s/ Jolene J. Mermis | By: | /s/ John T. Drexler Name: Title: | John T. Drexler Vice President |
| (SEAL) | ARCH COAL SALES COMPANY, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: | /s/ John T. Drexler Name: Title: | John T. Drexler Vice President |
| (SEAL) | ARCH COAL WEST, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: | /s/ John T. Drexler Name: Title: | John T. Drexler Vice President |
| (SEAL) | ARCH DEVELOPMENT, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: | /s/ John T. Drexler Name: Title: | John T. Drexler Vice President |

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(SEAL) ARCH ENERGY RESOURCES, LLC

Attest: /s/ Jolene J. Mermis By: /s/ John T. Drexler
Name: John T. Drexler
Title: Vice President

(SEAL) ARCH RECLAMATION SERVICES, INC.

Attest: /s/ Jolene J. Mermis By: /s/ John T. Drexler
Name: John T. Drexler
Title: Vice President

(SEAL) ARCH WESTERN ACQUISITION CORPORATION

Attest: /s/ Jolene J. Mermis By: /s/ John T. Drexler
Name: John T. Drexler
Title: Vice President

(SEAL) ARCH WESTERN ACQUISITION, LLC

Attest: /s/ Jolene J. Mermis By: /s/ John T. Drexler
Name: John T. Drexler
Title: Vice President

(SEAL) ARCH WESTERN BITUMINOUS GROUP, LLC

Attest: /s/ Jolene J. Mermis By: /s/ Jon S. Ploetz
Name: Jon S. Ploetz
Title: Secretary

(SEAL) ARCH WESTERN FINANCE, LLC

Attest: /s/ Jolene J. Mermis By: /s/ John T. Drexler
Name: John T. Drexler
Title: President

(SEAL) ARCH WESTERN RESOURCES, LLC

Attest: /s/ Jolene J. Mermis By: /s/ John T. Drexler
Name: John T. Drexler
Title: Vice President

(SEAL) ARCH OF WYOMING, LLC

Attest: /s/ Jolene J. Mermis By: /s/ Jon S. Ploetz
Name: Jon S. Ploetz
Title: Secretary

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| | | | |
|------------------------------|------------------------------|-----------------------|--|
| (SEAL) | ARK LAND COMPANY | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |
| (SEAL) | ARK LAND KH, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |
| (SEAL) | ARK LAND LT, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |
| (SEAL) | ARK LAND WR, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |
| (SEAL) | ASHLAND TERMINAL, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |
| (SEAL) | BRONCO MINING COMPANY, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |
| (SEAL) | CATENARY COAL HOLDINGS, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |
| (SEAL) | COAL-MAC, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |

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| | | | |
|------------------------------|-------------------------------|-----------------------|-----------------------|
| (SEAL) | COALQUEST DEVELOPMENT LLC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | CUMBERLAND RIVER COAL COMPANY | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | HAWTHORNE COAL COMPANY, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | HUNTER RIDGE, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | HUNTER RIDGE COAL COMPANY | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | HUNTER RIDGE HOLDINGS, INC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | ICG, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | ICG, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |

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|------------------------------|----------------------------|-----------------------|----------------|
| (SEAL) | ICG BECKLEY, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |
| (SEAL) | ICG EAST KENTUCKY, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |
| (SEAL) | ICG EASTERN, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |
| (SEAL) | ICG EASTERN LAND, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |
| (SEAL) | ICG ILLINOIS, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |
| (SEAL) | ICG KNOTT COUNTY, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |
| (SEAL) | ICG NATURAL RESOURCES, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |
| (SEAL) | ICG TYGART VALLEY, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |

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| | | | |
|------------------------------|--------------------------------|-----------------------|--|
| (SEAL) | INTERNATIONAL COAL GROUP, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |
| (SEAL) | JULIANA MINING COMPANY, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |
| (SEAL) | KING KNOB COAL CO., INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |
| (SEAL) | LONE MOUNTAIN PROCESSING, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |
| (SEAL) | MARINE COAL SALES COMPANY | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |
| (SEAL) | MELROSE COAL COMPANY, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |
| (SEAL) | MINGO LOGAN COAL COMPANY | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | |
| | | Title: Vice President | |

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|------------------------------|-------------------------------|-----------------------|----------------|
| (SEAL) | MOUNTAIN COAL COMPANY, L.L.C. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ Jon S. Ploetz | Name: Jon S. Ploetz | Secretary |
| | | Title: | |
| (SEAL) | MOUNTAIN GEM LAND, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |
| (SEAL) | MOUNTAIN MINING, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |
| (SEAL) | MOUNTAINEER LAND COMPANY | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |
| (SEAL) | OTTER CREEK COAL, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |
| (SEAL) | PATRIOT MINING COMPANY, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |
| (SEAL) | POWELL MOUNTAIN ENERGY, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |
| (SEAL) | PRAIRIE HOLDINGS, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Vice President |
| | | Title: | |

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| | | | |
|------------------------------|------------------------------------|-----------------------|-----------------------|
| (SEAL) | SHELBY RUN MINING COMPANY, LLC | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | SIMBA GROUP, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | THUNDER BASIN COAL COMPANY, L.L.C. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | TRITON COAL COMPANY, L.L.C. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | UPSHUR PROPERTY, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | VINDEX ENERGY CORPORATION | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | WESTERN ENERGY RESOURCES, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |
| (SEAL) | WHITE WOLF ENERGY, INC. | | |
| Attest: /s/ Jolene J. Mermis | By: /s/ John T. Drexler | Name: John T. Drexler | Title: Vice President |

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(SEAL)

WOLF RUN MINING COMPANY

Attest: /s/ Jolene J. Mermis

By:

/s/ John T. Drexler

Name:

John T. Drexler

Title:

Vice President